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DELTA REPORT

10-Q

SXI - STANDEX INTERNATIONAL COR

10-Q - SEPTEMBER 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 843

■ CHANGES 221

■ DELETIONS 331

■ ADDITIONS 291

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

FORM 10-Q

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

For the quarterly period ended **March 31, 2024** **September 30, 2024**

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

Commission File Number 001-07233

STANDEX INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

31-0596149

(State of incorporation)

(IRS Employer Identification No.)

23 Keewaydin Drive, Salem, New Hampshire

03079

(Address of principal executive offices)

(Zip Code)

(603) 893-9701

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$1.50 Per Share	SXI	New York Stock Exchange

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

The number of shares of Registrant's Common Stock outstanding on **May 1, 2024** **October 28, 2024** was **11,853,093** **12,081,695**.

STANDEX INTERNATIONAL CORPORATION

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PART I. FINANCIAL INFORMATION

ITEM 1

STANDEX INTERNATIONAL CORPORATION AND SUBSIDIARIES

Unaudited Condensed Consolidated Balance Sheets

	March 31, 2024	June 30, 2023	September 30, 2024	June 30, 2024
(In thousands, except per share data)				
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 138,799	\$ 195,706	\$ 164,584	\$ 154,203
Accounts receivable, less allowance for credit losses of \$2,319 and \$2,788 at March 31, 2024 and June 30, 2023, respectively	120,501	123,440		
Accounts receivable, less allowance for credit losses of \$1,931 and \$1,882 at September 30, 2024 and June 30, 2024, respectively			118,697	121,365
Inventories	95,170	98,537	90,121	87,106
Contract assets			50,087	45,393
Prepaid expenses and other current assets	62,066	64,739	23,658	22,028
Income taxes receivable	2,617	831		
Total current assets	419,153	483,253	447,147	430,095
Property, plant, and equipment, net	135,003	130,937	138,373	134,963
Intangible assets, net	81,881	75,651	78,957	78,673
Goodwill	282,000	264,821	292,180	281,283
Deferred tax asset	15,047	14,602	19,303	17,450
Operating lease right-of-use asset	34,421	33,273	36,128	37,078
Other non-current assets	26,001	22,392	25,794	25,515
Total non-current assets	574,353	541,676	590,735	574,962
Total assets	\$ 993,506	\$ 1,024,929	\$ 1,037,882	\$ 1,005,057
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 58,448	\$ 68,601	\$ 66,505	\$ 63,364
Accrued liabilities	55,447	62,031	52,885	56,698
Income taxes payable	8,453	10,335	6,607	7,503
Total current liabilities	122,348	140,967	125,997	127,565
Long-term debt	148,768	173,441	148,985	148,876
Operating lease long-term liabilities	29,001	25,774	29,722	30,725
Accrued pension and other non-current liabilities	74,407	77,298	75,157	76,388
Total non-current liabilities	252,176	276,513	253,864	255,989
Contingencies (Note 15)				
Stockholders' equity:				
Common stock, par value \$1.50 per share, 60,000,000 shares authorized, 27,984,278 shares issued, 11,760,187 and 11,744,991 shares outstanding at March 31, 2024 and June 30, 2023	41,976	41,976		
Common stock, par value \$1.50 per share, 60,000,000 shares authorized, 27,984,278 shares issued, 11,812,917 and 11,761,700 shares outstanding at September 30, 2024 and June 30, 2024			41,976	41,976
Additional paid-in capital	104,753	100,555	108,383	106,193
Retained earnings	1,070,255	1,027,279	1,100,924	1,086,277
Accumulated other comprehensive loss	(168,005)	(158,477)	(160,939)	(182,956)
Treasury shares: 16,224,091 and 16,239,287 shares at March 31, 2024 and June 30, 2023	(429,997)	(403,884)		
Treasury shares: 16,171,361 and 16,222,578 shares at September 30, 2024 and June 30, 2024			(432,323)	(429,987)
Total stockholders' equity	618,982	607,449	658,021	621,503
Total liabilities and stockholders' equity	\$ 993,506	\$ 1,024,929	\$ 1,037,882	\$ 1,005,057

See notes to unaudited condensed consolidated financial statements

STANDEX INTERNATIONAL CORPORATION AND SUBSIDIARIES

Unaudited Condensed Consolidated Statements of Operations

(In thousands, except per share data)	Three Months Ended		Nine Months Ended		Three Months Ended	
	March 31,		March 31,		September 30,	
	2024	2023	2024	2023	2024	2023
Net sales	\$ 177,267	\$ 184,332	\$ 540,441	\$ 552,721	\$ 170,464	\$ 184,774
Cost of sales	108,977	113,435	327,853	341,251	100,391	112,139
Gross profit	68,290	70,897	212,588	211,470	70,073	72,635
Selling, general, and administrative expenses	41,764	42,954	128,625	127,756	43,048	43,585
(Gain) loss on sale of business	-	(62,105)	(274)	(62,105)	-	(274)
Restructuring costs	4,037	2,237	7,303	3,330	1,086	1,906
Acquisition related costs	537	21	2,233	487	1,840	501
Other operating (income) expense, net	110	(727)	110	(611)		
Total operating (income) expenses	46,448	(17,620)	137,997	68,857		
Total operating expenses					45,974	45,718
Income from operations	21,842	88,517	74,591	142,613	24,099	26,917
Interest expense	949	1,415	3,244	4,168	977	1,276
Other non-operating (income) expense, net	627	747	1,805	1,695	(28)	846
Income from continuing operations before income taxes	20,266	86,355	69,542	136,750	23,150	24,795
Provision for income taxes	4,327	5,788	15,639	17,783	4,962	5,903
Income from continuing operations	15,939	80,567	53,903	118,967	18,188	18,892
Income (loss) from discontinued operations, net of tax	(141)	(57)	(420)	(144)	9	(78)
Net income	\$ 15,798	\$ 80,510	\$ 53,483	\$ 118,823	\$ 18,197	\$ 18,814
Basic earnings (loss) per share:						
Continuing operations	\$ 1.35	\$ 6.82	\$ 4.58	\$ 10.06	\$ 1.54	\$ 1.61
Discontinued operations	(0.01)	-	(0.03)	(0.01)	-	(0.01)
Total	\$ 1.34	\$ 6.82	\$ 4.55	\$ 10.05	\$ 1.54	\$ 1.60
Diluted earnings (loss) per share:						
Continuing operations	\$ 1.35	\$ 6.77	\$ 4.54	\$ 9.98	\$ 1.53	\$ 1.58
Discontinued operations	(0.02)	-	(0.04)	(0.01)	-	-
Total	\$ 1.33	\$ 6.77	\$ 4.50	\$ 9.97	\$ 1.53	\$ 1.58
Weighted average number of shares:						
Basic	11,772	11,811	11,764	11,825	11,787	11,742
Diluted	11,849	11,895	11,876	11,917	11,904	11,933

See notes to unaudited condensed consolidated financial statements

STANDEX INTERNATIONAL CORPORATION AND SUBSIDIARIES

Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss)

(In thousands)	Three Months Ended		Nine Months Ended		Three Months Ended	
	March 31,		March 31,		September 30,	
	2024	2023	2024	2023	2024	2023
Net income	\$ 15,798	\$ 80,510	\$ 53,483	\$ 118,823	\$ 18,197	\$ 18,814

Other comprehensive income (loss):

Defined benefit pension plans:

Actuarial gains (losses) and other changes in unrecognized costs, net of tax	\$ 28	\$ (601)	\$ 16	\$ (587)	\$ (218)	\$ 121
Amortization of unrecognized costs, net of tax	596	712	1,789	2,132	799	596
Derivative instruments:						
Change in unrealized gains (losses), net of tax	775	(406)	885	2,220	(290)	783
Amortization of unrealized gains (losses) into interest expense, net of tax	(1,275)	(1,134)	(4,056)	(1,212)	(1,284)	(1,501)
Foreign currency translation gains (losses), net of tax	(12,568)	1,480	(8,162)	3,584	23,010	(9,098)
Other comprehensive income (loss), net of tax	\$ (12,444)	\$ 51	\$ (9,528)	\$ 6,137	\$ 22,017	\$ (9,099)
Comprehensive income	<u>\$ 3,354</u>	<u>\$ 80,561</u>	<u>\$ 43,955</u>	<u>\$ 124,960</u>	<u>\$ 40,214</u>	<u>\$ 9,715</u>

See notes to unaudited condensed consolidated financial statements

STANDEX INTERNATIONAL CORPORATION AND SUBSIDIARIES

Unaudited Condensed Consolidated Statements of Stockholders' Equity

<u>For the three month period ended</u>	Accumulated						<u>Total</u>	
	Other							
	<u>Common</u>	<u>Paid-in</u>	<u>Retained</u>	<u>Income</u>	<u>Treasury Stock</u>	<u>Stockholders' Equity</u>		
<u>March 31, 2024</u>	<u>Common</u>	<u>Paid-in</u>	<u>Retained</u>	<u>Income</u>	<u>Treasury Stock</u>	<u>Stockholders' Equity</u>		
(in thousands, except as specified)	<u>Stock</u>	<u>Capital</u>	<u>Earnings</u>	<u>(Loss)</u>	<u>Shares</u>	<u>Amount</u>		
Balance, December 31, 2023	\$ 41,976	\$ 101,198	\$ 1,058,069	\$ (155,561)	16,201	\$ (425,111)	\$ 620,571	
Stock issued under incentive compensation plans and employee purchase plans	-	(145)	-	-	(11)	281	136	
Stock-based compensation	-	3,700	-	-	-	-	3,700	
Treasury stock acquired	-	-	-	-	34	(5,167)	(5,167)	
Comprehensive income:								
Net income	-	-	15,798	-	-	-	15,798	
Foreign currency translation adjustment	-	-	-	(12,568)	-	-	(12,568)	
Pension, net of tax of \$0.2 million	-	-	-	624	-	-	624	
Change in fair value of derivatives, net of tax of \$0.2 million	-	-	-	(500)	-	-	(500)	
Dividends declared (\$0.30 per share)	-	-	(3,612)	-	-	-	(3,612)	
Balance, March 31, 2024	<u>\$ 41,976</u>	<u>\$ 104,753</u>	<u>\$ 1,070,255</u>	<u>\$ (168,005)</u>	<u>16,224</u>	<u>\$ (429,997)</u>	<u>\$ 618,982</u>	

For the three month period ended March 31, 2023

(in thousands, except as specified)

Balance, December 31, 2022	\$ 41,976	\$ 93,359	\$ 933,233	\$ (147,226)	16,153	\$ (391,925)	\$ 529,417
Stock issued under incentive compensation plans and employee purchase plans	-	126	-	-	(2)	50	176
Stock-based compensation	-	3,809	-	-	-	-	3,809
Treasury stock acquired	-	-	-	-	42	(5,065)	(5,065)
Comprehensive income:							
Net income	-	-	80,510	-	-	-	80,510
Foreign currency translation adjustment	-	-	-	1,480	-	-	1,480
Pension, net of tax of \$0.1 million	-	-	-	111	-	-	111
Change in fair value of derivatives, net of tax of \$0.5 million	-	-	-	(1,540)	-	-	(1,540)
Dividends declared (\$0.28 per share)	-	-	(3,348)	-	-	-	(3,348)

See notes to unaudited condensed consolidated financial statements

STANDEX INTERNATIONAL CORPORATION AND SUBSIDIARIES
Unaudited Condensed Consolidated Statements of Stockholders' Equity

	Accumulated						Accumulated	
	Other			Comprehensive			Other	
For the nine month period ended	Additional		Comprehensive			Total		
March 31, 2024	Common	Paid-in	Retained	Income	Treasury Stock	Stockholders'		
For the three month period ended							Additional	Comprehensive
September 30, 2024				Common	Paid-in	Retained	Income	Tr
(in thousands, except as specified)				Stock	Capital	Earnings	(Loss)	Sh
Balance, June 30, 2024				\$ 41,976	\$ 106,193	\$ 1,086,277	\$ (182,956)	16,2
Stock issued under incentive compensation plans and employee purchase plans				-	(378)	-	-	-
Stock-based compensation				-	2,568	-	-	-
Treasury stock acquired				-	-	-	-	-
Comprehensive income:				-	-	-	-	-
Net income				-	-	18,197	-	-
Foreign currency translation adjustment				-	-	-	23,010	-
Pension, net of tax of \$0.2 million				-	-	-	-	581
Change in fair value of derivatives, net of tax of \$0.5 million				-	-	-	-	(1,574)
Dividends declared (\$0.30 per share)				-	-	(3,550)	-	-
Balance, September 30, 2024				\$ 41,976	\$ 108,383	\$ 1,100,924	\$ (160,939)	16,2

For the three
month period
ended
September 30,
2023

(in thousands, except as specified)	Stock	Capital	Earnings	(Loss)	Shares	Amount	Equity	
Balance, June 30, 2023	\$ 41,976	\$ 100,555	\$ 1,027,279	\$ (158,477)	16,239	\$ (403,884)	\$ 607,449	\$ 41,976 \$ 100,555 \$ 1,027,279 \$ (158,477) 16,239
Stock issued under incentive compensation plans and employee purchase plans	-	(4,326)	-	-	(221)	5,651	1,325	- (4,035) - - (2,193)
Stock-based compensation	-	8,524	-	-	-	-	8,524	- 2,193 - -
Treasury stock acquired	-	-	-	-	206	(31,764)	(31,764)	- - - -
Comprehensive income:								
Net income	-	-	53,483	-	-	-	53,483	- - 18,814 -
Foreign currency translation adjustment	-	-	-	(8,162)	-	-	(8,162)	- - - - (9,098)
Pension, net of tax of \$0.6 million	-	-	-	1,805	-	-	1,805	
Change in fair value of derivatives, net of tax of \$1.1 million	-	-	-	(3,171)	-	-	(3,171)	
Dividends declared (\$0.88 per share)	-	-	(10,507)	-	-	-	(10,507)	
Balance, March 31, 2024	\$ 41,976	\$ 104,753	\$ 1,070,255	\$ (168,005)	16,224	\$ (429,997)	\$ 618,982	

For the nine
month period
ended March
31, 2023

(in thousands, except as specified)	
Balance, June 30, 2022	\$ 41,976 \$ 91,200 \$ 901,421 \$ (153,312) 16,160 \$ (381,942) \$ 499,343

Stock issued under incentive compensation plans and employee purchase plans	(2,414)	-	-	(150)	3,584	1,170
Stock-based compensation	8,508	-	-	-	-	8,508
Treasury stock acquired	-	-	-	183	(18,582)	(18,582)
Comprehensive income:						
Net income	-	118,823	-	-	-	118,823
Foreign currency translation adjustment	-	-	3,584	-	-	3,584
Pension, net of tax of \$0.6 million	-	-	1,545	-	-	1,545
Pension, net of tax of \$0.2 million	-	-	-	-	-	717
Change in fair value of derivatives, net of tax of \$0.3 million	-	-	1,008	-	1,008	(718)
Dividends declared (\$0.82 per share)	-	(9,849)	-	-	(9,849)	-
Balance, March 31, 2023	\$ 41,976	\$ 97,294	\$ 1,010,395	\$ (147,175)	\$ 16,193	\$ (396,940)
						\$ 605,550
Dividends declared (\$0.28 per share)	-	-	-	-	(3,398)	-
Balance, September 30, 2023	\$ 41,976	\$ 98,713	\$ 1,042,695	\$ (167,576)	\$ 16,193	\$ (396,940)
						\$ 605,550

See notes to unaudited condensed consolidated financial statements

STANDEX INTERNATIONAL CORPORATION AND SUBSIDIARIES

Unaudited Condensed Consolidated Statements of Cash Flows

(In thousands)	Nine Months Ended				Three Months Ended	
	March 31,		September 30,		2024	2023
	2024	2023	2024	2023		
Cash flows from operating activities						
Net income	\$ 53,483	\$ 118,823	\$ 18,197	\$ 18,814		
Income (loss) from discontinued operations	(420)	(144)	9	(78)		
Income from continuing operations	53,903	118,967	18,188	18,892		

Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Depreciation and amortization	21,146	21,275	7,061	7,082
Stock-based compensation	8,524	8,508	2,568	2,193
Non-cash portion of restructuring charge	895	129	(143)	397
Gain on sale of business	(274)	(62,105)		
(Gain) loss on sale of business			-	(274)
Contributions to defined benefit plans	(8,506)	(151)	(3,379)	(49)
Changes in operating assets and liabilities, net	(11,079)	(36,268)	(6,748)	(11,834)
Net cash provided by (used in) operating activities - continuing operations	64,609	50,355	17,547	16,407
Net cash provided by (used in) operating activities - discontinued operations	(497)	(37)	26	(227)
Net cash provided by (used in) operating activities	<u>64,112</u>	<u>50,318</u>	<u>17,573</u>	<u>16,180</u>
Cash flows from investing activities				
Expenditures for property, plant, and equipment	(13,765)	(16,648)	(6,725)	(4,338)
Proceeds from sale of business	7,774	67,023	-	274
Expenditures for acquisitions, net of cash acquired	(47,696)	-	-	(29,229)
Other investing activity	(270)	(1,321)	411	-
Net cash provided by (used in) investing activities	<u>(53,957)</u>	<u>49,054</u>	<u>(6,314)</u>	<u>(33,293)</u>
Cash flows from financing activities				
Proceeds from borrowings	-	224,500		
Payments of debt	(25,000)	(226,200)	-	(25,000)
Contingent consideration payment	-	(1,167)		
Activity under share-based payment plans	1,325	1,170	1,637	768
Purchases of treasury stock	(31,781)	(18,582)	(4,382)	(22,158)
Cash dividends paid	(10,375)	(9,699)	(3,528)	(3,288)
Net cash provided by (used in) financing activities	<u>(65,831)</u>	<u>(29,978)</u>	<u>(6,273)</u>	<u>(49,678)</u>
Effect of exchange rate changes on cash and cash equivalents	(1,231)	1,046	5,395	(2,085)
Net change in cash and cash equivalents	<u>(56,907)</u>	<u>70,440</u>	<u>10,381</u>	<u>(68,876)</u>
Cash and cash equivalents at beginning of year	195,706	104,844	154,203	195,706
Cash and cash equivalents at end of period	<u>\$ 138,799</u>	<u>\$ 175,284</u>	<u>\$ 164,584</u>	<u>\$ 126,830</u>
Supplemental Disclosure of Cash Flow Information:				
Cash paid during the year for:				
Interest	\$ 3,080	\$ 3,186	\$ 895	\$ 1,280
Income taxes, net of refunds	\$ 19,740	\$ 22,064	\$ 5,479	\$ 5,119

See notes to unaudited condensed consolidated financial statements

STANDEX INTERNATIONAL CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

1) Management Statement

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the results of operations for the three and nine months ended **March 31, September 30, 2024** and 2023, the cash flows for the nine months ended **March 31, September 30, 2024** and 2023 and the financial position of Standex International Corporation ("Standex", the "Company", "we", "us", or "our"), at **March 31, September 30, 2024**. The interim results are not necessarily indicative of results for a full year. The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. The unaudited condensed consolidated financial statements and notes do not contain information which would substantially duplicate the disclosures contained in the audited annual consolidated financial statements and notes for the year ended June 30, **2023** **2024**. The condensed consolidated balance sheet at June 30, **2023** **2024** was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The financial statements contained herein should be read in conjunction with the Annual Report on Form 10-K and in particular the audited consolidated financial

statements for the year ended June 30, 2023 2024. Unless otherwise noted, references to years are to the Company's fiscal years. Currently our fiscal year end is June 30. For further clarity, our the Company's fiscal year 2024 2025 includes the twelve-month period from July 1, 2023 2024 to June 30, 2024 2025.

The preparation of consolidated financial statements in conformity with GAAP requires the use of estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the financial statements and for the period then ended. Estimates are based on historical experience, actuarial estimates, current conditions and various other assumptions that are believed to be reasonable under the circumstances. These estimates form the basis for making judgments about the carrying values of assets and liabilities when they are not readily apparent from other sources. These estimates assist in the identification and assessment of the accounting treatment necessary with respect to commitments and contingencies. Actual results may differ from these estimates under different assumptions or conditions. The estimates and assumptions used in the preparation of the consolidated financial statements have considered the implications on the Company as a result of ongoing global events and related economic impacts. As a result, there is heightened volatility and uncertainty around supply chain performance, labor availability, and customer demand. However, the magnitude of such impact on the Company's business and its duration is uncertain. The Company is not aware of any specific event or circumstance that would require an update to its estimates or adjustments to the carrying value of its assets and liabilities as of March 31, September 30, 2024 and the issuance date of the Quarterly Report quarterly report on Form 10-Q.

The Company considers events or transactions that occur after the balance sheet date but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. The Company evaluated subsequent events through the date and time its unaudited condensed consolidated financial statements were issued.

Research and development expenditures are expensed as incurred. Total research and development costs, which are classified under selling, general, and administrative expenses, were \$5.1 \$4.8 million and \$4.8 \$5.3 million for the three months ended March 31, September 30, 2024 and 2023, respectively. Research and development expenditures were \$15.5 million and \$12.1 million for the nine months ended March 31, 2024 and 2023, respectively.

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that the Company adopts as of the specified effective date. Unless otherwise discussed below, the Company does not believe that the adoption of recently issued standards had or may have a material impact on its unaudited condensed consolidated financial statements or disclosures.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280) ("ASU 2023-07"). This update provides, among other things, enhanced segment disclosure requirements including disclosures about significant segment expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company will review the extent of new disclosures necessary in the coming quarters, prior to implementation during fiscal year 2025. Other than additional disclosure, the Company does not expect a change to its condensed consolidated financial statements upon adoption.

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In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740) - Improvements to Income Tax Disclosures. This ASU is expected to enhance the transparency and decision usefulness of income tax disclosures by requiring public business entities on an annual basis to disclose specific categories in the rate reconciliation, additional information for reconciling items that meet a quantitative threshold, and certain information about income taxes paid. This ASU is effective for fiscal years beginning after December 15, 2024. The amendments in this ASU are required to be applied on a prospective basis and retrospective adoption is permitted. The Company is currently evaluating the effect of adopting this new accounting guidance, which would be applicable to fiscal year 2026.

2) Acquisitions

At the time of the acquisition and as of March 31, September 30, 2024, the Company evaluated the significance of each acquisition on a standalone basis and in aggregate, considering both qualitative and quantitative factors.

Subsequent

On October 29, 2024 the Company announced the acquisition, in separate transactions, of privately-held US-based Amran Instrument Transformers and India-based Narayan Powertech Pvt. Ltd. (going forward referred to as "Amran/Narayan Group") in cash and stock transactions. These transactions represent a combined enterprise value of approximately \$462 million, comprised of 85% cash and 15% in Standex common stock for Amran Instrument Transformers and 90% cash and 10% in Standex common stock for Narayan Powertech Pvt. Ltd. The 10% share exchange related to Narayan Powertech Pvt. Ltd. is subject to India regulatory approval, which is expected to take up to six months. The cash consideration of the third quarter of fiscal year 2024, on May 3, 2024, the Company paid approximately \$5.7 million for the purchase of all the issued transactions was financed using cash-on-hand, existing credit facilities, and outstanding equity interests of a distributor of reed relays, a privately held company. \$250 million 364-day term loan with existing lenders. Its results will be reported in the Electronics segment beginning in the fourth quarter of fiscal year 2024, 2025.

Sanyu

On February 19, 2024, the Company completed the purchase of all the issued and outstanding equity interests of Sanyu Switch Co., Ltd (Sanyu) ("Sanyu"), a privately held company for \$20.9 million, net of cash acquired. Sanyu designs and manufactures reed relays for test and measurement and other switching applications. Products include surface mount relays, high current relays, high insulation relays, high density relays for test boards, and RF relays which are used in semi-conductors, other electronics manufacturing and other switching applications. Sanyu's results are reported within the Company's Electronics segment. The Company paid \$22.2 million in cash in the third quarter of fiscal year 2024 and recorded \$2.5 million as holdback amounts. Holdback amounts are used to withhold a portion of the initial purchase price payment until certain post-closing conditions are satisfied and are expected to be settled within 24 months from the date of acquisition.

The purchase price was allocated to the net tangible and identifiable intangible assets acquired and liabilities assumed based on a valuation of their fair values on the closing date. Goodwill recorded from this transaction is attributable to Sanyu's technical and applications expertise, which is highly complementary to the Company's existing business.

Identifiable intangible assets of \$2.6 million consist primarily of \$0.7 million for indefinite lived tradenames and \$1.9 million of customer relationships to be amortized over 12 years. The goodwill of \$6.7 \$9.2 million created by the transaction is not deductible for income tax purposes. The accounting for business combinations requires estimates and judgments regarding expectations for future cash flows of the acquired business, and the allocations of those cash flows to identifiable tangible and intangible assets, in determining the assets acquired and liabilities assumed. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's best estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques.

The components of the fair value of the Sanyu acquisition, including the preliminary allocation of the purchase price are as follows (in thousands):

	Preliminary Allocation as of March 31, 2024		Preliminary Allocation as of September 30, 2024	
		Adjustments		
Total purchase consideration:				
Cash payments	\$ 22,178	\$ -	\$ 22,178	
Holdbacks	2,464	-	2,464	
Less cash acquired	(3,711)	-	(3,711)	
Total	\$ 20,931	\$ -	\$ 20,931	
Identifiable assets acquired and liabilities assumed:				
Other acquired assets	\$ 9,453	\$ (1,462)	\$ 7,991	
Inventories	5,709	(5)	5,704	
Property, plant, and equipment	4,791	(254)	4,537	
Identifiable intangible assets	2,600	-	2,600	
Goodwill	6,696	2,494	9,190	
Liabilities assumed	(8,318)	(773)	(9,091)	
Total	\$ 20,931	\$ -	\$ 20,931	

	Preliminary Allocation March 31, 2024	
Total purchase consideration:		
Cash payments	\$ 22,178	
Holdbacks	2,464	
Less cash acquired	(3,711)	
Total	\$ 20,931	

	Preliminary Allocation March 31, 2024	
Identifiable assets acquired and liabilities assumed:		
Other acquired assets	\$	9,453
Inventories		5,709
Property, plant, & equipment		4,791
Identifiable intangible assets		2,600
Goodwill		6,696
Liabilities assumed		<u>(8,318)</u>
Total	\$	20,931

Minntronix

On July 31, 2023, the Company paid \$29.2 million in cash for the purchase of all the issued and outstanding equity interests of Minntronix, a privately held company. Minntronix designs and manufactures customized as well as standard magnetics components and products including transformers, inductors, current sensors, coils, chokes, and filters. The products are used in applications across cable fiber, smart meters, industrial control and lighting, electric vehicles, and home security markets. Minntronix' results are reported within the Company's Electronics segment.

The purchase price was allocated to the net tangible and identifiable intangible assets acquired and liabilities assumed based on a valuation of their fair values on the closing date. Goodwill recorded from this transaction is attributable to Minntronix's technical and applications expertise, which is highly complementary to the Company's existing business.

Identifiable intangible assets of \$10.7 million consist primarily of \$3.2 million for indefinite lived tradenames and \$7.5 million of customer relationships to be amortized over 15 years. The goodwill of \$13.9 million created by the transaction is not deductible for income tax purposes. The accounting for business combinations requires estimates and judgments regarding expectations for future cash flows of the acquired business, and the allocations of those cash flows to identifiable tangible and intangible assets, in determining the assets acquired and liabilities assumed. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's best estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques.

The components of the fair value of the Minntronix acquisition, including the **preliminary final allocation** of the purchase price are as follows (in thousands):

	Preliminary Allocation March 31, 2024	
Fair value of business combination:		
Cash payments	\$	33,890
Less, cash acquired		<u>(4,661)</u>
Total	\$	29,229
	Final Allocation as of September 30, 2024	
Fair value of business combination:		
Cash payments	\$	33,890
Less, cash acquired		<u>(4,661)</u>
Total	\$	29,229
Identifiable assets acquired and liabilities assumed:		
Other acquired assets	\$	8,282
Customer backlog		<u>1,120</u>
	\$	8,282
		1,120

Inventories	1,780	1,780
Property, plant, & equipment	1,039	1,039
Identifiable intangible assets	10,700	10,700
Goodwill	13,889	13,889
Liabilities assumed	(7,581)	(7,581)
Total	\$ 29,229	\$ 29,229

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SEPL

On May 3, 2024, the Company purchased all of the issued and outstanding equity interests of Sanyu Electric Pte Ltd, or SEPL, a privately held company for \$3.5 million. Its results are reported within the Company's Electronics segment. The Company paid \$1.1 million, net of cash acquired, in the fourth quarter of fiscal year 2024. The goodwill of \$1.9 million created by the transaction is not deductible for income tax purposes.

Acquisition Related Costs

Acquisition related costs include costs related to acquired businesses and other pending acquisitions. These costs consist of (i) deferred compensation arrangements and (ii) acquisition related professional service fees and expenses, including financial advisory, legal, accounting, and other outside services incurred in connection with acquisition activities, and regulatory matters related to acquired entities. These costs do not include purchase accounting expenses, which we define as acquired backlog and the step-up of inventory to fair value, or the amortization of the acquired intangible assets.

Acquisition related costs for the three months ended **March 31, September 30, 2024** and 2023 were **\$0.5 million and less than \$0.1 million**, respectively. Acquisition related costs for the nine months ended **March 31, 2024** and **2023** were **\$2.2 \$1.8 million and \$0.5 million**, respectively.

3) Revenue From Contracts With Customers

Most of the Company's contracts have a single performance obligation which represents the product or service being sold to the customer. Some contracts include multiple performance obligations such as a product and the related installation and/or extended warranty. Additionally, most of the Company's contracts offer assurance type warranties in connection with the sale of a product to customers. Assurance type warranties provide a customer with assurance that the product complies with agreed-upon specifications. Assurance type warranties do not represent a separate performance obligation.

In general, the Company recognizes revenue at the point in time control transfers to its customer based on predetermined shipping terms. Revenue is recognized over time under certain long-term contracts within the Engineering Technologies and Engraving **groups segments** for highly customized customer products that have no alternative use and in which the contract specifies the Company has a right to payment for its costs, plus a reasonable margin. For products manufactured over time, the transfer of control is measured pro rata, based upon current estimates of costs to complete such contracts. Losses on contracts are fully recognized in the period in which the losses become determinable. Revisions in profit estimates are reflected on a cumulative basis in the period in which the basis for such revision becomes known.

Disaggregation of Revenue from Contracts with Customers

The following table presents revenue **from** disaggregated by product line and segment (in thousands):

Revenue by Product Line	Three Months Ended		Three Months Ended	
	March 31, 2024	March 31, 2023	September 30, 2024	September 30, 2023
Electronics	\$ 80,431	\$ 78,211	\$ 77,733	\$ 81,688
Engraving Services	33,011	35,454	29,821	38,736
Engraving Products	3,286	1,455	3,542	2,058
Total Engraving	36,297	36,909	33,363	40,794
Scientific	16,925	18,898	17,693	18,193
Engineering Technologies	20,098	18,052	20,530	18,220

Hydraulics Cylinders and Systems	14,800	13,548	11,622	14,729
Merchandising & Display	8,716	13,203	9,523	11,150
Pumps	-	5,511		
Total Specialty Solutions	23,516	32,262	21,145	25,879
Total revenue by product line	<u>\$ 177,267</u>	<u>\$ 184,332</u>	<u>\$ 170,464</u>	<u>\$ 184,774</u>

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Revenue by Product Line	Nine Months Ended	
	March 31, 2024	March 31, 2023
Electronics	\$ 241,538	\$ 225,966
Engraving Services	110,214	105,259
Engraving Products	7,722	4,363
Total Engraving	117,936	109,622
Scientific	51,410	56,646
Engineering Technologies	58,205	59,244
Hydraulics Cylinders and Systems	41,410	47,823
Merchandising & Display	29,942	32,160
Pumps	-	21,260
Total Specialty Solutions	71,352	101,243
Total revenue by product line	<u>\$ 540,441</u>	<u>\$ 552,721</u>

The following table presents revenue from continuing operations disaggregated by geography based on **company's** the Company's locations (in thousands):

Net sales	Three Months	Three Months	Nine Months	Nine Months	Three	Three
	Ended	Ended	Ended	Ended	Months	Months
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	Ended	Ended
United States	\$ 107,805	\$ 112,002	\$ 332,473	\$ 338,464	\$ 100,735	\$ 114,501
Asia Pacific	32,139	29,204	96,290	95,858	37,696	31,409
EMEA (1)	34,438	38,953	100,538	106,279	29,269	34,468
Other Americas	2,885	4,173	11,140	12,120	2,764	4,396
Total	<u>\$ 177,267</u>	<u>\$ 184,332</u>	<u>\$ 540,441</u>	<u>\$ 552,721</u>	<u>\$ 170,464</u>	<u>\$ 184,774</u>

(1) EMEA consists primarily of Europe, Middle East and S. Africa.

The following table presents revenue from continuing operations disaggregated by timing of recognition (in thousands):

Timing of Revenue Recognition	Three Months Ended	
	March 31, 2024	March 31, 2023
Products and services transferred at a point in time	\$ 157,866	\$ 169,669
Products transferred over time	19,401	14,663
Net sales	<u>\$ 177,267</u>	<u>\$ 184,332</u>
	Nine Months Ended	
	Three Months Ended	

Timing of Revenue Recognition	March 31, 2024	March 31, 2023	September 30, 2024	September 30, 2023
Products and services transferred at a point in time	\$ 485,295	\$ 501,090	\$ 152,687	\$ 167,225
Products transferred over time	55,146	51,631	17,777	17,549
Net sales	<u>\$ 540,441</u>	<u>\$ 552,721</u>	<u>\$ 170,464</u>	<u>\$ 184,774</u>

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Contract Balances

Contract assets represent sales recognized in excess of billings related to work completed but not yet shipped for which revenue is recognized over time. Contract assets are recorded as prepaid expenses and other current assets. Contract liabilities are customer deposits for which revenue has not been recognized. Current contract liabilities are recorded as accrued liabilities.

The timing of revenue recognition, invoicing and cash collections results in billed receivables, contract assets and contract liabilities on the consolidated balance sheets. When consideration is received from a customer prior to transferring goods or services to the customer under the terms of a contract, a contract liability is recorded. Contract liabilities are recognized as revenue after control of the goods and services are transferred to the customer and all revenue recognition criteria have been met.

The following table provides information about contract assets and liability balances (in thousands):

	Balance at Beginning of Period	Additions	Deductions	Balance at End of Period	June		September					
					30, 2024	Additions	Deductions	30, 2024				
Nine months ended March 31, 2024												
Three months ended September 30, 2024												
Contract assets:												
Prepaid expenses and other current assets	\$ 31,138	\$ 53,394	\$ 45,274	\$ 39,258	\$ 45,393	\$ 16,865	\$ 12,171	\$ 50,087				
Contract liabilities:												
Customer deposits					1,766	1,803	2,069	1,500				

	Balance at Beginning of Period	Additions	Deductions	Balance at End of Period				
				Period	Period			
Nine months ended March 31, 2023								
Contract assets:								
Prepaid expenses and other current assets	\$ 24,679	\$ 49,682	\$ 43,820	\$ 30,541				
Contract liabilities:								
Customer deposits	41	13,015	12,750	306				

	June 30, 2023	Additions	Deductions	September 30, 2023				
				Period	Period			
Three months ended September 30, 2023								
Contract assets:								
Prepaid expenses and other current assets	\$ 31,138	\$ 16,396	\$ 15,072	\$ 32,462				

We recognized the following revenue which was included in the contract liability beginning balances (in thousands):

There was no liability balance at the beginning of fiscal year 2024.

March 31, 2023	March 31, 2023	Three months ended

	Three months ended		Six months ended		September 30, 2024
	\$	38	\$	41	\$ 1,766
Revenue recognized in the period from:					
Amounts included in the contract liability balance at the beginning of the period					

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4) Fair Value Measurements

The financial instruments shown below are presented at fair value. Fair value is defined 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. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models may be applied.

Assets and liabilities recorded at fair value in the consolidated balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Hierarchical levels directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities and the methodologies used in valuation are as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets and liabilities. The Company's deferred compensation plan assets consist of shares in various mutual funds (investments are participant-directed) which invest in a broad portfolio of debt and equity securities. These assets are valued based on publicly quoted market prices for the funds' shares as of the balance sheet dates.

Level 2 – Inputs, other than quoted prices in an active market, that are observable either directly or indirectly through correlation with market data. For foreign exchange forward contracts and interest rate swaps, the Company values the instruments based on the market price of instruments with similar terms, which are based on spot and forward rates as of the balance sheet dates. The Company has considered the creditworthiness of counterparties in valuing all assets and liabilities.

Level 3 – Unobservable inputs based upon the Company's best estimate of what market participants would use in pricing the asset or liability.

There were no transfers of assets or liabilities between any levels of the fair value measurement hierarchy at March 31, September 30, 2024 and/or June 30, 2023. The Company's policy is to recognize transfers between levels as of the date they occur.

Cash and cash equivalents, accounts receivable, accounts payable, and debt are carried at cost, which approximates fair value.

The fair values of financial instruments were as follows (in thousands):

	March 31, 2024				September 30, 2024			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets								
Marketable securities - deferred compensation plan	\$ 4,808	\$ 4,808	\$ -	\$ -	\$ 4,838	\$ 4,838	\$ -	\$ -
Interest rate swaps	6,011	-	6,011	-	2,537	-	2,537	-
Debt securities	2,700	-	-	2,700	2,784	-	-	2,784
Equity securities	2,025	-	-	2,025	2,088	-	-	2,088
Liabilities								
Foreign exchange contracts					\$ 162	\$ -	\$ 162	\$ -
Contingent consideration (a)					660	-	-	660

	June 30, 2023				June 30, 2024			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Assets								
Marketable securities - deferred compensation plan	\$ 3,720	\$ 3,720	\$ -	\$ -	\$ 4,917	\$ 4,917	\$ -	\$ -
Interest rate swaps	10,235	-	10,235	-	4,673	-	4,673	-
Debt securities	2,729	-	-	2,729	2,679	-	-	2,679

Equity securities	2,046	-	-	2,046	2,009	-	-	2,009
Liabilities								
Foreign exchange contracts	\$ 1,722	\$ -	\$ 1,722	\$ -	\$ 660	\$ -	\$ -	\$ 660
Contingent consideration(a)								

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(a) The fair value of our contingent consideration arrangement is determined based on our evaluation as to the probability and amount of any deferred compensation that has been earned to date.

The Company is contractually obligated to pay contingent consideration to the sellers of GS Engineering SEPL in the event that certain revenue and gross margin financial targets are achieved during the five years following acquisition. The targets set in the GS Engineering stock purchase agreement were not met for the first, second, third or fourth year, which concluded in the fourth quarter of fiscal years 2020, 2024, 2021, 2022 and 2023, respectively. As of March 31, September 30, 2024, the Company could be required to pay up to \$12.8 million for contingent consideration arrangements if the revenue and gross margin targets are met in fiscal year 2024. The maximum liability under this arrangement is \$0.7 million.

The Company has determined the fair value of the liabilities for the contingent consideration based on a probability-weighted discounted cash flow analysis. This fair value measurement is based on significant inputs not observable in the market and thus represents a Level 3 measurement within the fair value hierarchy. The fair value of the contingent consideration liability associated with future payments was based on several factors, the most significant of which are the financial performance of the acquired businesses and the risk-adjusted discount rate for the fair value measurement.

Additionally, the Company has financial assets based upon Level 3 inputs, which represent investments in a privately held company.

The Company invested \$2.0 \$2.1 million for equity securities of a company whose securities are not publicly traded and where fair value is not readily available. This was recorded as an investment within other non-current assets in the consolidated balance sheets to reflect the initial fair value of the stock acquired. These investments are recorded using either the equity method of accounting or the cost minus impairment adjusted for observable price changes, depending on ownership percentage and other factors that suggest significant influence. The Company concluded it does not have a significant ownership percentage or influence. The Company monitors this investment to evaluate whether any increase or decline in the value has occurred, based on the implied value of recent company financings, public market prices of comparable companies and general market conditions.

In the third quarter of fiscal year 2023, the Company also purchased \$2.7 \$2.8 million of debt securities from the same privately held company. The available for sale asset was recorded as a current asset in the prepaid expenses and other current assets line of the consolidated balance sheet to reflect the initial fair value of the instrument acquired. This asset was originally due to mature one year from the date of issuance. In the third first quarter of fiscal year 2024, 2025, the maturity was extended to the end of the third quarter of fiscal year 2024, 2025. Available-for-sale debt securities are recorded at fair market value and unrealized gains and losses are included in accumulated other comprehensive income (loss) in equity, net of related tax effects. Realized gains and losses are reported in other non-operating (income) expense, net.

There have been no changes in the fair value of the estimates for the Level 3 assets in fiscal year 2024 2025 other than the impact of foreign exchange, which represents the decrease increase in the fair values from the prior year.

The Company updates its assumptions each reporting period based on new developments and records such amounts at fair value based on the revised assumptions until the agreements expire.

5) Inventories

Inventories from continuing operations are comprised of the following (in thousands):

	March 31, 2024	June 30, 2023	September 30, 2024	June 30, 2024
Raw materials	\$ 49,540	\$ 45,268	\$ 47,830	\$ 44,536
Work in process	18,067	20,389	13,805	16,202
Finished goods	27,563	32,880	28,486	26,368
Total	\$ 95,170	\$ 98,537	\$ 90,121	\$ 87,106

Distribution costs associated with the sale of inventory, which are recorded as a component of selling, general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations were ~~\$2.6~~ \$2.4 million and ~~\$3.2~~ \$3.1 million for the three months ended **March 31, September 30, 2024** and 2023, respectively. Distribution costs were \$8.6 million and \$9.2 million for the nine months ended March 31, 2024 and 2023, respectively.

6) Goodwill

Changes to goodwill by **reportable** segment during the period were as follows (in thousands):

	June 30, 2023		Translation Adjustment	March 31, 2024		June 30, 2024		Translation Adjustment	September 30, 2024	
	Acquisitions					Acquisitions				
Electronics	\$ 133,432	\$ 20,585	\$ (3,260)	\$ 150,757	\$ 149,910	\$ 1,024	\$ 9,018	\$ 159,952		
Engraving	76,583	-	(95)	76,488	76,605	-	345	76,950		
Scientific	15,454	-	-	15,454	15,454	-	-	15,454		
Engineering Technologies	36,293	-	(51)	36,242	36,255	-	510	36,765		
Specialty Solutions	3,059	-	-	3,059	3,059	-	-	3,059		
Total	\$ 264,821	\$ 20,585	\$ (3,406)	\$ 282,000	\$ 281,283	\$ 1,024	\$ 9,873	\$ 292,180		

7) Warranty Reserves

The expected cost associated with warranty obligations on our products is recorded as a component of cost of sales when the revenue is recognized. The Company's estimate of warranty cost is based on contract terms and historical warranty loss experience that is periodically adjusted for recent actual experience. Since warranty estimates are forecasts based on the best available information, claims costs may differ from amounts provided. Adjustments to initial obligations for warranties are made as changes in the obligations become reasonably estimable.

The change in warranty reserves from continuing operations, which are recorded as a component of accrued liabilities were as follows (in thousands):

	March 31, 2024		June 30, 2023		September 30, 2024		June 30, 2024	
	\$	2,094	\$	1,918	\$	2,209	\$	2,094
Balance at beginning of year								
Acquisitions and other charges		146		-		28		92
Warranty expense		1,223		1,939		293		2,230
Warranty claims		(1,064)		(1,763)		(204)		(2,207)
Balance at end of period	\$	2,399	\$	2,094	\$	2,326	\$	2,209

8) Debt

Long-term debt is comprised of the following (in thousands):

	March 31, 2024		June 30, 2023		September 30, 2024		June 30, 2024	
	\$	150,000	\$	175,000	\$	150,000	\$	150,000
Bank credit agreements								
Total funded debt		150,000		175,000		150,000		150,000
Issuance cost		(1,232)		(1,559)		(1,015)		(1,124)
Total long-term debt	\$	148,768	\$	173,441	\$	148,985	\$	148,876

Bank Credit Agreements

During the third quarter of fiscal year 2023, the Company entered into a Third Amended & Restated Credit Agreement which renewed the existing Credit Agreement for an additional five-year period ("Credit Facility", or "facility" "Facility"). The facility Facility has a borrowing limit of \$500 million, which can be increased by an amount of up to \$250 million, in accordance with specified conditions contained in the agreement. The facility Facility also includes a \$10 million sublimit for swing line loans and a \$35 million sublimit for letters of credit.

At March 31, September 30, 2024, the Company had standby letters of credit outstanding, primarily for insurance purposes, of \$2.7 \$3.1 million and had the ability to borrow \$347.3 million \$337.3 million under the facility Facility. Funds borrowed under the facility Facility may be used for the repayment of debt, working capital, capital expenditures, acquisitions (so long as certain conditions, including a specified funded debt to EBITDA leverage ratio, is are maintained), and other general corporate purposes. The facility Facility contains customary representations, warranties and restrictive covenants, as well as specific financial covenants which the Company was compliant with as of March 31, September 30, 2024. At March 31, September 30, 2024, the carrying value of the current borrowings approximates fair value.

9) Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	March 31, 2024	June 30, 2023	September 30, 2024	June 30, 2024
Payroll and employee benefits	\$ 23,563	\$ 30,778	\$ 19,438	\$ 26,657
Operating lease current liability	7,946	8,036	8,481	8,289
Warranty reserves	2,399	2,094	2,326	2,209
Restructuring costs	2,191	1,296	1,304	1,447
Workers' compensation	1,144	1,516	1,373	1,135
Contingent consideration			330	330
Fair value of derivatives	-	1,722	162	-
Other	18,204	16,589	19,471	16,631
Total	\$ 55,447	\$ 62,031	\$ 52,885	\$ 56,698

10) Derivative Financial Instruments

The Company is exposed to market risks from changes in interest rates, commodity prices and changes in foreign currency rates. The Company selectively uses derivative financial instruments in order to manage certain of these risks. Information about the Company's derivative financial instruments is as follows:

Interest Rate Swaps

From time to time as dictated by market opportunities, the Company enters into interest rate swap agreements designed to manage exposure to interest rates on the Company's variable rate indebtedness. The Company recognizes all derivatives on its consolidated balance sheet sheets at fair value. The Company has designated its interest rate swap agreements, including those that may be forward-dated, as cash flow hedges, and changes in the fair value of the swaps are recognized in accumulated other comprehensive income until the hedged items are recognized in earnings. Hedge ineffectiveness, if any, associated with the swaps will be is reported by the Company in earnings within interest expense.

The Company's effective swap agreements convert the base borrowing rate on \$150 million of debt due under our revolving credit agreement Facility from a variable rate equal to 1 month Secured Overnight Financing Rate (SOFR) to a weighted average fixed rate of 0.85% at March 31, September 30, 2024. The fair value of the swaps, recognized in accumulated other comprehensive income, is as follows (in thousands, except percentages):

Effective Date	Notional Amount	Fixed Interest Rate	Maturity	March 31, 2024	June 30, 2023	Notional Amount	Fixed Interest Rate	Maturity	September 30, 2024	June 30, 2024
February 6, 2023	25,000	2.80%	August 6, 2023	\$ -	\$ 59					
February 23, 2023	100,000	0.86%	March 23, 2025	3,941	6,716	100,000	0.86%	March 23, 2025	\$ 1,644	\$ 3,045

May 24, 2023	25,000	0.81%	April 24, 2025	1,081	1,777				
May 25, 2023						25,000	0.81%	April 24, 2025	480 863
February 24, 2023	25,000	0.86%	March 24, 2025	989	1,683	25,000	0.86%	March 24, 2025	413 765
				\$ 6,011	\$ 10,235				\$ 2,537 \$ 4,673

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The Company reported no losses for the three and nine months ended March 31, September 30, 2024, as a result of hedge ineffectiveness. Future changes in these swap arrangements, including termination of the agreements, may result in a reclassification of any gain or loss reported in accumulated other comprehensive income (loss) into earnings as an adjustment to interest expense. Accumulated other comprehensive income (loss) related to these instruments is being amortized into interest expense concurrent with the hedged exposure.

Foreign Exchange Contracts

Forward foreign currency exchange contracts are used to limit the impact of currency fluctuations on certain anticipated foreign cash flows, such as collections from customers and loan payments between subsidiaries. The Company enters into such contracts for hedging purposes only. The Company has designated certain of these currency contracts as hedges, and changes in the fair value of these contracts are recognized in other comprehensive income until the hedged items are recognized in earnings. Hedge ineffectiveness, if any, associated with these contracts will be reported in net income. At March 31, September 30, 2024 and June 30, 2023, the Company had outstanding forward contracts related to hedges of intercompany loans with net unrealized losses of less than \$0.1 \$0.2 million and net unrealized losses gains of \$1.7 less than \$0.1 million, respectively, which approximate the unrealized gains and losses on the related loans. The contracts have maturity dates through fiscal year 2024, 2025, which correspond to the related intercompany loans.

The notional amounts of the Company's forward contracts, by currency, are as follows (in thousands):

Currency	March 31, 2024	June 30, 2023	September	June
			30, 2024	30, 2024
USD			3,000	4,159
CAD		6,079	16,600	6,079 6,079
JPY			2,100,000	

The table below presents the fair value of derivative financial instruments as well as their classification on the balance sheet (in thousands):

Derivative designated as hedging instruments	Asset Derivatives				Asset Derivatives			
	March 31, 2024		June 30, 2023		September 30, 2024		June 30, 2024	
	Balance Sheet		Balance Sheet		Balance Sheet		Balance Sheet	
Interest rate swaps	Line Item	Fair Value	Line Item	Fair Value	Line Item	Fair Value	Line Item	Fair Value
	Prepaid expenses and other current assets	\$ 6,011	Prepaid expenses and other current assets	\$ 10,235	Prepaid expenses and other current assets	\$ 2,537	and other current assets	\$ 4,673
		\$ 6,011		\$ 10,235				

Derivative designated as hedging instruments	Liability Derivatives			
	March 31, 2024		June 30, 2023	
	Balance Sheet		Balance Sheet	
Foreign exchange contracts	Line Item	Fair Value	Line Item	Fair Value
	Accrued liabilities	\$ -	Accrued liabilities	\$ 315
		\$ -		\$ 315

Liability Derivatives					
Derivative designated as hedging instruments	September 30, 2024		June 30, 2024		
	Balance Sheet		Balance Sheet		
	Line Item	Fair Value	Line Item	Fair Value	
Foreign exchange contracts	Accrued liabilities	\$ 1918	Accrued liabilities	\$ -	

The table below presents the amount of gain (loss) recognized in comprehensive income on our derivative financial instruments (effective portion) designated as hedging instruments and their classification within comprehensive income for the periods ended (in thousands):

	Three Months Ended				Nine Months Ended		Three Months Ended September 30,
	March 31,		March 31,		2024	2023	
	2024	2023	2024	2023	2024	2023	
	\$ 1,036	\$ (586)	\$ 761	\$ 4,174	\$ (384)	\$ 628	
Interest rate swaps	-	18	315	(945)	-	315	
Foreign exchange contracts	\$ 1,036	\$ (568)	\$ 1,076	\$ 3,229	\$ (384)	\$ 943	

The table below presents the amount reclassified from accumulated other comprehensive income (loss) to net income for the periods ended (in thousands):

Details about Accumulated Other Comprehensive Income (Loss) Components	Affected line item						Affected line item in the Unaudited Condensed Statements of Operations	
	Three Months Ended		Nine Months Ended		in the Unaudited			
	March 31,		March 31,		Condensed Statements			
	2024	2023	2024	2023	of Operations			
Interest rate swaps	\$ (1,703)	\$ (1,449)	\$ (5,136)	\$ (3,008)	Interest expense		\$ (1,697) \$ (1,720)	
Foreign exchange contracts	-	(26)	(215)	1,069	Other non-operating (income) expense, net		- (215) (income) expense, net	
	\$ (1,703)	\$ (1,475)	\$ (5,351)	\$ (1,939)			\$ (1,697) \$ (1,935)	

11) Retirement Benefits

The Company has defined benefit pension plans covering certain current and former employees both inside and outside of the U.S. The Company's pension plan for U.S. employees is frozen for substantially all participants and has been replaced with a defined contribution benefit plan. Obligations under the unfunded defined benefit plan operated by the Sanyu business in Japan have been transferred to the Company as of the date of acquisition in the third quarter of fiscal year 2024.

Net periodic benefit cost for the Company's U.S. and Foreign foreign pension benefit plans for the periods ended consisted of the following components (in thousands):

	U.S. Plans		Non-U.S. Plans	
	Three Months Ended		Three Months Ended	
	March 31,		March 31,	
	2024	2023	2024	2023

Service cost	\$	-	\$	-	\$	41	\$	44
Interest cost		2,472		2,397		296		249
Expected return on plan assets		(2,776)		(2,993)		(350)		(218)
Recognized net actuarial loss		950		953		(152)		(13)
Amortization of prior service cost		-		-		(1)		(1)
Net periodic (benefit) cost	\$	646	\$	357	\$	(166)	\$	61
U.S. Plans								
Non-U.S. Plans				U.S. Plans				Non-U.S. Plans
Nine Months Ended		Nine Months Ended		Three Months Ended		Three Months Ended		
March 31,		March 31,		September 30,		September 30,		
2024		2023		2024		2023		
Service cost	\$ -	\$ -	\$ 122	\$ 131	\$ -	\$ -	\$ 63	\$ 41
Interest cost	7,418	7,190	885	774	2,386	2,473	306	297
Expected return on plan assets	(8,334)	(8,980)	(1,049)	(710)	(2,641)	(2,779)	(347)	(353)
Recognized net actuarial loss	2,852	2,860	(454)	(44)	1,055	951	-	(152)
Amortization of prior service cost	-	-	(3)	(3)	-	-	(1)	(1)
Net periodic (benefit) cost	\$ 1,936	\$ 1,070	\$ (499)	\$ 148	\$ 800	\$ 645	\$ 21	\$ (168)

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The following table sets forth the amounts recognized for the Company's defined benefit pension plans (in thousands):

Amounts recognized in the consolidated balance sheets consist of:	March 31, 2024	June 30, 2023	September 30, 2024	June 30, 2024
Prepaid benefit cost	\$ 3,095	\$ 2,807	\$ 2,816	\$ 2,570
Current liabilities	(526)	(425)	(262)	(791)
Non-current liabilities	(40,378)	(48,154)	(40,088)	(42,667)
Net amount recognized	<u>\$ (37,809)</u>	<u>\$ (45,772)</u>	<u>\$ (37,534)</u>	<u>\$ (40,888)</u>

The contributions made to defined benefit plans are presented below along with remaining contributions to be made for fiscal year 2024 2025 (in thousands):

	Fiscal Year 2024		Fiscal Year 2023		Remaining	Fiscal Year 2025	Remaining
	Three Months Ended	Nine Months Ended	Three Months Ended	Nine Months Ended		Three Months Ended	
	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023	FY 2024	September 30, 2024	FY 2025
	2024	2024	2023	2023	FY 2024	September 30, 2024	FY 2025
Contributions to defined benefit plans							
United States, funded plan	\$ 6,921	\$ 8,363	\$ -	\$ -	\$ 1,442	\$ 3,352	\$ 2,485
United States, unfunded plan	44	143	49	151	42	27	144
United Kingdom	-	-	-	-	-	-	-
Germany, unfunded plan	-	-	-	-	256	-	263
	<u>\$ 6,965</u>	<u>\$ 8,506</u>	<u>\$ 49</u>	<u>\$ 151</u>	<u>\$ 1,740</u>	<u>\$ 3,379</u>	<u>\$ 2,892</u>

12) Income Taxes

The Company's effective tax rate from continuing operations for the **third** quarter of fiscal year 2024 and for the nine months ended **March 31, 2024** was 21.4% and 22.5% respectively, compared with 6.7% and 13.0% for the prior year quarter and prior year period, respectively.

The tax rate was impacted in the current period by the following items: (i) a discrete tax expense benefit related to provision equity compensation, (ii) variations in the geographical mix of earnings; (iii) foreign withholding taxes and (iv) tax credits linked to return adjustments associated with federal research and development tax credits and the limitation on executive compensation, (ii) the jurisdictional mix of earnings and (iii) a discrete tax benefit related to foreign withholding taxes activities. The tax rate was impacted in the prior period by the following items: (i) a discrete tax benefit related to the partial release of a valuation allowance previously recorded against deferred tax assets and connected to capital loss carryforwards, resulting from the utilization of capital loss carryforward to offset capital gain from the sale of Procon equity compensation, (ii) a discrete tax expense related to provision to return adjustments as a result of a change in tax rate for the Company's operations within China's tax jurisdiction, (iii) a discrete tax benefit related to provision to return adjustments associated with federal and state research and development tax credits, (iv) the jurisdictional mix of earnings, and (v) (iii) foreign withholding taxes, taxes, and (iv) federal research and development tax credits.

13) Earnings Per Share

The Company uses shares acquired through treasury stock repurchases for the issuance of shares of common stock for the settlement of awards under its stock-based compensation plans, with the net effect of these transactions accounting for the change in common stock outstanding.

The following table sets forth a reconciliation of the number of shares (in thousands) used in the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended		Three Months Ended	
	March 31,		March 31,		September 30,	
	2024	2023	2024	2023	2024	2023
Basic - Average shares outstanding	11,772	11,811	11,764	11,825	11,787	11,742
Dilutive effect of unvested, restricted stock awards	77	84	112	92	117	191
Diluted - Average shares outstanding	11,849	11,895	11,876	11,917	11,904	11,933

Earnings available to common stockholders are the same for computing both basic and diluted earnings per share. There were no outstanding instruments that had an anti-dilutive effect at **March 31, September 30, 2024** or 2023.

Performance stock units of 87,956 81,704 and 132,217 89,434 for the **nine** three months ended **March 31, September 30, 2024** and 2023, respectively, are excluded from the diluted earnings per share calculation as the performance criteria have not been met.

14) Accumulated Other Comprehensive Income (Loss)

The components of the Company's accumulated other comprehensive income (loss) are as follows (in thousands):

	March 31, 2024	June 30, 2023	September 30, 2024	June 30, 2024
Foreign currency translation adjustment	\$ (82,535)	\$ (74,373)	\$ (68,918)	\$ (91,928)
Unrealized pension losses, net of tax	(90,956)	(92,761)	(94,935)	(95,516)
Unrealized gains (losses) on derivative instruments, net of tax	5,486	8,657	2,914	4,488
Total	\$ (168,005)	\$ (158,477)	\$ (160,939)	\$ (182,956)

15) Contingencies

From time to time, the Company is subject to various claims and legal proceedings, including claims related to environmental remediation, either asserted or unasserted, that arise in the ordinary course of business. While the outcome of these proceedings and claims cannot be predicted with certainty, the Company's management does not believe that the outcome of any of the currently existing legal matters will have a material impact on the Company's consolidated financial position, results of operations or cash flow. The Company accrues for losses related to a claim or litigation when the Company's management considers a potential loss probable and can reasonably estimate such potential loss.

16) Industry Segment Information

The Company has five reportable segments organized around the types of products sold:

- Electronics – manufactures and sells electronic components for applications throughout the end user market spectrum;
- Engraving – provides mold texturizing, slush molding tools, project management and design services, roll engraving, hygiene product tooling, low observation vents for stealth aircraft, and process machinery for a number of industries;
- Scientific – sells specialty temperature-controlled equipment for the medical, scientific, pharmaceutical, biotech and industrial markets;
- Engineering Technologies – provides net and near net formed single-source customized solutions in the manufacture of engineered components for the aviation, aerospace, defense, energy, industrial, medical, marine, oil and gas, and manned and unmanned space markets;
- Specialty Solutions – an aggregation of two operating segments that manufacture and sell refrigerated, heated and dry merchandizing display cases and single and double acting telescopic and piston rod hydraulic cylinders.

Net sales and income (loss) from continuing operations by segment were as follows (in thousands):

Industry segment:	Three Months Ended March 31,				Three Months Ended September 30,			
	Net Sales		Income from Operations		Net Sales		Income from Operations	
	2024	2023	2024	2023	2024	2023	2024	2023
Electronics	\$ 80,431	\$ 78,211	\$ 15,700	\$ 17,047	\$ 77,733	\$ 81,688	\$ 17,027	\$ 16,334
Engraving	36,297	36,909	6,260	5,353	33,363	40,794	5,824	7,595
Scientific	16,925	18,898	4,896	4,561	17,693	18,193	4,749	4,930
Engineering Technologies	20,098	18,052	3,524	2,351	20,530	18,220	4,010	3,017
Specialty Solutions	23,516	32,262	4,668	7,151	21,145	25,879	3,548	5,617
Corporate	-	-	(8,522)	(8,520)	-	-	(8,133)	(8,443)
Restructuring costs	-	-	(4,037)	(2,237)	-	-	(1,086)	(1,906)
Gain on sale of business	-	-	-	62,105	-	-	-	274
Acquisition related costs	-	-	(537)	(21)	-	-	(1,840)	(501)
Other operating income (expense), net	-	-	(110)	727				
Sub-total	<u>\$ 177,267</u>	<u>\$ 184,332</u>	<u>\$ 21,842</u>	<u>\$ 88,517</u>	<u>\$ 170,464</u>	<u>\$ 184,774</u>	<u>\$ 24,099</u>	<u>\$ 26,917</u>
Interest expense			949	1,415			977	1,276
Other non-operating (income) expense			627	747			(28)	846
Income from continuing operations before income taxes			<u>\$ 20,266</u>	<u>\$ 86,355</u>			<u>\$ 23,150</u>	<u>\$ 24,795</u>

Industry segment:	Nine Months Ended March 31,			
	Net Sales		Income from Operations	
	2024	2023	2024	2023
Electronics	\$ 241,538	\$ 225,966	\$ 47,884	\$ 52,160
Engraving	117,936	109,622	22,765	17,580

Scientific	51,410	56,646	14,074	12,449
Engineering Technologies	58,205	59,244	9,946	7,957
Specialty Solutions	71,352	101,243	14,250	18,944
Corporate	-	-	(24,956)	(25,376)
Restructuring costs	-	-	(7,303)	(3,330)
Gain on sale of business	-	-	274	62,105
Acquisition related costs	-	-	(2,233)	(487)
Other operating income (expense), net	-	-	(110)	611
Sub-total	\$ 540,441	\$ 552,721	\$ 74,591	\$ 142,613
Interest expense			3,244	4,168
Other non-operating (income) expense			1,805	1,695
Income from continuing operations before income taxes	\$ 69,542	\$ 136,750		

Net sales include only transactions with unaffiliated customers and include no intersegment sales. Income (loss) from operations by segment excludes interest expense and other non-operating (income) expense.

17) Restructuring

The Company has undertaken a number of initiatives that have resulted in severance, restructuring, and related charges. **Related charges may include third party assistance with analysis and implementation of these activities.**

2024/2025 Restructuring Initiatives

The Company continues to focus its efforts to reduce cost and improve productivity across its businesses. Restructuring expenses primarily related to facility rationalizations **headcount reductions and other cost saving initiatives**. The Company expects the 2024/2025 restructuring activities to be completed by fiscal year 2025/2026.

Prior Year Restructuring Initiatives

Restructuring expenses primarily related to headcount reductions and **facility rationalization other cost saving initiatives** within our Engraving and Electronics segments. The Company also incurred restructuring expenses related to thirdparty assistance with analysis and implementation of these activities. The Company expects the prior year restructuring activities to be completed by fiscal year 2024/2025.

A summary of charges by initiative is as follows (in thousands):

	Three Months Ended			Nine Months Ended		
	March 31, 2024			March 31, 2024		
	Involuntary	Employee	Severance and	Involuntary	Employee	Severance and
Fiscal Year 2024	Benefit Costs	Other	Total	Benefit Costs	Other	Total
Current year initiatives	\$ 1,885	\$ 2,060	\$ 3,945	\$ 3,671	\$ 3,312	\$ 6,983
Prior year initiatives	7	85	92	189	131	320
	\$ 1,892	\$ 2,145	\$ 4,037	\$ 3,860	\$ 3,443	\$ 7,303
Three Months Ended						
September 30, 2024						
Fiscal Year 2025	Involuntary	Employee	Severance and Benefit Costs	Other	Total	
Current year initiatives			\$ 266	\$ 165	\$ 431	
Prior year initiatives			344	311	655	
			\$ 610	\$ 476	\$ 1,086	

	Three Months Ended			Nine Months Ended		
	March 31, 2023			March 31, 2023		
	Involuntary Employee Severance and Benefit Costs	Other	Total	Involuntary Employee Severance and Benefit Costs	Other	Total
Fiscal Year 2023						
Current year initiatives	\$ 1,460	\$ 68	\$ 1,528	\$ 1,671	\$ 185	\$ 1,856
Prior year initiatives	87	622	709	412	1,062	1,474
	<u>\$ 1,547</u>	<u>\$ 690</u>	<u>\$ 2,237</u>	<u>\$ 2,083</u>	<u>\$ 1,247</u>	<u>\$ 3,330</u>

	Three Months Ended		
	September 30, 2023		
	Involuntary Employee Severance and Benefit Costs	Other	Total
Fiscal Year 2024			
Current year initiatives	\$ 1,427	\$ 345	\$ 1,772
Prior year initiatives	126	8	134
	<u>\$ 1,553</u>	<u>\$ 353</u>	<u>\$ 1,906</u>

Activity in the **restructuring liability** reserve related to the initiatives is as follows (in thousands):

Current Year Initiatives	Involuntary Employee Severance and Benefit Costs	Other	Total	Involuntary Employee Severance and Benefit Costs		
				Other	Total	Total
Restructuring liabilities at June 30, 2023	\$ -	\$ -	\$ -			
Restructuring liabilities at June 30, 2024				\$ -	\$ -	\$ -
Additions and adjustments	3,671	3,312	6,983	266	165	431
Payments	(1,884)	(3,136)	(5,020)	(266)	(165)	(431)
Restructuring liabilities at March 31, 2024	<u>\$ 1,787</u>	<u>\$ 176</u>	<u>\$ 1,963</u>			
Restructuring liabilities at September 30, 2024				\$ -	\$ -	\$ -

Prior Year Initiatives	Involuntary Employee Severance and Benefit Costs	Other	Total	Involuntary Employee Severance and Benefit Costs		
				Other	Total	Total
Restructuring liabilities at June 30, 2023	\$ 1,104	\$ 192	\$ 1,296			
Restructuring liabilities at June 30, 2024				\$ 1,253	\$ 194	\$ 1,447
Additions and adjustments	189	131	320	344	311	655
Payments	(1,065)	(323)	(1,388)	(362)	(436)	(798)
Restructuring liabilities at March 31, 2024	<u>\$ 228</u>	<u>\$ -</u>	<u>\$ 228</u>			
Restructuring liabilities at September 30, 2024				\$ 1,235	\$ 69	\$ 1,304

Prior Year	Involuntary Employee Severance and Benefit Costs		Other	Total
Restructuring liabilities at June 30, 2022	\$ 1,045	\$ 695	\$ 1,740	
Additions and adjustments	2,083	1,247		3,330
Payments	(1,549)	(1,652)		(3,201)
Restructuring liabilities at March 31, 2023	\$ 1,579	\$ 290	\$ 1,869	
Prior Year	Involuntary Employee Severance and Benefit Costs		Other	Total
Restructuring liabilities at June 30, 2023	\$ 1,104	\$ 192	\$ 1,296	
Additions and adjustments	1,553	353		1,906
Payments	(1,144)	(365)		(1,509)
Restructuring liabilities at September 30, 2023	\$ 1,513	\$ 180	\$ 1,693	

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The Company's total restructuring expenses by segment are as follows (in thousands):

	Three Months Ended September 30, 2024				
	Involuntary Employee Severance and Benefit Costs		Other		Total
	\$	531	\$	476	\$ 1,007
Engraving					
Corporate		79		-	79
	\$	610	\$	476	\$ 1,086
	Three Months Ended March 31, 2024			Nine Months Ended March 31, 2024	
	Involuntary Employee Severance and Benefit Costs		Involuntary Employee Severance and Benefit Costs		
	\$	84	\$	675	\$ 1,119
Electronics					
Engraving	1,048	2,140	3,188	1,884	2,999
Engineering Technologies	-	-	-	55	-
Corporate	760	-	760	1,246	-
	\$	1,892	\$	4,037	\$ 7,303
	Three Months Ended March 31, 2023			Nine Months Ended March 31, 2023	
	Involuntary Employee Severance and Benefit Costs		Involuntary Employee Severance and Benefit Costs		
	\$	58	\$	214	\$ 275
Electronics					
Engraving	157	145	302	537	362
Engineering Technologies					42
Corporate	1,332	-	1,332	1,332	-
	\$	244	\$	31	\$ 474

\$ 1,547	\$ 690	\$ 2,237	\$ 2,083	\$ 1,247	\$ 3,330	\$ 1,553	\$ 353	\$ 1,906
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Restructuring expense is expected to be approximately \$0.4 million for the remainder of fiscal year 2024, 2025.

18) Divestitures

On February 28, 2023, the Company divested its Procon pumps business ("Procon") to Investindustrial, a leading European investment and advisory group. Procon generated approximately \$21.2 million in revenue in the first eight months of fiscal year 2023. Procon which is reported within the Specialty Solutions Group, was divested in order to focus on the continued simplification of the Company's portfolio and enable greater focus on managing larger platforms and pursuing growth opportunities.

The Company received \$67.0 million cash consideration at closing, which is presented as an investing cash flow in fiscal year 2023. Cash consideration received at closing excludes amounts held in escrow and is net of closing cash. The Company recorded a pre-tax gain on sale of the business of \$62.1 million in fiscal year 2023. The operating unit's goodwill balance of \$0.2 million was written off as a part of the transaction in fiscal year 2023. The sale transaction and financial results of Procon are classified as continuing operations in the Consolidated Financial Statements.

During the first quarter of fiscal year 2024, the Company recorded an additional \$0.3 million gain on the sale of the business due to cash received in the period related to closing cash adjustments. During the third quarter of fiscal year 2024, the company received \$7.5 million of cash held in escrow, which is presented as an investing cash flow in fiscal year 2024.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Statements contained in this Quarterly Report periodic report that are not based on historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of forward-looking terminology such as "should," "could," "may," "will," "expect," "believe," "estimate," "anticipate," "intend," "continue," or similar terms or variations of those terms or the negative of those terms. There are many factors that affect the Company's business and the results of its operations and that may cause the actual results of operations in future periods to differ materially from those currently expected or anticipated. These factors include, but are not limited to: the impact of pandemics and other global crises or catastrophic events on employees, our supply chain, and the demand for our products and services around the world; materially adverse or unanticipated legal judgments, fines, penalties or settlements; conditions in the financial and banking markets, including fluctuations in exchange rates and the inability to repatriate foreign cash; domestic and international economic conditions, including the impact, length and degree of economic downturns on the customers and markets we serve and more specifically conditions in the automotive, construction, aerospace, defense, transportation, food service equipment, consumer appliance, energy, oil and gas and general industrial markets; lower-cost competition; the relative mix of products which impact margins and operating efficiencies in certain of our businesses; the impact of higher raw material and component costs, particularly steel, certain materials used in electronics parts, petroleum based products, and refrigeration components; the impact of higher transportation and logistics costs, especially with respect to transportation of goods from Asia; the impact of inflation on the costs of providing our products and services; an inability to realize the expected cost savings from restructuring activities including effective completion of plant consolidations, cost reduction efforts including procurement savings and productivity enhancements, capital management improvements, strategic capital expenditures, and the implementation of lean enterprise manufacturing techniques; the potential for losses associated with the exit from or divestiture of businesses that are no longer strategic or no longer meet our growth and return expectations; the inability to achieve the savings expected from global sourcing of raw materials and diversification efforts in emerging markets; the impact on cost structure and on economic conditions as a result of actual and threatened increases in trade tariffs; the inability to attain expected benefits from acquisitions and the inability to effectively consummate and integrate such acquisitions and achieve synergies envisioned by the Company; increased costs from acquisitions to improve and coordinate managerial, operational, financial, and administrative systems, including internal controls over financial reporting and compliance with the Sarbanes-Oxley Act of 2002, and other costs related to such systems in connection with acquired businesses; market acceptance of our products; our ability to design, introduce and sell new products and related product components; the ability to redesign certain of our products to continue meeting evolving regulatory requirements; the impact of delays initiated by our customers; our ability to increase manufacturing production to meet demand including as a result of labor shortages; the impact on our operations of any successful cybersecurity attacks; and potential changes to future pension funding requirements. For a more comprehensive discussion of these and other factors, see the "Risk Factors" section of the Company's most recent annual report on Form 10-K filed with the SEC and available on the Company's website. In addition, any forward-looking statements represent management's estimates only as of the day made and should not be relied upon as representing management's estimates as of any subsequent date. While the Company may elect to update forward-looking statements at some point in the future, the Company and management specifically disclaim any obligation to do so, even if management's estimates change. Factors that may affect our operating results are described in the Risk Factors section in the Annual Reports we file with the SEC. Please refer to our most recent discussion of risk factors included in the fiscal year 2023 10-K filed with the SEC on August 5, 2023.

Overview

We are a diversified industrial manufacturer with leading positions in a variety of products and services that are used in diverse commercial and industrial markets. Headquartered in Salem, New Hampshire, we have six operating segments aggregated into five reportable segments: Electronics, Engraving, Scientific, Engineering Technologies, and Specialty Solutions. Two operating segments are aggregated into Specialty Solutions. Our businesses work in close partnership with our customers to deliver custom solutions or engineered components that solve their unique and specific needs, an approach we call "Customer Intimacy".

Our long-term business strategy is to create, improve, and enhance shareholder value by building more profitable, focused industrial platforms through our Standex Value Creation System. This methodology employs four components: Balanced Performance Plan, Growth Disciplines, Operational Excellence, and Talent Management and provides both a company-wide framework and tools used to achieve our goals. We intend to continue investing organically and inorganically in high margin and growth businesses using this balanced and proven approach.

It is our objective to grow larger and more profitable business units through a commitment to both organic and inorganic initiatives. We have a particular focus on identifying and investing in businesses, new products and new applications that complement our existing products and will increase our overall scale, global presence and capabilities. We continue to execute on acquisitions where strategically aligned with our businesses and where the opportunity meets our investment metrics. We have divested, and likely will continue to divest, businesses that we feel are not strategic or do not meet our growth and return expectations.

As part of our ongoing strategy:

- On October 29, 2024 we announced the acquisition, in separate transactions, of privately-held US-based Amran Instrument Transformers and India-based Narayan Powertech Pvt. Ltd. (going forward referred to as "Amran/Narayan Group") in cash and stock transactions. These transactions represent a combined enterprise value of approximately \$462 million, comprised of 85% cash and 15% in Standex common stock for Amran Instrument Transformers and 90% cash and 10% in Standex common stock for Narayan Powertech Pvt. Ltd. The 10% share exchange related to Narayan Powertech Pvt. Ltd. is subject to India regulatory approval, which is expected to take up to six months. The cash consideration of the transactions was financed using cash-on-hand, existing credit facilities, and a \$250 million 364-day term loan with existing lenders. We intend over the next several weeks to convert the 364-day term loan into exercise of the accordion feature under our existing credit facilities. This acquisition significantly expands our sales in the fast-growing, high-margin electrical grid end market and our presence in India. Its results will be reported in the Electronics segment beginning in the second quarter of fiscal year 2025. For a more detailed description of these acquisitions as well as the related financing, please see the Current Report on Form 8-K filed by us with the SEC on October 31, 2024.
- On May 3, 2024, we acquired Sanyu Electric Pte Ltd, or SEPL, a privately held distributor of reed relays. Its results are reported in the Electronics segment.
- On February 19, 2024, we acquired, through our subsidiary Standex Electronics Japan Corporation, privately-held, Japanese-based Sanyu Switch Co., Ltd (Sanyu). Sanyu designs and manufactures reed relays, test sockets, testing systems for semiconductor and other electronics manufacturing, and other switching applications. Its results are reported in the Electronics segment.
- On July 31, 2023, we acquired Minntronix, a privately held company. Minntronix designs and manufactures customized as well as standard magnetics components and products including transformers, inductors, current sensors, coils, chokes, and filters. The products are used in applications across cable fiber, smart meters, industrial control and lighting, electric vehicles, and home security markets. Its results are reported in the Electronics segment.
- In the third quarter of fiscal year 2023, we divested our Procon business for \$75 million. This transaction reflects the continued simplification of our portfolio and enables greater focus on managing our larger platforms and pursuing growth opportunities. Proceeds were deployed towards organic and inorganic initiatives and returning capital to shareholders. Its results were reported within our Specialty Solutions segment.

As a result of our portfolio moves over the past several years, we have transformed Standex to a company with a more focused group of businesses selling customized solutions to high value end markets via a compelling customer value proposition. The narrowing of the portfolio allows for greater management focus on driving operational disciplines and positions us well to use our cash flow from operations to invest selectively in our ongoing pipeline of organic and inorganic opportunities.

The Company's strong historical cash flow has been a cornerstone for funding our capital allocation strategy. We use cash flow generated from operations to fund investments in capital assets to upgrade our facilities, improve productivity and lower costs, invest in the strategic growth programs described above, including organic growth and acquisitions, and to return cash to our shareholders through payment of dividends and stock buybacks.

Restructuring expenses reflect costs associated with our efforts of continuously improving operational efficiency and expanding globally in order to remain competitive in our end user markets. We incur costs for actions to size our businesses to a level appropriate for current economic conditions, improve our cost structure, enhance our competitive position and increase operating margins. Such expenses include costs for moving facilities to locations that allow for lower fixed and variable costs, external consultants who provide additional expertise starting up plants after relocation, downsizing operations because of changing economic conditions, and other costs resulting from asset redeployment decisions. Shutdown costs include severance, benefits, stay bonuses, lease and contract terminations, asset write-downs, costs of moving fixed assets, and moving and relocation costs. Vacant facility costs include maintenance, utilities, property taxes and other costs.

Because of the diversity of the Company's businesses, end user markets and geographic locations, management does not use specific external indices to predict the future performance of the Company, other than general information about broad macroeconomic trends. Each of our individual business units serves niche markets and attempts to identify trends other than general business and economic conditions which are specific to its business and which could impact its performance. Those units report pertinent information to senior management, which uses it to the extent relevant to assess the future performance of the Company. A description of any such material trends is described below in the applicable segment analysis.

We monitor a number of key performance indicators ("KPIs") including net sales, income from operations, backlog, effective income tax rate, gross profit margin, and operating cash flow. A discussion of these KPIs is included below. We may also supplement the discussion of these KPIs by identifying the impact of foreign exchange rates, acquisitions, and other significant items when they have a material impact on a specific KPI.

We believe the discussion of these items provides enhanced information to investors by disclosing their impact on the overall trend which provides a clearer comparative view of the KPI, as applicable. For discussion of the impact of foreign exchange rates on KPIs, we calculate the impact as the difference between the current period KPI calculated at the current period exchange rate as compared to the KPI calculated at the historical exchange rate for the prior period. For discussion of the impact of acquisitions, we isolate the effect on the KPI amount that would have existed regardless of such acquisition. Sales resulting from synergies between the acquisition and existing operations of the Company are considered organic growth for the purposes of our discussion.

Unless otherwise noted, references to years are to fiscal years.

Results from Continuing Operations

(In thousands, except percentages)	Three Months Ended		Nine Months Ended		Three Months Ended	
	March 31,		March 31,		September 30,	
	2024	2023	2024	2023	2024	2023
Net sales	\$ 177,267	\$ 184,332	\$ 540,441	\$ 552,721	\$ 170,464	\$ 184,774
Gross profit margin	38.5%	38.5%	39.3%	38.3%	41.1%	39.3%
Income from operations	21,842	88,517	74,591	142,613	24,099	26,917

(In thousands)	Three Months Ended		Nine Months Ended		Three Months Ended	
	March 31, 2024		March 31, 2024		September 30, 2024	
	\$	184,332	\$	552,721	\$	184,774
Net sales, prior year period						
Components of change in sales:						
Organic sales change		(10,528)		(20,070)		(21,122)
Effect of acquisitions		10,563		28,751		6,970
Effect of business divestitures		(5,511)		(21,259)		
Effect of exchange rates		(1,589)		298		(158)
Net sales, current period	\$	177,267	\$	540,441	\$	170,464

Net sales decreased in the **third** first quarter of fiscal year **2024** **2025** by **\$7.1** **\$14.3** million or **3.8%** **7.7%**, when compared to the prior year quarter. Organic sales decreased **\$10.5** **million** **\$21.1** million, or **5.7%** **11.4%**, due to transitory headwinds customer project pushouts in several of our end markets, primarily from Engraving segment in North America and Europe, lower demand in our Specialty segment related to election uncertainty and continued softness in general industrial end markets in Europe in our Electronics and Scientific segments, segment. These decreases were partially offset by strong demand and favorable project timing in our Engineering Technologies group and growth segment. Organic sales in the Hydraulics business. Organic sales first quarter of fiscal year 2025 included **\$25.5** **\$19.8** million in the period attributed to fast growth markets. The fiscal year 2024 acquisitions of Sanyu, Minntronix and SEPL positively impacted sales by **\$7.0** million, or **3.8%**. Foreign currency negatively impacted sales by **\$1.6** **\$0.2** million, or **0.8%**. The acquisitions of Minntronix and Sanyu positively impacted sales by **\$10.6** million, or **5.7%**, partially offset by the impact on sales associated with the divestiture of Procon of **\$5.5** million, or **3.0%**.

Net sales decreased in the nine months ended March 31, 2024 by **\$12.3** million or **2.2%**, when compared to the prior year period. Organic sales decreased **\$20.1** million, or **3.6%**, due to transitory headwinds in several of our end markets, primarily from lower demand in our Electronics, Specialty and Scientific segments and project timing in our Engineering Technologies group, partially offset by strong demand in the Engraving segment and pricing actions in the Engineering Technologies group. Organic sales included **\$66.4** million in

the period attributed to fast growth markets. Foreign currency positively impacted sales by \$0.3 million. The acquisitions of Minntronix and Sanyu positively impacted sales by \$28.8 million, or 5.2%, offset by the impact on sales associated with the divestiture of Procon of \$21.3 million, or 3.8% 0.1%.

Gross Profit Margin

Gross profit in the **third** first quarter of fiscal year **2024** **2025** decreased to **\$68.3 million** **\$70.1 million**, or a gross margin of **38.5%** **41.1%** as compared to **\$70.9 million**, or a gross margin of 38.5%, in the **third** quarter of fiscal year 2023. Gross profit margin remained flat as productivity initiatives and contribution from the Minntronix acquisition were offset by the organic sales decreases and the impact of the divestiture of the Procon business.

Gross profit in the nine months ended March 31, 2024 increased to \$212.6 million \$72.6 million, or a gross margin of 39.3% as compared to \$211.5 million, or a gross margin of 38.3%, in the **prior** **first** **quarter** **of** **fiscal** **year** **period**. The gross 2024. Gross profit margin increase was a result impacted by the organic sales decreases and approximately \$1.5 million of pricing actions, net inflationary impacts in the areas of labor and materials, partially offset by productivity initiatives and contribution from the Minntronix acquisition, partially offset by the divestiture of the Procon business and organic sales decreases. prior year acquisitions.

Selling, General, and Administrative Expenses

Selling, General, and Administrative ("SG&A") expenses for the **third** first quarter of fiscal year **2024** **2025** were **\$41.8 million** **\$43.0 million**, or **23.6%** **25.3%** of sales, compared to **\$43.0 million** **\$43.6 million**, or **23.3%** **23.6%** of sales, during the prior year quarter. SG&A expenses during the quarter were primarily impacted by a reduction in selling and marketing expenses partially offset by a one-time stock-based compensation charge and increased research and development spending to drive future product initiatives.

Selling, General, and Administrative ("SG&A") expenses for the nine months ended March 31, 2024 were \$128.6 million, or 23.8% of sales, compared to \$127.8 million, or 23.1% of sales, during the prior year period. SG&A expenses during the period were primarily impacted by a one-time stock-based compensation charge in the **third** quarter of the fiscal year 2024 and increased research and development spending and partially offset by a reduction in selling and marketing expenses.

Restructuring Costs

We incurred restructuring expenses of **\$4.0 million** and **\$7.3 million** **\$1.1 million** in the **third** first quarter of fiscal year **2024** and the nine months ended March 31, 2024, respectively, 2025, primarily related to facility closures and global headcount reductions within our Engraving Electronics and Engineering Technologies segments as well as the Corporate headquarters segment.

We expect to incur restructuring costs of approximately **\$0.4 million** **\$4.0 million** throughout the remainder of fiscal year **2024**, **2025**, as we continue to focus our efforts to reduce cost costs and improve productivity across our businesses.

Acquisition Related Costs

We incurred acquisition related expenses of **\$0.5** **\$1.8 million** and **\$2.2 million** in the **third** first quarter of fiscal year **2024** and the nine months ended March 31, 2024, respectively, 2025. Acquisition related expenses typically consist of due diligence, integration, and valuation expenses incurred in connection with recent or pending acquisitions.

Gain on Sale of Business

We recorded a pre-tax gain on sale of the Procon business of \$62.1 million for fiscal year 2023. In the first quarter of fiscal year 2024, we recorded an additional \$0.3 million gain on the sale related to closing cash adjustments. The sale transaction and financial results of Procon are classified as continuing operations in the Consolidated Financial Statements.

Income from Operations

Income from operations for the **third** first quarter of fiscal year **2024** **2025** was **\$21.8 million** **\$24.1 million**, compared to **\$88.5 million** **\$26.9 million** during the prior year quarter. The decrease of **\$66.7 million** **\$2.8 million**, or **75.3%** **10.5%**, is primarily due to the gain on the divestiture of Procon in the **third** quarter of fiscal year 2023, lower organic sales decreases and increased investment in research and development spending, restructuring and acquisition related costs. The decreases are partially offset by cost reduction activities and productivity improvement initiatives.

Income contributions from operations for the nine months ended March 31, 2024 was \$74.6 million, compared to \$142.6 million during the prior year period. The decrease of \$68.0 million, or 47.7%, is primarily due to the gain on the divestiture of Procon in the **third** quarter of the fiscal year 2023, organic sales decreases and increased investment in research and development spending, restructuring and acquisition related costs. The decreases are partially offset by cost reduction activities recent acquisitions and productivity improvement initiatives.

Interest Expense

Interest expense for the **third** first quarter of fiscal year **2024** **2025** was **\$0.9 million** **\$1.0 million**, a **32.9%** **23.4%** decrease from interest expense of **\$1.4 million** **\$1.3 million** during the prior year quarter. Interest expense for the nine months ended March 31, 2024 was \$3.2 million, a 22.2% decrease from interest expense of \$4.2 million during the prior year period. Our effective interest rate for the **nine** **three** months ended **March 31, 2024** **September 30, 2024** was **2.45%** **2.41%**.

Income Taxes

The Company's effective tax rate from continuing operations for the **third** first quarter of the fiscal year **2024** and for the nine months ended March 31, 2024 ending June 30, 2025 was **21.4%** and **22.5%**, respectively, compared with **6.7%** and **13.0%** **23.8%** for the prior year quarter and prior year period, respectively, quarter. The tax rate was impacted in the current period by the following items: (i) a discrete tax expense benefit related to a provision equity compensation, (ii) variations in the geographical mix of earnings; (iii) foreign withholding taxes and (iv) tax credits linked to return adjustments associated with federal research and development tax credits and the limitation on executive compensation, (ii) the jurisdictional mix of earnings and (iii) a discrete tax benefit related to foreign withholding taxes, activities. The tax rate was impacted in the prior period by the following items: (i) a discrete tax benefit related to the partial release of a valuation allowance previously recorded against deferred tax assets and connected to capital loss carryforwards, resulting from the utilization of capital loss carryforward to offset capital gain from the sale of Procon equity compensation, (ii) a discrete tax expense related to provision to return adjustments as a result of a change in tax rate for the Company's operations within China's tax jurisdiction, (iii) a discrete tax benefit related to provision to return adjustments associated with federal and state research and development tax credits, (iv) the jurisdictional mix of earnings, and (v) (iii) foreign withholding taxes, taxes, and (iv) federal research and development tax credits.

On July 31, 2023, we completed our acquisition of Minntronix, Inc. ("Minntronix"). We accounted for the Minntronix purchase under the acquisition method in accordance with ASC Topic 805, Business Combinations. Accordingly, the preliminary purchase price was allocated to the fair value of the assets acquired, including identifiable intangible assets, and the liabilities assumed as of the closing date. Goodwill resulting from the difference between the fair value of the assets acquired and the fair value of the liabilities assumed is not amortizable for book or tax purposes. Although the acquisition was nontaxable, the transaction gave rise to certain temporary differences for which deferred taxes have been recognized. The results of operations for the Minntronix acquisition have been included in our consolidated financial results beginning on the closing date.

On February 19, 2024, we completed our acquisition of Sanyu Switch Co., Ltd. ("Sanyu"). We accounted for the Sanyu purchase under the acquisition method in accordance with ASC Topic 805, Business Combinations. Accordingly, the preliminary purchase price was allocated to the fair value of the assets acquired, including identifiable intangible assets, and the liabilities assumed as of the closing date. Goodwill resulting from the difference between the fair value of the assets acquired and the fair value of the liabilities assumed is not amortizable for book or tax purposes. Although the acquisition was nontaxable, the transaction gave rise to certain temporary differences for which deferred taxes have been recognized. The results of operations for the Sanyu acquisition have been included in our consolidated financial results beginning on the closing date.

Backlog

Backlog includes all active or open orders for goods and services. Backlog also includes any future deliveries based on executed customer contracts, so long as such deliveries are based on agreed upon delivery schedules. Backlog orders are not necessarily an indicator of future sales levels because of variations in lead times and customer production demand pull systems, with the exception of Engineering Technologies. Customers may delay delivery of products or cancel orders prior to shipment, subject to possible cancellation penalties. Due to the nature of long-term agreements in the Engineering Technologies segment, the timing of orders and delivery dates can vary considerably resulting in significant backlog changes from one period to another.

	As of March 31, 2024		As of March 31, 2023		As of September 30, 2024		As of September 30, 2023	
	Total Backlog	Backlog under 1 year	Total Backlog	Backlog under 1 year	Total Backlog	Backlog under 1 year	Total Backlog	Backlog under 1 year
Electronics	\$ 116,150	\$ 106,603	\$ 156,806	\$ 144,741	\$ 103,974	\$ 92,581	\$ 145,726	\$ 131,424
Engraving	25,389	23,102	39,185	33,069	21,503	20,582	32,534	28,281
Scientific	2,809	2,809	3,078	3,078	2,729	2,729	2,876	2,876
Engineering Technologies	61,791	47,424	64,708	57,105	61,039	45,289	78,205	60,184
Specialty Solutions	19,236	19,236	26,958	26,541	17,708	17,473	18,575	18,402
Total	\$ 225,375	\$ 199,174	\$ 290,735	\$ 264,534	\$ 206,953	\$ 178,654	\$ 277,916	\$ 241,167

Total backlog realizable under one year decreased **\$65.4 million** **\$62.5 million**, or **24.7%** **25.9%**, to **\$199.2 million** **\$178.7 million** at **March 31, 2024** **September 30, 2024**, from **\$264.5 million** **\$241.2 million** at **March 31, 2023** **September 30, 2023**. The primary driver of the decrease is a \$38.8 million reduction in the Electronics segment for the first quarter of fiscal year 2025, when compared to the prior year quarter.

Changes in backlog under one year are as follows (in thousands):

As of	As of
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(In thousands)	March 31, 2024	September 30, 2024
Backlog under 1 year, prior year period	\$ 264,534	\$ 241,167
Components of change in backlog:		
Organic change	(74,600)	(70,883)
Effect of acquisitions	16,623	8,370
Effect of divestitures	(7,383)	
Backlog under 1 year, current period	\$ 199,174	\$ 178,654

Segment Analysis

Overall

Looking forward to the remainder of fiscal year 2024, 2025, we anticipate continued improvement in key financials metrics, supported by productivity initiatives.

In general, for the remainder of fiscal year 2024, 2025, we expect:

- improved demand
 - continued growth in transportation markets from hybrid and electric and hybrid vehicle programs with a ramp up of new business opportunities in Electronics and Engraving; opportunities;
- increased exposure to the high growth, high margin electrical grid end market as a result of the Amran/Narayan Group acquisition;
- vaccine and medication storage demand to remain stable;
 - soft trim end market growth in APAC;
- vaccine and cold storage demand to remain stable;
- commercial aviation and defense end markets demand to increase based on current program expectations; expectations and new product development;
- space markets to remain attractive, with volume to slightly increase from fiscal year 2023 2024 due to new product development for existing customers;
- refuse and dump end markets to improve; remain stable while being supported by future investments in the U.S. infrastructure bill;
- slightly lower
 - stable demand levels in food service equipment markets;
- continued market softness in China and Europe, including inventory destocking, affecting general industrial and appliances end markets served by our Electronics Group. markets.

Electronics Group

(In thousands, except percentages)	Three Months Ended			Nine Months Ended			Three Months Ended		
	March 31,		%	March 31,		%	September 30,		%
	2024	2023	Change	2024	2023	Change	2024	2023	Change
Net sales	\$ 80,431	\$ 78,211	2.8%	\$ 241,538	\$ 225,966	6.9%	\$ 77,733	\$ 81,688	(4.8%)
Income from operations	15,700	17,047	(7.9%)	47,884	52,160	(8.2%)	17,027	16,334	4.2%
Operating income margin	19.5%	21.8%		19.8%	23.1%		21.9%	20.0%	

Net sales in the first quarter of fiscal year 2024 increased \$2.2 million, or 2.8%, when compared to the prior year quarter. The acquisitions of Sanyu, Minntronix and SEPL in fiscal year 2024 added \$7.0 million, or 8.5%, in sales for the first quarter of fiscal year 2024 added \$8.6 million, or 11.0%, in sales for the third quarter 2025. Foreign currency impacts of fiscal year 2024. The acquisition of Sanyu in the third quarter of fiscal year 2024 added \$2.0 million \$0.2 million, or 2.5% in 0.4%, also positively affected net sales for compared to the third quarter of fiscal prior year 2024. quarter. The organic sales decrease of \$7.3 \$11.2 million, or 9.3% 13.7%, and foreign currency impacts of \$1.0 million, or 1.3% also negatively affected net sales compared to the prior year quarter. Organic sales were impacted by continued softness in China and Europe, primarily in the appliances and general industrial end markets. markets and the effect of prior overstocking related to certain large customer accounts.

Income from operations in the **third** first quarter of fiscal year 2024 decreased 2025 increased by **\$1.3 million** \$0.7 million, or **7.9% 4.2%**, when compared to the prior year quarter. The operating income **decrease increase** was the result of **lower organic sales** contributions from the recent acquisitions, productivity initiatives and **a change in product mix**, partially offset by **contribution from the recent acquisitions and productivity initiatives, lower organic sales**.

Net sales in the nine months ended March 31, 2024 increased \$15.6 million, or 6.9%, when compared to the prior year period. The acquisitions of Minntronix and Sanyu in the fiscal year 2024 added \$28.8 million, or 12.7%, in sales for the nine months ended March 31, 2024. The organic sales decrease of \$12.8 million, or 5.7%, and foreign currency impacts of \$0.4 million, or 0.2% also negatively affected net sales compared to the prior year period. Organic sales were impacted by continued softness in China and Europe, primarily in appliances and general industrial end markets.

Income from operations in the nine months ended March 31, 2024 decreased by \$4.3 million, or 8.2%, when compared to the prior year period. The operating income decrease was the result of **lower sales, a change in product mix and foreign currency impacts**, partially offset by contributions from the recent acquisitions and productivity initiatives.

In the **fourth** second quarter of fiscal year 2024, 2025, on a sequential basis, we expect **similar** significantly higher revenue, primarily driven by our recent Amran/Narayan Group acquisition and higher sales into fast growth end markets, and slightly **lower to similar** adjusted moderately higher operating margin, due to **unfavorable mix**, as the recent acquisition and pricing and productivity initiatives are partially offset by increased investments in selling, marketing, and research and development.

Engraving Group

(In thousands, except percentages)	Three Months Ended			Nine Months Ended			Three Months Ended		
	March 31,		%	March 31,		%	September 30,		%
	2024	2023	Change	2024	2023	Change	2024	2023	Change
Net sales	\$ 36,297	\$ 36,909	(1.7 %)	\$ 117,936	\$ 109,622	7.6 %	\$ 33,363	\$ 40,794	(18.2 %)
Income from operations	6,260	5,353	16.9 %	22,765	17,580	29.5 %	5,824	7,595	(23.3 %)
Operating income margin	17.2 %	14.5 %		19.3 %	16.0 %		17.5 %	18.6 %	

Net sales in the **third** first quarter of fiscal year 2024 2025 decreased by **\$0.6 million** \$7.4 million, or **1.7% 18.2%**, when compared to the prior year quarter. Organic sales decreased by **less than \$0.1 million** \$7.1 million, or **0.2% 17.5%**, due to **fewer delays in new platform rollouts in North America** America and **delays and general market softness in Europe**. Foreign currency negative impacts on net sales were **\$0.5 \$0.3 million**, or **1.5% 0.7%**.

Income from operations in the **third** first quarter of fiscal year 2024 increased 2025 decreased by **\$0.9 \$1.8 million**, or **16.9% 23.3%**, when compared to the prior year quarter. The operating income **increase decrease** was driven by **organic sales increases lower demand in North America** and **previously announced Europe**, partially offset by **productivity initiatives**.

In the second quarter of fiscal year 2025, on a sequential basis, we expect moderately higher revenue and slightly higher operating margin due to favorable project timing in Asia and Europe, as well as productivity initiatives.

Scientific Group

(In thousands, except percentages)	Three Months Ended			%
	September 30,		%	
	2024	2023	Change	
Net sales	\$ 17,693	\$ 18,193	(2.7 %)	
Income from operations	4,749	4,930	(3.7 %)	
Operating income margin	26.8 %	27.1 %		

Net sales in the **nine months ended March 31, 2024** increased by \$8.3 million, or 7.6%, when compared to the prior year period. Organic sales increased by \$7.9 million, or 7.2%, due to strong demand in Europe and growth in soft trim applications in Asia, partially offset by fewer platform rollouts in North America. Foreign currency positive impacts contributed \$0.4 million, or 0.4%.

Income from operations in the **nine months ended March 31, 2024** increased by \$5.2 million, or 29.5%, when compared to the prior year period. The operating income increase was driven by **organic sales increases and ongoing productivity initiatives**.

In the **fourth** first quarter of fiscal year 2024, on a sequential basis, we expect slightly lower revenue and slightly to moderately lower operating margin due to **unfavorable project timing in North America and Europe**.

Scientific

(In thousands, except percentages)	Three Months Ended		Nine Months Ended	
	2024	2023	2024	2023

(In thousands, except percentages)	March 31,		%	March 31,		%
	2024	2023		Change	2024	
Net sales	\$ 16,925	\$ 18,898	(10.4 %)		\$ 51,410	\$ 56,646
Income from operations	4,896	4,561	7.3 %		14,074	12,449
Operating income margin	28.9 %	24.1 %			27.4 %	22.0 %

Net sales in the third quarter of fiscal year 2024 decreased by \$2.0 million, or 10.4%, when compared to the prior year quarter, reflecting general market softness, notably affecting purchases lower demand from retail pharmacies, partially offset by retail pharmacies higher volume from new product sales.

Income from operations in the third quarter of fiscal year 2024 increased \$0.3 million 2025 decreased \$0.2 million, or 7.3% 3.7%, when compared to the prior year quarter. The increase decrease is driven by lower freight costs sales volume and productivity initiatives offset by lower volume.

Net sales in the nine months ended March 31, 2024 decreased by \$5.2 million, or 9.2%, when compared to the prior year period, reflecting general market softness including purchases by retail pharmacies.

Income from operations in the nine months ended March 31, 2024 increased \$1.6 million, or 13.1%, when compared to the prior year period. The increase is primarily driven by productivity initiatives and lower higher freight costs, partially offset by lower volume productivity initiatives.

In the fourth second quarter of fiscal year 2024, 2025, on a sequential basis, we expect slightly higher similar revenue and similar slightly lower operating margin. margin due to investments in research and development and higher freight costs.

Engineering Technologies Group

(In thousands, except percentages)	Three Months Ended			Nine Months Ended			Three Months Ended		
	March 31,		%	March 31,		%	September 30,		%
	2024	2023	Change	2024	2023	Change	2024	2023	Change
Net sales	\$ 20,098	\$ 18,052	11.3 %	\$ 58,205	\$ 59,244	(1.8 %)	\$ 20,530	\$ 18,220	12.7 %
Income from operations	3,524	2,351	49.9 %	9,946	7,957	25.0 %	4,010	3,017	32.9 %
Operating income margin	17.5 %	13.0 %		17.1 %	13.4 %		19.5 %	16.6 %	

Net sales in the third first quarter of fiscal year 2024 increased by \$2.0 million \$2.3 million, or 11.3% 12.7%, when compared to the prior year quarter. The organic sales increase of \$2.0 million \$2.4 million, or 13.3%, was driven by improvement more favorable project timing in the aviation space end markets, offset by lower defense market which helped to drive growth in new product development and new applications. Foreign currency negative impacts on net sales caused by delays in government funding were \$0.1 million, or 0.6%.

Income from operations in the third first quarter of fiscal year 2024 increased by \$1.2 million, \$1.0 million, or 49.9% 32.9%, when compared to the prior year quarter reflecting higher volume in aviation sales and pricing and productivity initiatives, partially offset by investments in research and development.

Net sales in the nine months ended March 31, 2024 decreased by \$1.0 million, or 1.8%, when compared to the prior year period. Organic sales decreased by \$1.3 million, or 2.2%, partially offset by foreign currency impacts of \$0.3 million, or 0.4%, as compared to the prior year period. The net sales decrease was due to project timing partially offset by pricing actions, an increase in new product development in the fast growth commercial space market, and higher sales to the aviation and oil and gas markets.

Income from operations in the nine months ended March 31, 2024 increased by \$1.9 million, or 25.0%, when compared to the prior year period. The increase was due to the impact of pricing and productivity initiatives, partially offset by research and development and sales declines due to project timing. initiatives.

In the fourth second quarter of fiscal year 2024, 2025, on a sequential basis, we expect moderately similar to significantly slightly higher revenue from new products and moderately higher new applications and slightly lower operating margin due to favorable project timing mix.

Specialty Solutions Group

(In thousands, except percentages)	Three Months Ended			Nine Months Ended			Three Months Ended		
	March 31,		%	March 31,		%	September 30,		%
	2024	2023	Change	2024	2023	Change	2024	2023	Change
Net sales	\$ 16,925	\$ 18,898	(10.4 %)	\$ 51,410	\$ 56,646	(9.2 %)	\$ 20,530	\$ 18,220	12.7 %
Income from operations	4,896	4,561	7.3 %	14,074	12,449	13.1 %	4,010	3,017	32.9 %
Operating income margin	28.9 %	24.1 %		27.4 %	22.0 %		19.5 %	16.6 %	

Net sales	\$ 23,516	\$ 32,262	(27.1%)	\$ 71,352	\$ 101,243	(29.5%)	\$ 21,145	\$ 25,879	(18.3%)
Income from operations	4,668	7,151	(34.7%)	14,250	18,944	(24.8%)	3,548	5,617	(36.8%)
Operating income margin	19.9%	22.2%		20.0%	18.7%		16.8%	21.7%	

Net sales in the **third** **first** quarter of fiscal year **2024** **2025** decreased by **\$8.7** **\$4.7** million, or **27.1%** **18.3%**, when compared to the prior year quarter. Organic sales for the group decreased **\$3.2 million**, **\$4.7 million**, or **10.0%** **18.3%**, as compared to the prior year quarter, reflecting a sales normalization softness in general market conditions in the Display Merchandising business partially offset by an increase and in the Hydraulics business. The divestiture of Procon in the third quarter of fiscal year 2023 negatively impacted the group by **\$5.5 million**, or **17.1%**.

Income from operations in the **third** **first** quarter of fiscal year **2024** **2025** decreased **\$2.5 million** **\$2.1 million**, or **34.7%** **36.8%**, when compared to the prior year quarter, due to the Procon divestiture and lower volume in the Display Merchandising business partially offset by higher volume and in the Hydraulics business.

Net sales in

In the **nine** months ended March 31, **2024** decreased by **\$29.9 million**, or **29.5%**, when compared to the prior year period. Organic sales for the group decreased **\$8.6 million**, or **8.5%**, as compared to the prior year period, reflecting organic growth decreases in the Display Merchandising business and the Hydraulics business, due to an ongoing industry-wide chassis shortage. The divestiture of Procon in the **third** **second** quarter of fiscal year **2023** negatively impacted the group by **\$21.3 million**, or **21.0%**.

Income from operations in the **nine** months ended March 31, **2024** decreased **\$4.7 million** or **24.8%**, when compared to the prior year period. The decrease is due to the Procon divestiture and lower volume in the Display Merchandising and Hydraulics business, partially offset by improved operating performance in the Display Merchandising business.

In the **fourth** quarter of fiscal year **2024**, **2025**, on a sequential basis, we expect moderately slightly higher revenue and operating margin due to improved end market demand and leverage on higher sales margin.

Corporate and Other

(In thousands, except percentages)	Three Months Ended			Nine Months Ended			Three Months Ended		
	March 31,		%	March 31,		%	September 30,		%
	2024	2023	Change	2024	2023	Change	2024	2023	Change
Income (loss) from operations:									
Corporate	\$ (8,522)	\$ (8,520)	0.0%	\$ (24,956)	\$ (25,376)	(1.7%)	\$ (8,133)	\$ (8,443)	(3.7%)
Restructuring	(4,037)	(2,237)	80.5%	(7,303)	(3,330)	119.3%			
Acquisition related costs	(537)	(21)	2457.1%	(2,233)	(487)	358.5%	(1,840)	(501)	267.3%
Restructuring costs							(1,086)	(1,906)	(43.0%)
Gain on sale of business	-	62,105	(100.0%)	274	62,105	(99.6%)	-	274	(100.0%)
Other operating income (expense), net	(110)	727	(115.1%)	(110)	611	(118.0%)			

Corporate expenses in the **third** **first** quarter of fiscal year **2024** remained flat **2025** decreased slightly when compared to the prior year **quarter**. Corporate expenses in the **nine** months ended March 31, **2024** decreased by **1.7%** when compared to the prior year period. Corporate expenses in fiscal year **2024** reflect the impact of a charge **quarter** due to the CEO reaching retirement eligibility under the stock compensation plan largely offset by reductions a reduction in professional service fees and incentive compensation. We recorded a charge of **\$0.1 million** in other operating income (expense), net for settlement of an environmental remediation claim in the **third** quarter of fiscal year **2024**. In fiscal year **2023**, we received a refund from our insurance provider as a recoupment related to a previously recorded litigation matter and incurred a **\$0.3 million** charge related to environmental remediation fees.

The restructuring, gain on sale of business and acquisition related costs have been discussed above in the Company Overview.

Discontinued Operations

In pursuing our business strategy, the Company may divest certain businesses. Future divestitures may be classified as discontinued operations based on their strategic significance to the Company. Net loss from discontinued operations was **\$0.1 million** and **\$0.4 million** for the three and nine months ended March 31, **2024**, respectively. Net loss income (loss) from discontinued operations was less than **\$0.1 million** and **\$0.1 million** **\$0.1 million** for the three and nine months ended March 31, **2023**, September 30, **2024** and **2023**, respectively.

Liquidity and Capital Resources

At **March 31, 2024** **September 30, 2024**, our total cash balance was **\$138.8 million** **\$164.6 million**, of which **\$110.5 million** **\$118.0 million** was held by foreign subsidiaries. The amount and timing of cash repatriation is dependent upon foreign exchange rates and each business unit's operational needs including requirements to fund working capital, capital expenditure, and jurisdictional tax payments. The repatriation of cash balances from certain of our subsidiaries could have adverse tax consequences or be subject to capital controls; however, those balances are generally available without legal restrictions to fund ordinary business operations.

Net cash provided by continuing operating activities for the **nine** **three** months ended **March 31, 2024** **September 30, 2024**, was **\$64.6 million** **\$17.5 million** compared to net cash provided by continuing operating activities of **\$50.4 million** **\$16.4 million** in the prior year. We generated **\$84.2 million** **\$27.7 million** from income statement activities and used **\$11.1 million** **\$6.7 million** of cash to fund working capital and other balance sheet increases. Cash flow used in investing activities for the **nine** **three** months ended **March 31, 2024** **September 30, 2024** totaled **\$54.0 million** **\$6.3 million** and primarily consisted of **\$29.2 million** for the acquisition of Mintronix in the first quarter of fiscal year 2024, **\$18.5 million** for the acquisition of Sanyu in the third quarter of fiscal year 2024, and **\$13.8 million** **\$6.7 million** used for capital expenditures offset by **\$7.8 million** **\$0.4 million** proceeds from the prior divestiture sales of the Procon business, real estate and equipment. Cash used for financing activities for the **nine** **three** months ended **March 31, 2024** **September 30, 2024** totaled **\$65.8 million** **\$6.3 million** and consisted primarily of purchases of stock of **\$31.8 million**, repayments of debt of **\$25.0 million** and cash paid for dividends of **\$10.4 million** **\$3.5 million**.

During the third quarter of fiscal year 2023, the Company entered into a Third Amended & Restated Credit Agreement which renewed the existing Credit Agreement for an additional five-year period ("credit agreement", or "facility") with a borrowing limit of \$500 million. The facility can be increased by an amount of up to \$250 million, in accordance with specified conditions contained in the agreement. The facility also includes a \$10 million sublimit for swing line loans and a \$35 million sublimit for letters of credit.

Under the terms of the Credit Facility, we pay a variable rate of interest and a commitment fee on borrowed amounts as well as a commitment fee on unused amounts under the facility. The amount of the commitment fee depends upon both the undrawn amount remaining available under the facility and the Company's funded debt to EBITDA (as defined in the agreement) ratio at the last day of each quarter. As our funded debt to EBITDA ratio increases, the commitment fee increases.

Funds borrowed under the facility may be used for the repayment of debt, working capital, capital expenditures, acquisitions (so long as certain conditions, including a specified funded debt to EBITDA leverage ratio, **is** **are** maintained), and other general corporate purposes. As of **March 31, 2024** **September 30, 2024**, the Company used **\$2.7 million** **\$3.1 million** against the letter of credit sub-facility and had the ability to borrow **\$347.3 million** **\$337.3 million** under the facility based on our current trailing twelve-month EBITDA. The facility contains customary representations, warranties and restrictive covenants, as well as specific financial covenants. The Company's current financial covenants under the facility are as follows:

Interest Coverage Ratio The Company is required to maintain a ratio of Earnings Before Interest and Taxes, as Adjusted ("Adjusted EBIT per the Credit Facility"), to interest expense for the trailing twelve months of at least 2.75:1. Adjusted EBIT per the Credit Facility specifically excludes extraordinary and certain other defined items such as cash restructuring and acquisition related charges up to the lower of \$20.0 million or 10% of EBITDA. The facility also allows for unlimited non-cash purchase accounting and goodwill adjustments. At **March 31, 2024** **September 30, 2024**, the Company's Interest Coverage Ratio was **26.12:26.31:1**.

Leverage Ratio The Company's ratio of funded debt to trailing twelve month Adjusted EBITDA per the Credit Facility, calculated as Adjusted EBIT per the Credit Facility plus depreciation and amortization, may not exceed 3.5:1. Under certain circumstances in connection with a Material Acquisition (as defined in the Facility), the Facility allows for the leverage ratio to go as high as 4.0:1 for a four-fiscal quarter period. At **March 31, 2024** **September 30, 2024**, the Company's leverage ratio was **0.63:0.66:1**.

As of **March 31, 2024** **September 30, 2024**, we had borrowings under our facility of \$150.0 million. In order to manage our interest rate exposure on these borrowings, we are party to \$150.0 million of active floating to fixed rate swaps. These swaps convert our interest payments from SOFR to a weighted average fixed rate of 0.85%. The effective rate of interest for our outstanding borrowings, including the impact of the interest rate swaps, was **2.45% 2.41%**.

Our primary cash requirements in addition to day-to-day operating needs include interest payments, capital expenditures, acquisitions, share repurchases, and dividends. Our primary sources of cash for these requirements are cash flows from continuing operations and borrowings under the facility. We expect fiscal year **2024** **2025** capital spending to be between **\$28.0 million** **\$35.0 million** and **\$32.0 million** **\$40.0 million**. We expect that fiscal year **2024** **2025** depreciation and amortization expense will be between **\$20.0 million** **\$24.0 million** and **\$22.0 million** **\$28.0 million** and **\$8.0 million** and **\$9.0 million** **\$10.0 million**, respectively.

The following table sets forth our capitalization:

(In thousands)	March 31, 2024	June 30, 2023	September 30, 2024	June 30, 2024
Long-term debt	\$ 148,768	\$ 173,441	\$ 148,985	\$ 148,876
Less cash and cash equivalents	(138,799)	(195,706)	(164,584)	(154,203)
Net (cash) debt	9,969	(22,265)	(15,599)	(5,327)

Stockholders' equity	618,982	607,449	658,021	621,503
Total capitalization	\$ 628,951	\$ 585,184	\$ 642,422	\$ 616,176

We sponsor a number of defined benefit and defined contribution retirement plans. The U.S. pension plan is frozen for substantially all participants. We have evaluated the current and long-term cash requirements of these plans, and our existing sources of liquidity are expected to be sufficient to cover required contributions under ERISA and other governing regulations. **Obligations under the unfunded benefit plan operated by the Sanyu business in Japan have been transferred to us as of the date of acquisition in the third quarter of fiscal year 2024.**

The fair value of the Company's U.S. defined benefit pension plan assets was **\$147.4** **\$151.9** million at **March 31, 2024** **September 30, 2024**, as compared to **\$142.1** **\$142.3** million at the most recent measurement date, which occurred as of **June 30, 2023** **June 30, 2024**. The next measurement date to determine plan assets and benefit obligations will be on **June 30, 2024** **June 30, 2025**.

The Company expects to pay **\$1.7** **\$2.9** million in contributions to its defined benefit plans during the remainder of fiscal year **2024**, **2025**. Contributions of **\$7.0** **\$3.4** million and less than **\$0.1** **\$0.1** million were made during the **nine** **three** months ended **March 31, 2024** **September 30, 2024** and 2023, respectively. There are required contributions of **\$9.8** **\$2.5** million to the United States funded pension plan for fiscal year 2024. In the third quarter remainder of fiscal year **2024**, we contributed **\$6.9** million and the remaining **\$1.4** million will be contributed in the fourth quarter of fiscal year **2024**, **2025**. The Company expects to make contributions during the remainder of fiscal year **2024**, **2025** of less than **\$0.1** million and **\$0.3** million to its unfunded defined benefit plans in the U.S. and Germany, respectively. There are no required contributions to the plans in **Japan**, **Japan** or the **U.K.** Any subsequent plan contributions will depend on the results of future actuarial valuations.

We have an insurance program in place to fund supplemental retirement income benefits for three retired executives. Current executives and new hires are not eligible for this program. At **March 31, 2024** **September 30, 2024**, the underlying policies had a cash surrender value of **\$11.7** **\$12.1** million and are reported net of loans of **\$5.0** **\$4.9** million for which we have the legal right of offset, these amounts are reported net on our balance sheet.

Other Matters

Inflation – Certain of our expenses, such as wages and benefits, occupancy costs, freight and equipment repair and replacement, are subject to normal inflationary pressures. Inflation for medical costs can impact both our employee benefit costs as well as our reserves for workers' compensation claims. We monitor the inflationary rate and make adjustments to reserves whenever it is deemed necessary. Our ability to control worker compensation insurance medical cost inflation is dependent upon our ability to manage claims and purchase insurance coverage to limit the maximum exposure for us. Each of our segments is subject to the effects of changing raw material costs caused by the underlying commodity price movements. We have experienced price fluctuations for a number of materials including rhodium, steel, and other metal commodities. These materials are some of the key elements in the products manufactured in these segments. Wherever possible, we will implement price increases to offset the impact of changing prices. The ultimate acceptance of these price increases will be impacted by our affected divisions' respective competitors and the timing of their price increases. In general, we do not enter into purchase contracts that extend beyond one operating cycle. While Standex considers our relationship with our suppliers to be good, there can be no assurances that we will not experience any supply shortage.

Foreign Currency Translation – Our primary functional currencies used by our non-U.S. subsidiaries are the Euro, British Pound Sterling (Pound), Japanese (Yen), **Peso** and Chinese (Yuan).

Defined Benefit Pension Plans – We record expenses related to these plans based upon various actuarial assumptions such as discount rates, mortality rates, and assumed rates of returns. The Company's pension plan is frozen for substantially all eligible U.S. employees and participants in the plan ceased accruing future benefits.

Environmental Matters – To the best of our knowledge, we believe that we are presently in substantial compliance with all existing applicable environmental laws and regulations and do not anticipate any instances of non-compliance that will have a material effect on our future capital expenditures, earnings or competitive position.

Seasonality – We are a diversified business with generally low levels of seasonality.

Employee Relations – The Company has labor agreements with several union locals in the United States and several European employees belong to European trade unions.

Critical Accounting Policies

The condensed consolidated financial statements include the accounts of Standex International Corporation and all of its subsidiaries. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying condensed consolidated financial statements. Although we believe that materially different amounts would not be reported due to the

accounting policies adopted, the application of certain accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. Our Annual Report on Form 10-K for the year ended **June 30, 2023** **June 30, 2024** lists a number of accounting policies which we believe to be the most critical.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Risk Management

We are exposed to market risks from changes in interest rates, commodity prices and changes in foreign currency exchange. To reduce these risks, we selectively use, from time to time, financial instruments and other proactive management techniques. We have internal policies and procedures that place financial instruments under the direction of the Treasurer and restrict all derivative transactions to those intended for hedging purposes only. The use of financial instruments for trading purposes (except for certain investments in connection with the non-qualified defined contribution plan) or speculation is strictly prohibited. The Company has no majority-owned subsidiaries that are excluded from the consolidated financial statements. Further, we have no interests in or relationships with any special purpose entities.

Exchange Rate Risk

We are exposed to both transactional risk and translation risk associated with exchange rates. The transactional risk is mitigated, in large part, by natural hedges developed with locally denominated debt service on intercompany accounts. We also mitigate certain of our foreign currency exchange rate risks by entering into forward foreign currency contracts from time to time. The contracts are used as a hedge against anticipated foreign cash flows, such as loan payments, customer remittances, and materials purchases, and are not used for trading or speculative purposes. The fair values of the forward foreign currency exchange contracts are sensitive to changes in foreign currency exchange rates, as an adverse change in foreign currency exchange rates from market rates would decrease the fair value of the contracts. However, any such losses or gains would generally be offset by corresponding gains and losses, respectively, on the related hedged asset or liability. At **March 31, 2024** **September 30, 2024** the fair value, in the aggregate, of the Company's open foreign exchange contracts was a liability of **less than \$0.1 million** **\$0.2 million**.

Our primary translation risk is with the Euro, British Pound Sterling, Peso, Japanese Yen and Chinese Yuan. A hypothetical 10% appreciation or depreciation of the value of any these foreign currencies to the U.S. Dollar at **March 31, 2024** **September 30, 2024**, would not result in a material change in our operations, financial position, or cash flows. We hedge our most significant foreign currency translation risks primarily through cross currency swaps and other instruments, as appropriate.

Interest Rate Risk

The Company's effective interest rate on borrowings was **2.45%** **2.41%** at **March 31, 2024** **September 30, 2024**. Our interest rate exposure is limited primarily to interest rate changes on our variable rate borrowings and is mitigated by our use of interest rate swap agreements to modify our exposure to interest rate movements. At **March 31, 2024** **September 30, 2024**, we have \$150.0 million of active floating to fixed rate swaps with terms through fiscal year 2025. These swaps convert our interest payments from SOFR to a weighted average rate of 0.85%. At **March 31, 2024** **September 30, 2024**, the fair value, in the aggregate, of the Company's interest rate swaps was assets of **\$6.0 million** **\$2.5 million**. A 25-basis point increase in interest rates would not materially change our annual interest expense as most of our outstanding debt is currently converted to fixed rate debts by means of interest rate swaps.

Concentration of Credit Risk

We have a diversified customer base. As such, the risk associated with concentration of credit risk is inherently minimized. As of **March 31, 2024** **September 30, 2024**, no one customer accounted for more than 5% of our consolidated outstanding receivables or of our sales.

Commodity Prices

The Company is exposed to fluctuating market prices for all commodities used in its manufacturing processes. Each of our segments is subject to the effects of changing raw material costs caused by the underlying commodity price movements. In general, we do not enter into purchase contracts that extend beyond one operating cycle. While Standex considers our relationship with our suppliers to be good, there can be no assurances that we will not experience any supply shortage.

The Engineering Technologies, Specialty Solutions, and Electronics segments are all sensitive to price increases for steel and aluminum products, other metal commodities such as rhodium and copper, and petroleum-based products. We have experienced price fluctuations for a number of materials including rhodium, steel, and other metal commodities. These materials are some of the key elements in the products manufactured in these segments. Wherever possible, we will implement price increases to offset the impact of changing prices. The ultimate acceptance of these price increases, if implemented, will be impacted by our affected divisions' respective competitors and the timing of their price increases.

ITEM 4. CONTROLS AND PROCEDURES

At the end of the period covered by this Report, the management of the Company, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of **March 31, September 30, 2024** in ensuring that the information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's ("SEC") rules and forms, and that such information is 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.

There was no change in the Company's internal control over financial reporting during the quarterly period ended **March 31, September 30, 2024** that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 2.

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c) The following table provides information about purchases by the Company of equity securities that are registered by the Company pursuant to Section 12 of the Exchange Act:

Issuer Purchases of Equity Securities⁽¹⁾

Quarter Ended **March 31, 2024** **September 30, 2024**

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or appropriate dollar value) of shares (or units) that may yet be purchased under the plans or programs
January 1, 2024 - January 31, 2024	4,209	\$ 149.76	4,209	\$ 37,844
February 1, 2024 - February 28, 2024	29,493	152.59	29,493	33,343
March 1, 2024 - March 31, 2024	-	-	-	33,343
Total	33,702	152.24	33,702	33,343

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or appropriate dollar value) of shares (or units) that may yet be purchased under the plans or programs
July 1, 2024 - July 31, 2024	107	\$ 165.00	107	\$ 33,283

August 1, 2024 - August 31, 2024	24,703	176.68	24,703	28,919
September 1, 2024 - September 30, 2024	-	-	-	28,919
Total	24,810	\$ 176.63	24,810	\$ 28,919

(1) The Company has a Stock Buyback Program (the "Program") which was originally announced on January 30, 1985 and most recently amended on April 28, 2022. Under the Program, the Company is authorized to repurchase up to an aggregate of \$200 million of its shares. Under the program, purchases may be made from time to time on the open market, including through 10b5-1 trading plans, or through privately negotiated transactions, block transactions, or other techniques in accordance with prevailing market conditions and the requirements of the Securities and Exchange Commission. The Board's authorization is open-ended and does not establish a timeframe for the purchases. The Company is not obligated to acquire a particular number of shares, and the program may be discontinued at any time at the Company's discretion.

ITEM 5. Other Information

None of our directors or executive officers adopted or terminated a Rule 10b5-1 trading arrangement or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarter ended **March 31, September 30, 2024**.

ITEM 6. EXHIBITS

(a) Exhibits

- 31.1 [Principal Executive Officer's Certification Pursuant to Rule 13a-14\(a\)/15d-14\(a\) and Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Principal Financial Officer's Certification Pursuant to Rule 13a-14\(a\)/15d-14\(a\) and Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32 [Principal Executive Officer and Principal Financial Officer Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101 The following materials from this Quarterly Report on Form 10-Q, formatted in Inline Extensible Business Reporting Language (iXBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Comprehensive Income, (iv) Condensed Consolidated Statements of Cash Flows, and (v) Notes to Unaudited Condensed Consolidated Financial Statements.
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

ALL OTHER ITEMS ARE INAPPLICABLE

SIGNATURES

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

STANDEX INTERNATIONAL CORPORATION

Date: **May 3, November 1, 2024**

/s/ ADEMIR SARCEVIC

Ademir Sarcevic

Vice President/Chief Financial Officer

Date: May 3, November 1, 2024

/s/ AMY GAGNON

Amy Gagnon

Vice President/Chief Accounting Officer

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EXHIBIT 31.1

RULE 13a-14(a) CERTIFICATION

I, David Dunbar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Standex International Corporation for the quarter ending March 31, 2024 September 30, 2024;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2024 November 1, 2024

/s/ David Dunbar

David Dunbar

RULE 13a-14(a) CERTIFICATION

I, Ademir Sarcevic, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Standex International Corporation for the quarter ending **March 31, 2024** September 30, 2024;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 3, 2024** November 1, 2024

/s/ Ademir Sarcevic

Ademir Sarcevic
Vice President/Chief Financial Officer

Certification

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(18 U.S.C. Sec. 1350)

With Respect to the Standex International Corporation

Quarterly Report on Form 10-Q

For the Fiscal Quarter Ended March 31, 2024September 30, 2024

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned Chief Executive Officer and Chief Financial Officer respectively of Standex International Corporation, a Delaware corporation (the "Company") do hereby certify that:

1. The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024September 30, 2024 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or 15(d) as applicable, of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 3, 2024November 1, 2024

/s/ *David Dunbar*

David Dunbar

Chief Executive Officer

Dated: May 3, 2024November 1, 2024

/s/ *Ademir Sarcevic*

Ademir Sarcevic

Chief Financial Officer

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