

**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 September 30, 2024

OR

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

For the transition period from ____ to ____

Commission File Number: 000-26926



ScanSource, Inc.

(Exact name of registrant as specified in its charter)

South Carolina

(State or other jurisdiction of incorporation or organization)

6 Logue Court

Greenville , South Carolina

(Address of principal executive offices)

57-0965380

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

29615

(Zip Code)

(864) 288-2432

(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, no par value	SCSC	NASDAQ Global Select Market

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

None.

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company.

See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

☒

Smaller reporting company

☐

Accelerated filer

☐

Emerging growth company

☐

Non-accelerated filer

☐

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 ☒

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

Class	Outstanding at November 4, 2024
Common Stock, no par value per share	0 shares

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FORWARD-LOOKING STATEMENTS

Forward-looking statements are included in the "Risk Factors," "Legal Proceedings," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Quantitative and Qualitative Disclosures About Market Risk" sections and elsewhere herein. Words such as "expects," "anticipates," "believes," "intends," "plans," "hopes," "forecasts," "seeks," "estimates," "goals," "projects," "strategy," "future," "likely," "may," "should," "will," and variations of such words and similar expressions generally identify such forward-looking statements. Any forward-looking statement made by us in this Form 10-Q is based only on information currently available to us and speaks only as of the date on which it is made. Except as may be required by law, we expressly disclaim any obligation to update these forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors including, but not limited to the following factors, which are neither presented in order of importance nor weighted: macroeconomic conditions, including potential prolonged economic weakness, inflation and supply chain challenges, the failure to manage and implement the Company's organic growth strategy, credit risks involving the Company's larger customers and suppliers, changes in interest and exchange rates and regulatory regimes impacting the Company's international operations, risk to the Company's business from a cyber attack, a failure of the Company's IT systems, failure to hire and retain quality employees, loss of the Company's major customers, relationships with the Company's key suppliers and sales partners or a termination or a significant modification of the terms under which it operates with such suppliers and sales partners, changes in the Company's operating strategy and other factors set forth in "Risk Factors" contained in our Annual Report on Form 10-K for the year ended June 30, 2024.

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

SCANSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(In thousands, except share information)

	September 30, 2024	June 30, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 145,044	\$ 185,460
Accounts receivable, less allowance of \$ 22,721 at September 30, 2024 and \$ 20,684 at June 30, 2024	567,127	581,523
Inventories	504,078	512,634
Prepaid expenses and other current assets	136,110	125,082
Total current assets	1,352,359	1,404,699
Property and equipment, net	32,940	33,501
Goodwill	232,856	206,301
Identifiable intangible assets, net	77,800	37,634
Deferred income taxes	17,490	19,902
Other non-current assets	73,064	76,995
Total assets	\$ 1,786,509	\$ 1,779,032
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 578,657	\$ 587,984
Accrued expenses and other current liabilities	69,326	65,616
Current portion of contingent consideration	1,911	—
Income taxes payable	6,376	7,895
Current portion of long-term debt	9,736	7,857
Total current liabilities	666,006	669,352
Long-term debt, net of current portion	133,913	136,149
Borrowings under revolving credit facility	—	50
Long-term portion of contingent consideration	15,289	—
Other long-term liabilities	50,408	49,226
Total liabilities	865,616	854,777
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value; 3,000,000 shares authorized, none issued	—	—
Common stock, no par value; 45,000,000 shares authorized, 24,005,107 and 24,243,848 shares issued and outstanding at September 30, 2024 and June 30, 2024, respectively	2,975	26,370
Retained earnings	1,030,712	1,013,738
Accumulated other comprehensive loss	(112,794)	(115,853)
Total shareholders' equity	920,893	924,255
Total liabilities and shareholders' equity	\$ 1,786,509	\$ 1,779,032

June 30, 2024 amounts are derived from audited consolidated financial statements.

See accompanying notes to these condensed consolidated financial statements.

SCANSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED INCOME STATEMENTS (UNAUDITED)
(In thousands, except per share data)

	Quarter ended September 30,	
	2024	2023
Net sales	\$ 775,580	\$ 876,305
Cost of goods sold	673,961	769,797
Gross profit	101,619	106,508
Selling, general and administrative expenses	71,706	75,436
Depreciation expense	2,857	2,795
Intangible amortization expense	4,358	4,193
Restructuring expense	5,068	—
Operating income	17,630	24,084
Interest expense	2,109	5,585
Interest income	(2,659)	(1,325)
Other (income) expense, net	(4,782)	677
Income before income taxes	22,962	19,147
Provision for income taxes	5,988	3,715
Net income	\$ 16,974	\$ 15,432
Per share data:		
Net income per common share, basic	\$ 0.70	\$ 0.62
Weighted-average shares outstanding, basic	24,147	24,886
Net income per common share, diluted	\$ 0.69	\$ 0.61
Weighted-average shares outstanding, diluted	24,646	25,178

See accompanying notes to these condensed consolidated financial statements.

SCANSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(In thousands)

	Quarter ended September 30,	
	2024	2023
Net income	\$ 16,974	\$ 15,432
Unrealized (loss) gain on hedged transaction, net of tax	(1,050)	153
Foreign currency translation adjustment	4,109	(6,890)
Comprehensive income	<u>\$ 20,033</u>	<u>\$ 8,695</u>

See accompanying notes to these condensed consolidated financial statements.

SCANSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(In thousands, except share information)

	Common Stock (Shares)	Common Stock (Amount)	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at June 30, 2024	24,243,848	\$ 26,370	\$ 1,013,738	\$ (115,853)	\$ 924,255
Net income	—	—	16,974	—	16,974
Unrealized loss on hedged transaction, net of tax	—	—	—	(1,050)	(1,050)
Foreign currency translation adjustment	—	—	—	4,109	4,109
Exercise of stock options and shares issued under share-based compensation plans, net of shares withheld for employee taxes	349,277	2,177	—	—	2,177
Common stock repurchased	(588,018)	(28,043)	—	—	(28,043)
Share-based compensation	—	2,471	—	—	2,471
Balance at September 30, 2024	<u>24,005,107</u>	<u>\$ 2,975</u>	<u>\$ 1,030,712</u>	<u>\$ (112,794)</u>	<u>\$ 920,893</u>

See accompanying notes to these condensed consolidated financial statements.

SCANSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)
(In thousands, except share information)

	Common Stock (Shares)	Common Stock (Amount)	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at June 30, 2023	24,844,203	\$ 58,241	\$ 936,678	\$ (89,621)	\$ 905,298
Net income	—	—	15,432	—	15,432
Unrealized gain on hedged transaction, net of tax	—	—	—	153	153
Foreign currency translation adjustment	—	—	—	(6,890)	(6,890)
Exercise of stock options and shares issued under share-based compensation plans, net of shares withheld for employee taxes	116,028	(1,510)	—	—	(1,510)
Share-based compensation	—	2,770	—	—	2,770
Balance at September 30, 2023	24,960,231	\$ 59,501	\$ 952,110	\$ (96,358)	\$ 915,253

See accompanying notes to these condensed consolidated financial statements.

SCANSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

	Three months ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net income	\$ 16,974	\$ 15,432
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,471	7,217
Amortization of debt issue costs	96	96
Provision for doubtful accounts	1,678	4,157
Share-based compensation	2,471	2,769
Deferred income taxes	2,433	1,303
Finance lease interest	25	15
Changes in operating assets and liabilities:		
Accounts receivable	20,606	53,284
Inventories	9,524	99,630
Prepaid expenses and other assets	(1,952)	(7,743)
Other non-current assets	3,285	11,227
Accounts payable	(17,002)	(70,292)
Accrued expenses and other liabilities	744	(21,764)
Income taxes payable	(1,523)	(1,798)
Net cash provided by operating activities	44,830	93,533
Cash flows from investing activities:		
Capital expenditures	(2,375)	(2,315)
Cash paid for business acquisitions, net of cash acquired	(56,849)	—
Net cash used in investing activities	(59,224)	(2,315)
Cash flows from financing activities:		
Borrowings on revolving credit, net of expenses	8,381	588,570
Repayments on revolving credit, net of expenses	(8,430)	(669,424)
Repayments on long-term debt	(357)	(938)
Repayments on finance lease obligation	(275)	(191)
Exercise of stock options	6,971	72
Taxes paid on settlement of equity awards	(4,794)	(1,582)
Common stock repurchased	(28,126)	—
Net cash used in financing activities	(26,630)	(83,493)
Effect of exchange rate changes on cash and cash equivalents	608	(1,256)
(Decrease) increase in cash and cash equivalents	(40,416)	6,469
Cash and cash equivalents at beginning of period	185,460	36,178
Cash and cash equivalents at end of period	\$ 145,044	\$ 42,647

See accompanying notes to these condensed consolidated financial statements.

SCANSOURCE, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

(1) Business and Summary of Significant Accounting Policies

Business Description

ScanSource, Inc. (together with its subsidiaries referred to as "the Company" or "ScanSource") is a leading hybrid distributor connecting devices to the cloud and accelerating growth for partners across hardware, Software as a Service ("SaaS"), connectivity and cloud. The Company brings technology solutions and services from the world's leading suppliers of mobility and barcode, point-of-sale ("POS"), payments, networking, security, unified communications and collaboration, connectivity and cloud services to market. The Company operates primarily in the United States, Canada and Brazil. The Company's two operating segments, Specialty Technology Solutions and Intelisys & Advisory, represent the different sales models the Company uses in executing its hybrid distribution growth strategy.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared by the Company's management in accordance with United States generally accepted accounting principles ("U.S. GAAP") for interim financial information and applicable rules and regulations of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. The unaudited condensed consolidated financial statements included herein contain all adjustments (consisting of normal recurring and non-recurring adjustments) that are, in the opinion of management, necessary to present fairly the financial position at September 30, 2024 and June 30, 2024, the results of operations for the quarters ended September 30, 2024 and 2023, the condensed consolidated statements of comprehensive income for the quarters ended September 30, 2024 and 2023, the condensed consolidated statements of shareholders' equity for the quarters ended September 30, 2024 and 2023 and the condensed consolidated statements of cash flows for the quarters ended September 30, 2024 and 2023. The results of operations for the quarter ended September 30, 2024 are not necessarily indicative of the results to be expected for a full year. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2024. Unless otherwise indicated, disclosures provided in the notes to the Company's consolidated financial statements pertain to continuing operations only.

Segment Changes

Effective July 1, 2024, the Company realigned its operating segments to represent the different sales models it uses in executing its hybrid distribution growth strategy. The two realigned segments are Specialty Technology Solutions and Intelisys & Advisory. The Specialty Technology Solutions segment combines the Company's former segments, with the exception of the Company's Intelisys business. The Intelisys & Advisory segment includes the Intelisys and technology advisors businesses, including Channel Exchange (formerly known as intY USA), RPM and Resourcive. Both segments include recurring revenue.

The Company has reclassified certain prior year amounts in the segment results to conform with the current year presentation. These reclassifications had no effect on the condensed consolidated financial results. See Note 10 - *Segment Information* for descriptions of the Company's segments.

Summary of Significant Accounting Policies

There have been no material changes to the Company's significant accounting policies for the quarter ended September 30, 2024 from the policies described in the notes to the Company's consolidated financial statements included in the Annual Report on Form 10-K for the fiscal year ended June 30, 2024. For a discussion of the Company's significant accounting policies, please see the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2024.

Cash and Cash Equivalents

The Company considers all highly-liquid investments with original maturities of three months or less, when purchased, to be cash equivalents. The Company maintains zero-balance disbursement accounts at various financial institutions at which the Company does not maintain significant depository relationships. Due to the terms of the agreements governing these accounts, the Company generally does not have the right to offset outstanding checks written from these accounts against cash on hand, and the respective institutions are not legally obligated to honor the checks until sufficient funds are transferred to fund the checks. As a result, checks released but not yet cleared from these accounts in the amount of \$ 0.3 million and \$ 5.9 million are included in accounts payable on the condensed consolidated balance sheets at September 30, 2024 and June 30, 2024, respectively.

Long-lived Assets

The Company presents depreciation expense and intangible amortization expense on the condensed consolidated income statements. The Company's depreciation expense related to selling, general and administrative costs totaled \$ 2.9 million and \$ 2.8 million for the quarters ended September 30, 2024 and September 30, 2023, respectively. Depreciation expense reported as part of cost of goods sold on the condensed consolidated income statements totaled \$ 0.3 million and \$ 0.2 million for the quarters ended September 30, 2024 and September 30, 2023, respectively. The Company's intangible amortization expense reported on the condensed consolidated income statements relates to selling, general and administrative costs, not the cost of selling goods. Intangible amortization expense totaled \$ 4.4 million and \$ 4.2 million for the quarters ended September 30, 2024 and September 30, 2023, respectively.

Recent Accounting Pronouncements

In July 2023, the Securities and Exchange Commission issued final rules that require new and enhanced disclosures on cybersecurity risk management, strategy, governance, and incident reporting. Under the final rules, companies must report a material cybersecurity incident on Form 8-K within four business days of determining that such cybersecurity incident is material. To the extent the nature, scope, timing or the impact of the incident is not determinable at the time such Form 8-K is required to be filed, additional information about the material aspects of the cybersecurity incident must be filed on a Form 8-K/A within four business days after such additional information becomes available. Companies must also disclose their cybersecurity processes, management's role in cybersecurity governance, and cybersecurity oversight by the Board of Directors on Form 10-K. The Company adopted these rules for the fiscal year ended June 30, 2024.

In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." This ASU expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. This ASU is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. This ASU is applicable to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2025, and subsequent interim periods, with early application permitted. The Company is currently evaluating the impact of the application of this ASU on its consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." This ASU updates income tax disclosure requirements primarily by requiring specific categories and greater disaggregation within the rate reconciliation and disaggregation of income taxes paid by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024 and is applicable to the Company's fiscal year beginning July 1, 2025, with early application permitted. The Company is currently evaluating the impact of the application of this ASU on its consolidated financial statements and disclosures.

The Company has reviewed other newly issued accounting pronouncements and concluded that they are either not applicable to its business or that no material effect is expected on its consolidated financial statements as a result of future adoption.

(2) Trade Accounts and Notes Receivable, Net

The Company maintains an allowance for doubtful accounts receivable for estimated future expected credit losses resulting from customers' failure to make payments on accounts receivable due to the Company. The Company has notes receivable with certain customers, which are included in "Accounts receivable, less allowance" in the Condensed Consolidated Balance Sheets.

Management determines the estimate of the allowance for doubtful accounts receivable by considering a number of factors, including: (i) historical experience, (ii) aging of the accounts receivable, (iii) specific information obtained by the Company on

the financial condition and the current creditworthiness of its customers, (iv) the current economic and country-specific environment and (v) reasonable and supportable forecasts about collectability. Expected credit losses are estimated on a pool basis when similar risk characteristics exist using an age-based reserve model. Receivables that do not share risk characteristics are evaluated on an individual basis. Estimates of expected credit losses on trade receivables over the contractual life are recorded at inception and adjusted over the contractual life.

The changes in the allowance for doubtful accounts for the three months ended September 30, 2024 are set forth in the table below.

	June 30, 2024	Amounts Charged to Expense	Write-offs	Other ⁽¹⁾	September 30, 2024
	<i>(in thousands)</i>				
Trade accounts and current notes receivable allowance	\$ 20,684	\$ 1,678	\$ (153)	\$ 512	\$ 22,721

(1) "Other" amounts include recoveries and the effect of foreign currency fluctuations for the three months ended September 30, 2024.

(3) Revenue Recognition

The Company provides technology solutions and services from the leading global suppliers of mobility, barcode, POS, payments, physical security, unified communications, collaboration, connectivity and cloud services. This includes hardware, related accessories and device configuration as well as software licenses, professional services and hardware support programs.

In determining the appropriate amount of revenue to recognize, the Company applies the following five-step model in accordance with ASC 606: (i) identify contracts with customers; (ii) identify performance obligations in the contracts; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations per the contracts; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company recognizes revenue as control of products and services are transferred to customers, which is generally at the point of shipment. The Company delivers products to customers in several ways, including: (i) shipment from a Company warehouse, (ii) drop-shipment directly from the supplier, or (iii) electronic delivery for non-physical products.

Principal versus Agent Considerations

The Company is the principal for sales of all hardware and certain software and services. The Company considers itself the principal in those transactions where it has control of the product or service before it is transferred to the customer. The Company recognizes the principal-associated revenue and cost of goods sold on a gross basis.

The Company is the agent for third-party service contracts, including product warranties and supplier-hosted software. These service contracts are sold separately from the products, and the Company often serves as the agent for the contract on behalf of the original equipment manufacturer. The Company's responsibility is to arrange for the provision of the specified service by the original equipment manufacturer, and the Company does not control the specified service before it is transferred to the customer. Because the Company acts as an agent, revenue is recognized net of cost at the time of sale. The Intelisys business operates under an agency model.

Variable Considerations

For certain transactions, products are sold with a right of return and may also provide other rebates or incentives, which are accounted for as variable consideration. The Company estimates a returns allowance based on historical experience and reduces revenue accordingly. The Company estimates the amount of variable consideration for rebates and incentives by using the expected value to be given to the customer and reduces the revenue by those estimated amounts. These estimates are reviewed and updated as necessary at the end of each reporting period.

Contract Balances

The Company records contract assets and liabilities for payments received from customers in advance of services performed. These assets and liabilities are the result of the sales of the Company's self-branded warranty programs and other transactions where control has not yet passed to the customer. These amounts are immaterial to the consolidated financial statements for the periods presented.

Disaggregation of Revenue

The following tables represent the Company's disaggregation of revenue:

Quarter ended September 30, 2024			
	Specialty Technology Solutions	Intelisys & Advisory	Total
	(in thousands)		
Revenue by product/service			
Products and services	\$ 740,734	\$ 833	\$ 741,567
Recurring revenue ^(a)	11,565	22,448	34,013
	<u>\$ 752,299</u>	<u>\$ 23,281</u>	<u>\$ 775,580</u>
Quarter ended September 30, 2023			
	Specialty Technology Solutions	Intelisys & Advisory	Total
	(in thousands)		
Revenue by product/service			
Products and services	\$ 846,835	\$ 839	\$ 847,674
Recurring revenue ^(a)	7,115	21,516	28,631
	<u>\$ 853,950</u>	<u>\$ 22,355</u>	<u>\$ 876,305</u>

(a) Recurring revenue represents revenue primarily from agency commissions, SaaS, subscriptions, and hardware rentals.

(4) Earnings Per Share

Basic earnings per share are computed by dividing net income by the weighted-average number of common shares outstanding. Diluted earnings per share are computed by dividing net income by the weighted-average number of common and potential common shares outstanding.

Quarter ended September 30,			
	2024	2023	
	(in thousands, except per share data)		
Numerator:			
Net income	\$ 16,974	\$ 15,432	
Denominator:			
Weighted-average shares, basic	24,147	24,886	
Dilutive effect of share-based payments	499	292	
Weighted-average shares, diluted	<u>24,646</u>	<u>25,178</u>	
Net income per common share, basic	<u>\$ 0.70</u>	<u>\$ 0.62</u>	
Net income per common share, diluted	<u>\$ 0.69</u>	<u>\$ 0.61</u>	

For the quarters ended September 30, 2024 and 2023, weighted-average shares outstanding excluded from the computation of diluted earnings per share because their effect would be anti-dilutive were 109,450 and 854,893 , respectively.

(5) Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss, net of tax are as follows:

	September 30, 2024	June 30, 2024
	<i>(in thousands)</i>	
Foreign currency translation adjustment	\$ (113,777)	\$ (117,885)
Unrealized gain on hedged transaction, net of tax	983	2,032
Accumulated other comprehensive loss	<u>\$ (112,794)</u>	<u>\$ (115,853)</u>

The tax effect of amounts in comprehensive loss reflect a tax benefit as follows:

	Quarter ended September 30,	
	2024	2023
	<i>(in thousands)</i>	
Tax benefit	<u>\$ (363)</u>	<u>\$ (54)</u>

(6) Goodwill and Other Identifiable Intangible Assets

The changes in the carrying amount of goodwill for the three months ended September 30, 2024, by reporting segment, are set forth in the table below.

	Specialty Technology Solutions	Intelisys & Advisory	Total
	<i>(in thousands)</i>		
Balance at June 30, 2024	\$ 146,108	\$ 60,193	\$ 206,301
Additions	16,048	9,078	25,126
Foreign currency translation adjustment	245	1,184	1,429
Balance at September 30, 2024	<u>\$ 162,401</u>	<u>\$ 70,455</u>	<u>\$ 232,856</u>

The following table shows changes in the amount recognized for net identifiable intangible assets for the three months ended September 30, 2024.

	Net Identifiable Intangible Assets
	<i>(in thousands)</i>
Balance at June 30, 2024	\$ 37,634
Additions	44,500
Amortization expense	(4,358)
Foreign currency translation adjustment	24
Balance at September 30, 2024	<u>\$ 77,800</u>

(7) Short-Term Borrowings and Long-Term Debt

The following table presents the Company's debt at September 30, 2024 and June 30, 2024.

	September 30, 2024	June 30, 2024
	<i>(in thousands)</i>	
Current portion of long-term debt	\$ 9,736	\$ 7,857
Mississippi revenue bond, net of current portion	2,663	3,024
Senior secured term loan facility, net of current portion	131,250	133,125
Borrowings under revolving credit facility	—	50
Total debt	<u>\$ 143,649</u>	<u>\$ 144,056</u>

Credit Facility

The Company has a multi-currency senior secured credit facility (as amended, the "Amended Credit Agreement") with JPMorgan Chase Bank N.A., as administrative agent (the "Administrative Agent"), and a syndicate of banks (collectively the "Lenders"). On September 28, 2022, the Company amended and restated the Amended Credit Agreement, which includes (i) a five-year, \$ 350 million multicurrency senior secured revolving credit facility and (ii) a five-year \$ 150 million senior secured term loan facility. The Amended Credit Agreement extended the credit facility maturity date to September 28, 2027. In addition, pursuant to an "accordion feature," the Company may increase its borrowing limit by up to an additional \$ 250 million, subject to obtaining additional credit commitments from the lenders participating in the increase. The Amended Credit Agreement allows for the issuance of up to \$ 50 million for letters of credit. Borrowings under the Amended Credit Agreement are guaranteed by substantially all of the domestic subsidiaries of the Company and secured by their assets. Under the terms of the revolving credit facility, the payment of cash dividends is restricted. The Company incurred debt issuance costs of \$ 1.4 million in connection with the amendment and restatement of the Amended Credit Agreement. These costs were capitalized to other non-current assets on the Condensed Consolidated Balance Sheets and added to the unamortized debt issuance costs from the previous credit facility.

Loans denominated in U.S. dollars, other than swingline loans, bear interest at a rate per annum equal to, at the Company's option, (i) the adjusted term Secured Overnight Financing Rate ("SOFR") or adjusted daily simple SOFR plus an additional margin ranging from 1.00 % to 1.75 % depending upon the Company's ratio of (A) total consolidated debt less up to \$ 30 million of unrestricted domestic cash to (B) trailing four-quarter consolidated EBITDA measured as of the end of the most recent year or quarter, as applicable, for which financial statements have been delivered to the Lenders (the "leverage ratio"); or (ii) the alternate base rate plus an additional margin ranging from 0 % to 0.75 %, depending upon the Company's leverage ratio, plus, if applicable, certain mandatory costs. All swingline loans denominated in U.S. dollars bear interest based upon the adjusted daily simple SOFR plus an additional margin ranging from 1.00 % to 1.75 % depending upon the Company's leverage ratio, or such other rate as the Company and the applicable swingline lender may agree. The adjusted term SOFR and adjusted daily simple SOFR include a fixed credit adjustment of 0.10 % over the applicable SOFR reference rate. Loans denominated in foreign currencies bear interest at a rate per annum equal to the applicable benchmark rate set forth in the Amended Credit Agreement plus an additional margin ranging from 1.00 % to 1.75 %, depending upon the Company's leverage ratio plus, if applicable, certain mandatory costs.

During the quarter ended September 30, 2024, all of the Company's borrowings under the Amended Credit Agreement were U.S. dollar loans. The spread in effect as of September 30, 2024 was 1.00 %, plus a 0.10 % credit spread adjustment for SOFR-based loans and 0.00 % for alternate base rate loans. The commitment fee rate in effect at September 30, 2024 was 0.15 %. The effective interest rates for the term loan were 5.95 % and 6.44 % as of September 30, 2024 and June 30, 2024, respectively. The Amended Credit Agreement includes customary representations, warranties and affirmative and negative covenants, including financial covenants. Specifically, the Company's Leverage Ratio must be less than or equal to 3.50 to 1.00 at all times. In addition, the Company's Interest Coverage Ratio (as such term is defined in the Amended Credit Agreement) must be at least 3.00 to 1.00 at the end of each fiscal quarter. In the event of a default, customary remedies are available to the lenders, including acceleration and increased interest rates. The Company was in compliance with all covenants under the Amended Credit Agreement at September 30, 2024.

The average daily outstanding balance on the revolving credit facility, excluding the term loan facility, during the three month periods ended September 30, 2024 and 2023 was \$ 144.0 million and \$ 200.9 million, respectively. There was \$ 350.0 million and \$ 349.9 million available for additional borrowings as of September 30, 2024 and June 30, 2024, respectively. The effective interest rates for the revolving line of credit were 5.95 % and 6.44 % as of September 30, 2024 and June 30, 2024, respectively. There were no letters of credit issued under the multi-currency revolving credit facility at September 30, 2024 or June 30, 2024.

Mississippi Revenue Bond

On August 1, 2007, the Company entered into an agreement with the State of Mississippi to provide financing for the acquisition and installation of certain equipment to be utilized at the Company's Southaven, Mississippi warehouse, through the issuance of an industrial development revenue bond. The bond matures on September 1, 2032. The bond accrues interest at the one-month term SOFR plus an adjustment of 0.10 % plus a spread of 0.85 %. The agreement also provides the bondholder with a put option, exercisable only within 180 days of each fifth anniversary of the agreement, requiring the Company to pay back the bonds at 100 % of the principal amount outstanding. At September 30, 2024, the Company was in compliance with all covenants under this bond. The interest rates at September 30, 2024 and June 30, 2024 were 6.15 % and 6.28 %, respectively.

Debt Issuance Costs

At September 30, 2024, net debt issuance costs associated with the credit facility and bond totaled \$ 1.1 million and are being amortized on a straight-line basis through the maturity date of each respective debt instrument.

(8) Derivatives and Hedging Activities

The Company's results of operations could be materially impacted by significant changes in foreign currency exchange rates and interest rates. In an effort to manage the exposure to these risks, the Company periodically enters into various derivative instruments. The Company's accounting policies for these instruments are based on whether the instruments are designated as hedge or non-hedge instruments in accordance with U.S. GAAP. The Company records all derivatives on the Condensed Consolidated Balance Sheet at fair value. Derivatives that are not designated as hedging instruments or the ineffective portions of cash flow hedges are adjusted to fair value through earnings in other income and expense.

Foreign Currency Derivatives – The Company conducts a portion of its business internationally in a variety of foreign currencies and is exposed to market risk for changes in foreign currency exchange rates. The Company attempts to hedge transaction exposures with natural offsets to the fullest extent possible and once these opportunities have been exhausted the Company uses currency options and forward contracts or other hedging instruments with third parties. These contracts will periodically hedge the exchange of various currencies, including the U.S. dollar, Brazilian real, euro, British pound and Canadian dollar.

The Company had contracts outstanding for purposes of managing cash flows with notional amounts of \$ 33.7 million and \$ 27.5 million for the exchange of foreign currencies at September 30, 2024 and June 30, 2024, respectively. To date, the Company has chosen not to designate these derivatives as hedging instruments, and accordingly, these instruments are adjusted to fair value through earnings in other income and expense. Summarized financial information related to these derivative contracts and changes in the underlying value of the foreign currency exposures included in the Condensed Consolidated Income Statements for the quarters ended September 30, 2024 and 2023 are as follows:

	Quarter ended September 30,	
	2024	2023
	(in thousands)	
Net foreign exchange derivative contract losses (gains)	\$ 941	\$ (368)
Net foreign currency transactional and re-measurement (gains) losses	(607)	1,064
Net foreign currency exchange losses	\$ 334	\$ 696

Net foreign currency exchange gains and losses consist of foreign currency transactional and functional currency re-measurements, offset by net foreign currency exchange contract gains and losses and are included in other income and expense. Foreign exchange gains and losses are generated as the result of fluctuations in the value of the U.S. dollar versus the Brazilian real and the Canadian dollar versus the U.S. dollar.

Interest Rates - The Company's earnings are also affected by changes in interest rates due to the impact those changes have on interest expense from floating rate debt instruments. The Company manages its exposure to changes in interest rates by using interest rate swaps to hedge this exposure and to achieve a desired proportion of fixed versus floating rate debt.

On April 30, 2019, the Company entered into an interest rate swap agreement to lock into a fixed LIBOR interest rate, which was amended on September 28, 2022, to change the reference rate from LIBOR to SOFR. The swap agreement has a notional amount of \$ 100.0 million, with a \$ 50.0 million tranche that matured on April 30, 2024 and a \$ 50.0 million tranche scheduled to mature April 30, 2026.

On March 31, 2023, the Company entered into an interest rate swap agreement to lock into a fixed SOFR interest rate with a notional amount of \$ 25 million and a maturity date of March 31, 2028.

These interest rate swap agreements are designated as cash flow hedges to hedge the variable rate interest payments on the revolving credit facility. Interest rate differentials paid or received under the swap agreements are recognized as adjustments to interest expense. To the extent the swaps are effective in offsetting the variability of the hedged cash flows, changes in the fair value of the swaps are not included in current earnings but are reported as other comprehensive income (loss). There was no ineffective portion to be recorded as an adjustment to earnings for the quarters ended September 30, 2024 and 2023.

The components of the cash flow hedge included in the Condensed Consolidated Statement of Comprehensive Income for the quarters ended September 30, 2024 and 2023, are as follows:

	Quarter ended September 30,	
	2024	2023
	<i>(in thousands)</i>	
Net interest income recognized as a result of interest rate swap	\$ (508)	\$ (759)
Unrealized (loss) gain in fair value of interest rate swap	(885)	974
Net (decrease) increase in accumulated other comprehensive income	(1,393)	215
Income tax effect	(343)	62
Net (decrease) increase in accumulated other comprehensive income, net of tax	\$ (1,050)	\$ 153

The Company used the following derivative instruments at September 30, 2024 and June 30, 2024, reflected in its Condensed Consolidated Balance Sheets, for the risk management purposes detailed above:

		September 30, 2024		June 30, 2024	
		Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments
Balance Sheet Location					
(in thousands)					
Derivative assets:					
Foreign exchange contracts	Prepaid expenses and other current assets	—	\$ 17	—	—
Foreign currency hedge	Prepaid expenses and other current assets	—	—	\$ 345	—
Interest rate swap agreement	Other non-current assets	\$ 1,305	—	\$ 2,698	—
Derivative liabilities:					
Foreign exchange contracts	Accrued expenses and other current liabilities	—	—	—	\$ 12
Foreign currency hedge	Accrued expenses and other current liabilities	\$ 53	—	—	—

(9) Fair Value of Financial Instruments

Accounting guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Under this guidance, the Company classifies certain assets and liabilities based on the fair value hierarchy, which aggregates fair value measured assets and liabilities based upon the following levels of inputs:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The assets and liabilities maintained by the Company that are required to be measured at fair value on a recurring basis include deferred compensation plan investments, forward foreign currency exchange contracts, foreign currency hedge agreements and interest rate swap agreements. The carrying value of debt is considered to approximate fair value, as the Company's debt instruments are indexed to a variable rate using the market approach (Level 2).

The following table summarizes the valuation of the Company's remaining assets and liabilities measured at fair value on a recurring basis at September 30, 2024:

		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	Total			
	(in thousands)			
Assets:				
Deferred compensation plan investments, current and non-current	\$ 32,176	\$ 32,176	\$ —	\$ —
Forward foreign currency exchange contracts	17	—	17	—
Interest rate swap agreement	1,305	—	1,305	—
Total assets at fair value	\$ 33,498	\$ 32,176	\$ 1,322	\$ —
Liabilities:				
Deferred compensation plan investments, current and non-current	\$ 32,176	\$ 32,176	\$ —	\$ —
Foreign currency hedge	53	—	53	—
Liability for contingent consideration, current and non-current	17,200	—	—	17,200
Total liabilities at fair value	\$ 49,429	\$ 32,176	\$ 53	\$ 17,200

The following table summarizes the valuation of the Company's remaining assets and liabilities measured at fair value on a recurring basis at June 30, 2024:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>(in thousands)</i>				
Assets:				
Deferred compensation plan investments, current and non-current	\$ 31,014	\$ 31,014	\$ —	\$ —
Foreign currency hedge	345	—	345	—
Interest rate swap agreement	2,698	—	2,698	—
Total assets at fair value	<u>\$ 34,057</u>	<u>\$ 31,014</u>	<u>\$ 3,043</u>	<u>\$ —</u>
Liabilities:				
Deferred compensation plan investments, current and non-current	\$ 31,014	\$ 31,014	\$ —	\$ —
Forward foreign currency exchange contracts	12	—	12	—
Total liabilities at fair value	<u>\$ 31,026</u>	<u>\$ 31,014</u>	<u>\$ 12</u>	<u>\$ —</u>

The investments in the deferred compensation plan are held in a "rabbi trust" and include mutual funds and cash equivalents for payment of non-qualified benefits for certain retired, terminated and active employees. These investments are recorded to prepaid expenses and other current assets or other non-current assets depending on their corresponding, anticipated distribution dates to recipients, which are reported in accrued expenses and other current liabilities or other long-term liabilities, respectively.

Derivative instruments, such as foreign currency forward contracts, are measured using the market approach on a recurring basis considering foreign currency spot rates and forward rates quoted by banks or foreign currency dealers and interest rates quoted by banks (Level 2). Fair values of interest rate swaps are measured using standard valuation models with inputs that can be derived from observable market transactions, including SOFR spot and forward rates (Level 2). Foreign currency contracts and interest rate swap agreements are classified in the Condensed Consolidated Balance Sheets as prepaid expenses and other non-current assets or accrued expenses and other long-term liabilities, depending on the respective instruments' favorable or unfavorable positions. See Note 8 - *Derivatives and Hedging Activities*.

The Company recorded a contingent consideration liability at the acquisition date of both Advantix and Resourcive. These liabilities represent the amounts payable to former owners, as outlined under the terms of the asset purchase agreements, based upon the achievement of a projected earnings before interest expense, taxes, depreciation and amortization, net of specific pro forma adjustments.

The fair values of amounts owed are recorded in current portion of contingent consideration and long-term portion of contingent consideration in the Company's Condensed Consolidated Balance Sheets. In accordance with ASC 805, the Company will revalue the contingent consideration liability at each reporting date through the last payment, with changes in the fair value of the contingent consideration reflected in the change in fair value of contingent consideration line item on the Company's Condensed Consolidated Income Statements that is included in the calculation of operating income. The fair value of the contingent consideration liability associated with future earnout payments is based on several factors, including but not limited to:

- estimated future results, net of pro forma adjustments set forth in the purchase agreements;
- a risk premium reflective of the Company's creditworthiness and market risk premium associated with the United States markets.

Advantix

Advantix Solutions Group, Inc ("Advantix") is part of the Specialty Technology Solutions segment. The fair value of the contingent consideration is determined using a static discounted cash flow model. The fair value of the liability for the contingent consideration related to Advantix recognized at September 30, 2024 was \$ 7.5 million, of which \$ 1.9 million is classified as current. The fair value at September 30, 2024 approximated the fair value recognized upon acquisition in August 2024, as such no change in fair value of contingent consideration was recognized in the Condensed Consolidated Income Statements. Earnout payments to the former owners of Advantix are payable based on results from fiscal year 2025 to fiscal year 2028.

Resourceive

Secure Path Networks, LLC dba Resourceive ("Resourceive") is part of the Intelisys & Advisory segment. The fair value of the contingent consideration for Resourceive is determined using a Monte Carlo simulation. The fair value of the liability for the contingent consideration related to Resourceive recognized at September 30, 2024 was \$ 9.7 million, all of which is classified as non-current and is due to the former owners of Resourceive during fiscal year 2027. The fair value at September 30, 2024 approximated the fair value recognized upon acquisition in August 2024, as such no change in fair value of contingent consideration was recognized in the Condensed Consolidated Income Statements.

Valuation techniques and significant observable inputs used in recurring Level 3 fair value measurements for the Company's contingent consideration liabilities related to Advantix and Resourceive at September 30, 2024 were as follows.

Acquisition	Reporting Period	Valuation Technique	Significant Unobservable Inputs	Weighted Average Rates
Advantix	September 30, 2024	Discounted cash flow	Adjusted EBITDA risk premium	15.7 %
			Adjusted EBITDA growth rate	19.8 %
Resourceive	September 30, 2024	Monte Carlo	Adjusted EBITDA risk premium	13.6 %
			Simulated commission growth percentage	23.7 %

(10) Segment Information

The Company is a leading provider of technology solutions and services to customers in specialty technology markets. The Company has two reportable segments based on sales model.

Specialty Technology Solutions Segment

The Specialty Technology Solutions segment operates primarily in the United States, Canada and Brazil and includes specialty technology solutions distributed through a wholesale sales model. The specialty technology solutions include the following:

- Mobility and barcode solutions - mobile computing, barcode scanners and imagers, radio frequency identification devices, barcode printing and related services, wireless enablement and connectivity tools;
- POS and payments solutions - POS systems, integrated POS software platforms, self-service kiosks including self-checkout, payment terminals and mobile payment devices;
- Security solutions - video surveillance and analytics, video management software and access control;
- Networking solutions - switching, routing and wireless products and software; and
- Communications and collaboration solutions - voice, video, communication platform integration and contact center solutions.

Intelisys & Advisory Segment

The Intelisys & Advisory segment operates primarily in the United States and distributes connectivity and cloud services through an agency sales model. The connectivity and cloud services include telecom, cable, Unified Communications as a Service (UCaaS), Contact Center as a Service (CCaaS), Infrastructure as a Service (IaaS), Software-Defined Wide-Area Network (SD-WAN) and other cloud services. This segment includes SaaS and subscription services, which the Company offers using digital tools and platforms.

Selected financial information for each business segment is presented below:

	Quarter ended	
	September 30,	
	2024	2023
	<i>(in thousands)</i>	
Sales:		
Specialty Technology Solutions	\$ 752,299	\$ 853,950
Intelisys & Advisory	23,281	22,355
	<u>\$ 775,580</u>	<u>\$ 876,305</u>
Depreciation and amortization:		
Specialty Technology Solutions	\$ 4,626	\$ 4,544
Intelisys & Advisory	2,125	1,954
Corporate	720	720
	<u>\$ 7,471</u>	<u>\$ 7,218</u>
Operating income (loss):		
Specialty Technology Solutions	\$ 16,738	\$ 17,636
Intelisys & Advisory	6,413	6,649
Corporate ^(a)	(5,521)	(201)
	<u>\$ 17,630</u>	<u>\$ 24,084</u>
Capital expenditures:		
Specialty Technology Solutions	\$ (2,228)	\$ (2,297)
Intelisys & Advisory	(147)	(18)
	<u>\$ (2,375)</u>	<u>\$ (2,315)</u>
Sales by Geography Category:		
United States and Canada	\$ 715,989	\$ 792,464
Brazil ^(b)	63,561	85,305
Less intercompany sales	(3,970)	(1,464)
	<u>\$ 775,580</u>	<u>\$ 876,305</u>

^(a) For the quarter ended September 30, 2024, the amounts shown above include restructuring expense, acquisition and divestiture expenses as well as cyberattack restoration costs. For the quarter ended September 30, 2023, the amounts above include cyberattack restoration costs.

^(b) Countries outside of Brazil represent \$ 0.1 million, or 0.2 % of sales, for the quarter ended September 30, 2024 and \$ 2.4 million, or 2.8 % of sales, for the quarter ended September 30, 2023.

	September 30, 2024	June 30, 2024
	<i>(in thousands)</i>	
Assets:		
Specialty Technology Solutions	\$ 1,563,728	\$ 1,499,146
Intelisys & Advisory	222,781	279,886
	<u>\$ 1,786,509</u>	<u>\$ 1,779,032</u>
Property and equipment, net by Geography Category:		
United States and Canada	\$ 19,836	\$ 21,613
Brazil	13,104	11,888
	<u>\$ 32,940</u>	<u>\$ 33,501</u>

(11) Leases

In accordance with Accounting Standards Codification ("ASC") 842, at contract inception the Company determines if a contract contains a lease by assessing whether the contract contains an identified asset and whether the Company has the ability to

control the asset. The Company also determines if the lease meets the classification criteria for an operating lease versus a finance lease under ASC 842. Substantially all of the Company's leases are operating leases for real estate, warehouse and office equipment ranging in duration from 1 year to 10 years. The Company has elected not to record short-term operating leases with an initial term of 12 months or less on the Condensed Consolidated Balance Sheets. Operating leases are recorded as other non-current assets, accrued expenses and other current liabilities and other long-term liabilities on the Condensed Consolidated Balance Sheets. The Company has finance leases for information technology equipment expiring through fiscal year 2028. Finance leases are recorded as property and equipment, net, accrued expenses and other current liabilities and other long-term liabilities on the Condensed Consolidated Balance Sheets. The gross amount of the balances recorded related to finance leases is immaterial to the condensed consolidated financial statements at September 30, 2024 and the consolidated financial statements at June 30, 2024.

Operating lease right-of-use assets and lease liabilities are recognized at the commencement date based on the net present value of future minimum lease payments over the lease term. The Company generally is not able to determine the rate implicit in its leases and has elected to apply an incremental borrowing rate as the discount rate for the present value determination, which is based on the Company's cost of borrowings for the relevant terms of each lease and geographical economic factors. Certain operating lease agreements contain options to extend or terminate the lease. The lease term used is adjusted for these options when the Company is reasonably certain it will exercise the option. Operating lease expense is recognized on a straight-line basis over the lease term. Variable lease payments not based on a rate or index, such as costs for common area maintenance, are expensed as incurred. Further, the Company has elected the practical expedient to recognize all lease and non-lease components as a single lease component, where applicable.

The following table presents amounts recorded on the Condensed Consolidated Balance Sheets related to operating leases at September 30, 2024 and June 30, 2024:

		September 30, 2024	June 30, 2024
Operating leases	Balance Sheet location	(in thousands)	
Operating lease right-of-use assets	Other non-current assets	\$ 10,574	\$ 9,057
Current operating lease liabilities	Accrued expenses and other current liabilities	\$ 3,810	\$ 3,398
Long-term operating lease liabilities	Other long-term liabilities	\$ 7,574	\$ 6,507

The following table presents amounts recorded in operating lease expense as part of selling general and administrative expenses on the Condensed Consolidated Income Statements during the quarters ended September 30, 2024 and 2023. Operating lease costs contain immaterial amounts of short-term lease costs for leases with an initial term of 12 months or less.

	Quarter ended September 30,	
	2024	2023
	(in thousands)	
Operating lease cost	\$ 1,121	\$ 1,209
Variable lease cost	332	383
	<u>\$ 1,453</u>	<u>\$ 1,592</u>

Supplemental cash flow information related to the Company's operating leases for the three months ended September 30, 2024 and 2023 are presented in the table below:

	Quarter ended September 30,	
	2024	2023
	(in thousands)	
Cash paid for amounts in the measurement of lease liabilities	\$ 1,132	\$ 1,412
Right-of-use assets obtained in exchange for lease obligations	2,461	230

The weighted-average remaining lease term and discount rate at September 30, 2024 are presented in the table below:

	September 30, 2024
Weighted-average remaining lease term	3.11 years
Weighted-average discount rate	5.20 %

The following table presents the maturities of the Company's operating lease liabilities at September 30, 2024:

	Operating leases (in thousands)
2024	\$ 3,403
2025	4,198
2026	3,812
2027	1,412
2028	723
Thereafter	300
Total future payments	13,848
Less: amounts representing interest	2,464
Present value of lease payments	\$ 11,384

(12) Commitments and Contingencies

The Company is, from time to time, party to lawsuits arising out of operations. Although there can be no assurance, based upon information known to the Company, the Company believes that any liability resulting from an adverse determination of such lawsuits would not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

During the Company's due diligence for the Network1 acquisition completed in 2016, several pre-acquisition contingencies were identified regarding various Brazilian federal and state tax exposures. The Company recorded indemnification receivables that are reported gross of the pre-acquisition contingency liabilities as the funds were escrowed as part of the acquisition. The amount available after the impact of foreign currency translation for future pre-acquisition contingency settlements or to be released to the sellers was \$ 3.4 million and \$ 3.2 million at September 30, 2024 and June 30, 2024.

The table below summarizes the balances and line item presentation of Network1's pre-acquisition contingencies and corresponding indemnification receivables in the Company's Condensed Consolidated Balance Sheets at September 30, 2024 and June 30, 2024:

	September 30, 2024	June 30, 2024
	Network1	
	(in thousands)	
Assets		
Prepaid expenses and other current assets	\$ 14	\$ 14
Other non-current assets	\$ 3,671	\$ 3,598
Liabilities		
Accrued expenses and other current liabilities	\$ 14	\$ 14
Other long-term liabilities	\$ 3,671	\$ 3,598

(13) Income Taxes

Income taxes for the quarters ended September 30, 2024 and 2023 have been included in the accompanying condensed consolidated financial statements using an estimated annual effective tax rate. In addition to applying the estimated annual effective tax rate to pre-tax income, the Company includes certain items treated as discrete events to arrive at an estimated overall tax provision. During the quarter ended September 30, 2024, a discrete net tax benefit of \$ 0.8 million was recorded, which is attributable to stock compensation. During the quarter ended September 30, 2023, a discrete net tax benefit of \$ 1.5 million was recorded for additional foreign tax credits permitted as a result of the issuance of IRS Notice 2023-55.

The Company's effective tax rate of 26.1 % for the quarter ended September 30, 2024, differs from the current federal statutory rate of 21% primarily as a result of income derived from tax jurisdictions with varying income tax rates, discrete items, nondeductible expenses and state income taxes. The Company's effective tax rate was 19.4 % for the quarter ended September 30, 2023.

As of September 30, 2024, the Company is not permanently reinvested with respect to all earnings generated by foreign operations. The Company has determined that there is no material deferred tax liability for federal, state and withholding tax related to undistributed earnings. During the three months ended September 30, 2024, foreign subsidiaries did not repatriate cash to the United States. There is no certainty to the timing of any future distributions of such earnings to the U.S. in whole or in part.

The Company had approximately \$ 1.1 million of total gross unrecognized tax benefits at September 30, 2024 and June 30, 2024. Of this total at September 30, 2024, approximately \$ 0.9 million represents the amount of unrecognized tax benefits that are permanent in nature and, if recognized, would affect the annual effective tax rate. The Company does not believe that the total amount of unrecognized tax benefits will significantly increase or decrease within twelve months of the reporting date.

The Company's policy is to recognize interest and penalties related to income tax matters in income tax expense. At September 30, 2024 and June 30, 2024, the Company had approximately \$ 1.3 million accrued for interest and penalties.

The Company conducts business globally and one or more of its subsidiaries files income tax returns in the U.S. federal, various state, local and foreign jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities in countries and states in which it operates. With certain exceptions, the Company is no longer subject to federal, state and local or non-U.S. income tax examinations by tax authorities for the years before June 30, 2019.

(14) Restructurings

In January 2024 and September 2024, as part of a strategic review of organizational structure and operations, the Company executed cost reduction and restructuring programs to align our cost structure with demand expectations in our business. The actions taken in January 2024 and September 2024 are expected to result in approximately \$ 10.0 million and \$ 10.5 million in annualized savings in selling, general and administrative expenses, respectively.

The following table presents the restructuring and employee separation costs incurred for the quarters ended September 30, 2024 and 2023:

	Quarter ended September 30,	
	2024	2023
	(in thousands)	
Employee separation and benefit costs	\$ 5,068	\$ —

For the quarter ended September 30, 2024, all restructuring costs are recognized in the Corporate reporting unit and have not been allocated to the Specialty Technology Solutions or Intelisys & Advisory segments.

Accrued restructuring costs are included in accrued expenses and other current liabilities on the Condensed Consolidated Balance Sheets. The following table represents activity for the three months ended September 30, 2024:

	Accrued Expenses	
	(in thousands)	
Balance at June 30, 2024	\$	1,629
Charged to expense		5,068
Cash payments		(2,078)
Balance at September 30, 2024	\$	<u>4,619</u>

The remaining balance as of September 30, 2024 of \$ 4.6 million is expected to be paid through the third quarter of fiscal year 2027.

(15) Acquisitions

On August 8, 2024, ScanSource acquired Resourcive, a leading technology advisor. Resourcive delivers strategic IT sourcing solutions to mid-market and enterprise businesses, advising clients on value creation strategies that are enabled by technology. On August 15, 2024, ScanSource acquired Advantix, a VAR-focused, managed connectivity experience provider specializing in wireless enablement solutions. The combined initial purchase price of these acquisitions, net of cash acquired, was approximately \$ 56.8 million. The Advantix acquisition is included in the Specialty Technology Solutions segment, and the Resourcive acquisition is included in the Intelisys & Advisory segment. Both acquisitions included future earnout payments, and the Company recorded contingent consideration liabilities at the acquisition dates representing the fair value of estimated amounts payable to former owners. See Note 9 - *Fair Value of Financial Instruments* for the related disclosures regarding the contingent consideration liabilities recognized in connection with these acquisitions.

The purchase prices were allocated to the assets acquired and liabilities assumed based on their estimated fair values on the transaction dates. Intangible assets acquired include trade names, customer relationships, and developed technology. See Note 6 - *Goodwill and Other Identifiable Intangible Assets* for the amounts of goodwill and intangible assets recognized in connection with these acquisitions. The allocation of the purchase prices to the assets and liabilities acquired, including the valuation of the identifiable intangible assets, has not been concluded as of the reporting date. The impact of these acquisitions was not material to the consolidated financial statements. The Company recognized \$ 0.4 million for the quarter ended September 30, 2024 in acquisition-related costs included in selling, general and administrative expenses on the Condensed Consolidated Income Statements.

(16) Business Sale

On December 19, 2023, the Company completed the sale of its UK-based intY business. The Company retained its CASCADE cloud services distribution platform which has been used to grow the Cisco and Microsoft subscription businesses in the United States and Brazil. Under the stock purchase agreement, the Company received proceeds of \$ 17.6 million in cash for the sale, net of cash transferred. The business sale resulted in a \$ 14.2 million gain on sale after considering the net assets sold. The impact of this sale was not material to the consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

ScanSource is a leading hybrid distributor connecting devices to the cloud and accelerating growth for customers and sales partners across hardware, SaaS, connectivity and cloud. We provide technology solutions and services from leading suppliers of mobility, barcode, POS, payments, physical security, networking, unified communications, collaboration, connectivity and cloud services to customers and sales partners located primarily in the United States, Canada and Brazil.

We operate our business under a management structure that enhances our specialty technology focus and hybrid distribution growth strategy. Our segments operate primarily in the United States, Canada and Brazil and are based on sales models:

- Specialty Technology Solutions
- Intelisys & Advisory

We offer hardware, SaaS, connectivity and cloud services from leading technology suppliers to customers and sales partners enabling solutions for end users' needs and challenges. We operate distribution facilities that support our United States and Canada business in Mississippi, California and Kentucky. Brazil distribution facilities are located in the Brazilian states of Paraná, Espírito Santo and Santa Catarina. We provide some of our digital products, which include SaaS and subscriptions, through our digital tools and platforms.

Recent Developments

On August 8, 2024, we completed the acquisition of Resourcive, a leading technology advisor. Resourcive delivers strategic IT sourcing solutions to mid-market and enterprise businesses, advising clients on value creation strategies that are enabled by technology.

On August 15, 2024, we completed the acquisition of Advantix, a VAR-focused, managed connectivity experience provider specializing in wireless enablement solutions.

In September 2024, as part of a strategic review of organizational structure and operations, the Company executed a cost reduction and restructuring program to align our cost structure with demand expectations in our hardware business. These actions are expected to result in approximately \$10.5 million in annualized savings in selling, general and administrative expenses.

Our Strategy

Our strategy is to drive sustainable, profitable growth by orchestrating hybrid technology solutions through a growing ecosystem of partners by leveraging our people, processes and tools. Our goal is to provide exceptional experiences for our customers, suppliers and employees through operational excellence. Our hybrid distribution strategy relies on a channel sales model to offer hardware, SaaS, connectivity and cloud services from leading technology suppliers to customers that solve end users' challenges. ScanSource enables customers to deliver solutions for their end users to address changing buying and consumption patterns. Our solutions may include a combination of offerings from multiple suppliers or give our customers access to additional services. As a trusted adviser to our customers, we provide solutions through our strong understanding of end user needs. We have plans to expand our investments in the agency channel in the near term.

Results of Operations

Net Sales

We have two reportable segments, which are based on sales channels. The following tables summarize our net sales results by operating segment and by geographic location for the quarters ended September 30, 2024 and 2023:

	Quarter ended September 30,				% Change, Constant Currency, Excluding Divestitures and Acquisitions ^(a)
Net Sales by Segment:	2024	2023	\$ Change	% Change	
	(in thousands)				
Specialty Technology Solutions	\$ 752,299	\$ 853,950	\$ (101,651)	(11.9) %	(11.1) %
Intelisys & Advisory	23,281	22,355	926	4.1 %	1.5 %
Total net sales	\$ 775,580	\$ 876,305	\$ (100,725)	(11.5) %	(10.7) %

^(a) A reconciliation of non-GAAP net sales in constant currency, excluding divestitures and acquisitions, is presented at the end of *Results of Operations*, under *Non-GAAP Financial Information*.

Specialty Technology Solutions

The Specialty Technology Solutions segment consists of sales to customers primarily in the United States, Canada and Brazil through value-added resellers. For the quarter ended September 30, 2024, net sales decreased \$101.7 million, or 11.9%, compared to the prior-year period. Excluding the foreign exchange positive impact and sales from divestitures and acquisitions, adjusted net sales decreased \$94.2 million, or 11.1%, for the quarter ended September 30, 2024, compared to the prior-year period. The decrease in net sales and adjusted net sales for the quarter is primarily due to continued soft demand in a more cautious technology spending environment.

Intelisys & Advisory

The Intelisys & Advisory segment consists of sales to sales partners primarily in the United States through technology services distributors and technology advisors. For the quarter ended September 30, 2024, net sales increased \$0.9 million, or 4.1%, compared to the prior-year period. Excluding the foreign exchange positive impact and sales from acquisitions, adjusted net sales increased \$0.3 million, or 1.5%, for the quarter ended September 30, 2024, compared to the prior-year period. The increase in net sales and adjusted net sales for the quarter is primarily due to higher Intelisys sales. Quarterly net billings for Intelisys increased 6% over the prior-year quarter to bring annualized net billings to approximately \$2.74 billion.

Net Sales by Geography:	Quarter ended September 30,				% Change, Constant Currency, Excluding Divestitures ^(a)
	2024	2023	\$ Change	% Change	
	(in thousands)				
United States and Canada	\$ 712,019	\$ 791,000	\$ (78,981)	(10.0) %	(10.5) %
Brazil ^(b)	63,561	85,305	(21,744)	(25.5) %	(13.0) %
Total net sales	\$ 775,580	\$ 876,305	\$ (100,725)	(11.5) %	(10.7) %

^(a) A reconciliation of non-GAAP net sales in constant currency is presented at the end of *Results of Operations* in the non-GAAP section.

^(b) Countries outside of Brazil represent \$0.1 million, or 0.2% of sales, for the quarter ended September 30, 2024 and \$2.4 million, or 2.8% of sales, for the quarter ended September 30, 2023.

Gross Profit

The following table summarizes our gross profit for the quarters ended September 30, 2024 and 2023:

	Quarter ended September 30,				% of Net Sales September 30,	
	2024	2023	\$ Change	% Change	2024	2023
	<i>(in thousands)</i>					
Specialty Technology Solutions	\$ 78,457	\$ 84,263	\$ (5,806)	(6.9) %	10.4 %	9.9 %
Intelisys & Advisory	23,162	22,245	917	4.1 %	99.5 %	99.5 %
Gross profit	<u>\$ 101,619</u>	<u>\$ 106,508</u>	<u>\$ (4,889)</u>	(4.6) %	13.1 %	12.2 %

Our gross profit is primarily affected by sales volume and gross margin mix. Gross margin mix is impacted by multiple factors, which include sales mix (proportion of sales of higher margin products or services relative to total sales), vendor program recognition (consisting of volume rebates, inventory price changes and purchase discounts) and freight costs. Increases in vendor program recognition decrease cost of goods sold, thereby increasing gross profit. Net sales derived from our Intelisys business contribute 100% to our gross profit dollars and margin as they have no associated cost of goods sold.

Specialty Technology Solutions

For the quarter ended September 30, 2024, gross profit dollars for the Specialty Technology Solutions segment declined \$5.8 million, or 6.9%, compared to the prior-year quarter. Lower sales volume, after considering the associated cost of goods sold, reduced gross profit dollars by \$9.2 million. Gross profit margin increased 45 basis points over the prior year quarter to 10.4%. Gross margin mix positively impacted gross profit by \$3.4 million largely due to higher vendor program recognition and favorable sales mix.

Intelisys & Advisory

For the quarter ended September 30, 2024, gross profit dollars for the Intelisys & Advisory segment increased \$0.9 million, or 4.1%, compared to the prior-year quarter. Higher sales volume increased gross profit dollars by \$0.9 million. Gross profit margin remained consistent at 99.5%.

Operating Expenses

The following table summarizes our operating expenses for the quarters ended September 30, 2024 and 2023:

	Quarter ended September 30,				% of Net Sales September 30,	
	2024	2023	\$ Change	% Change	2024	2023
	<i>(in thousands)</i>					
Selling, general and administrative expenses	\$ 71,706	\$ 75,436	\$ (3,730)	(4.9) %	9.2 %	8.6 %
Depreciation expense	2,857	2,795	62	2.2 %	0.4 %	0.3 %
Intangible amortization expense	4,358	4,193	165	3.9 %	0.6 %	0.5 %
Restructuring and other charges	5,068	—	5,068	100.0 %	0.7 %	0.0 %
Operating expenses	<u>\$ 83,989</u>	<u>\$ 82,424</u>	<u>\$ 1,565</u>	1.9 %	10.8 %	9.4 %

Selling, general and administrative expenses ("SG&A") decreased by \$3.7 million, or 4.9%, for the quarter ended September 30, 2024, compared to the prior-year period. The decrease for the quarter ended September 30, 2024 is primarily attributable to lower employee costs and reduced customer specific bad debt expenses in the United States and Canada.

Restructuring and other charges incurred of \$5.1 million during the quarter ended September 30, 2024 related to employee separation and benefit costs in connection with our expense reduction and restructuring plans implemented in September 2024.

Operating Income

The following table summarizes our operating income for the quarters ended September 30, 2024 and 2023:

	Quarter ended September 30,				% of Net Sales September 30,	
	2024	2023	\$ Change	% Change	2024	2023
	<i>(in thousands)</i>					
Specialty Technology Solutions	\$ 16,738	\$ 17,636	\$ (898)	(5.1) %	2.2 %	2.1 %
Intelisys & Advisory	6,413	6,649	(236)	(3.5) %	27.5 %	29.7 %
Corporate	(5,521)	(201)	(5,320)	nm*	nm*	nm*
Operating income	<u>\$ 17,630</u>	<u>\$ 24,084</u>	<u>\$ (6,454)</u>	(26.8) %	2.3 %	2.7 %

*nm - percentages are not meaningful

Specialty Technology Solutions

For the Specialty Technology Solutions segment, operating income decreased \$0.9 million, or 5.1%, for the quarter ended September 30, 2024, compared to the prior-year period. Operating margin remained at 2.2% for the quarters ended September 30, 2024 and September 30, 2023. The decrease in operating income for the quarter is primarily due to lower gross profits.

Intelisys & Advisory

For the Intelisys & Advisory segment, operating income decreased \$0.2 million, or 3.5%, for the quarter ended September 30, 2024 compared to the prior-year period. Operating margin decreased to 27.5% from 29.7% for the quarter ended September 30, 2024 primarily driven by higher employee expenses for the quarter.

Corporate

For the quarter ended September 30, 2024, Corporate incurred an operating loss of \$5.5 million which represents restructuring and acquisition-related costs.

Total Other (Income) Expense

The following table summarizes our total other (income) expense for the quarters ended September 30, 2024 and 2023:

	Quarter ended September 30,				% of Net Sales September 30,	
	2024	2023	\$ Change	% Change	2024	2023
	<i>(in thousands)</i>					
Interest expense	\$ 2,109	\$ 5,585	\$ (3,476)	(62.2) %	0.3 %	0.6 %
Interest income	(2,659)	(1,325)	(1,334)	100.7 %	(0.3)%	(0.2)%
Net foreign exchange losses	334	696	(362)	(52.0) %	0.0 %	0.1 %
Other, net	(5,116)	(19)	(5,097)	nm*	(0.7)%	(0.0)%
Total other (income) expense, net	<u>\$ (5,332)</u>	<u>\$ 4,937</u>	<u>\$ (10,269)</u>	(208.0) %	(0.7)%	0.6 %

*nm - percentages are not meaningful

Interest expense consists primarily of interest incurred on borrowings, non-utilization fees charged on the revolving credit facility and amortization of debt issuance costs. Interest expense decreased for the quarter ended September 30, 2024 compared to the prior-year period, primarily from lower average borrowings on our multi-currency revolving credit facility.

Interest income increased for the quarter ended September 30, 2024 primarily from interest earned on higher cash balances in the United States.

Net foreign exchange gains and losses consist of foreign currency transactional and functional currency re-measurements, offset by net foreign exchange forward contracts gains and losses. Foreign exchange gains and losses are generated as the result of fluctuations in the value of the U.S. dollar versus the Brazilian real, the Canadian dollar versus the U.S. dollar, the euro versus the U.S. dollar, and the British pound versus the U.S. dollar. We partially offset foreign currency exposure with the use of foreign exchange contracts to hedge against these exposures. The costs associated with foreign exchange forward contracts are included in the net foreign exchange losses.

For the three months ended September 30, 2024, we recognized a \$5.1 million gain as a result of an insurance recovery in connection with the cybersecurity attack in the fourth quarter of fiscal year 2023.

Provision for Income Taxes

For the quarter ended September 30, 2024, income tax expense was \$6.0 million reflecting an effective tax rate of 26.1%. In comparison, for the quarter ended September 30, 2023, income tax expense was \$3.7 million reflecting an effective tax rate of 19.4%. The increase in the effective tax rate for the quarter is primarily due to a decrease in non-taxable income and discrete items. We expect the effective tax rate, excluding discrete items, for fiscal year 2025 to be approximately 28.9% to 29.9%. See Note 13 - Income Taxes to the Notes to Consolidated Financial Statements for further discussion.

Non-GAAP Financial Information

Evaluating Financial Condition and Operating Performance

In addition to disclosing results that are determined in accordance with United States generally accepted accounting principles ("US GAAP" or "GAAP"), we also disclose certain non-GAAP financial measures. These measures include non-GAAP operating income; non-GAAP pre-tax income; non-GAAP net income; non-GAAP EPS; adjusted earnings before interest expense, income taxes, depreciation, and amortization ("adjusted EBITDA"); adjusted return on invested capital ("adjusted ROIC"); and constant currency. Constant currency is a measure that excludes the translation exchange impact from changes in foreign currency exchange rates between reporting periods. We use non-GAAP financial measures to better understand and evaluate performance, including comparisons from period to period.

These non-GAAP financial measures have limitations as analytical tools, and the non-GAAP financial measures that we report may not be comparable to similarly titled amounts reported by other companies. Analysis of results and outlook on a non-GAAP basis should be considered in addition to, and not in substitution for or as superior to, measurements of financial performance prepared in accordance with US GAAP.

Adjusted Return on Invested Capital

Adjusted ROIC assists us in comparing our performance over various reporting periods on a consistent basis because it removes from our operating results the impact of items that do not reflect our core operating performance. We believe the calculation of adjusted ROIC provides useful information to investors and is an additional relevant comparison of our performance during the year.

Adjusted EBITDA starts with net income and adds back interest expense, income tax expense, depreciation expense, amortization of intangible assets, share-based compensation expense, and other non-GAAP adjustments. Since adjusted EBITDA excludes some non-cash costs of investing in our business and people, we believe that adjusted EBITDA shows the profitability from our business operations more clearly.

We calculate adjusted ROIC as adjusted EBITDA, divided by invested capital. Invested capital is defined as average equity plus average daily funded interest-bearing debt for the period. The following table summarizes annualized adjusted ROIC for the quarters ended September 30, 2024 and 2023, respectively:

	Quarter ended September 30,	
	2024	2023
Adjusted return on invested capital ratio, annualized ^(a)	13.3 %	11.0 %

(a) The annualized EBITDA amount is divided by days in the quarter times 365 days per year, or 366 days for leap year. There were 92 days in the current and prior-year quarter.

The components of this calculation and reconciliation to our financial statements are shown on the following schedule:

	Quarter ended September 30,	
	2024	2023
	(in thousands)	
Reconciliation of net income to adjusted EBITDA:		
Net income (GAAP)	\$ 16,974	\$ 15,432
Plus: Interest expense	2,109	5,585
Plus: Income taxes	5,988	3,715
Plus: Depreciation and amortization	7,471	7,217
EBITDA (non-GAAP)	32,542	31,949
Plus: Share-based compensation	2,471	2,769
Plus: Acquisition and divestiture costs	377	—
Plus: Cyberattack restoration costs	76	201
Plus: Restructuring costs	5,068	—
Plus: Insurance recovery, net of payments	(4,868)	—
Adjusted EBITDA (numerator for adjusted ROIC) (non-GAAP)	\$ 35,666	\$ 34,919
	Quarter ended September 30,	
	2024	2023
	(in thousands)	
Invested capital calculations:		
Equity – beginning of the quarter	\$ 924,254	\$ 905,298
Equity – end of the quarter	920,893	915,253
Plus: Share-based compensation, net	1,856	2,068
Plus: Cyberattack restoration costs, net	57	150
Plus: Acquisition and divestiture costs ^(a)	377	—
Plus: Restructuring, net	3,818	—
Plus: Insurance recovery, net of payments	(3,667)	—
Average equity	923,794	911,385
Average funded debt ^(b)	144,020	352,897
Invested capital (denominator for adjusted ROIC) (non-GAAP)	\$ 1,067,814	\$ 1,264,282

(a) Acquisition and divestiture costs are generally non-deductible for tax purposes.

(b) Average funded debt is calculated as the daily average amounts outstanding on our short-term and long-term interest-bearing debt.

Net Sales in Constant Currency Excluding Acquisitions and Divestitures

We make references to “constant currency,” a non-GAAP performance measure that excludes the foreign exchange rate impact from fluctuations in the average foreign exchange rates between reporting periods. Constant currency is calculated by translating current period results from currencies other than the U.S. dollar into U.S. dollars using the comparable average foreign exchange rates from the prior year period. We also exclude the impact of acquisitions or divestitures prior to the first full year of operations from the acquisition or divestiture date in order to show net sales results on an organic basis. This information is provided to analyze underlying trends without the translation impact of fluctuations in foreign currency rates and the impact of acquisitions and divestitures. Below we show organic growth by providing a non-GAAP reconciliation of net sales in constant currency excluding acquisitions and divestitures:

Net Sales by Segment:

	Quarter ended September 30,			
	2024	2023	\$ Change	% Change
Specialty Technology Solutions:				
	(in thousands)			
Net sales, reported	\$ 752,299	\$ 853,950	\$ (101,651)	(11.9)%
Foreign exchange impact ^(a)	8,645	—		
Less: Divestitures	—	(2,282)		
Less: Acquisitions	(3,512)	—		
Non-GAAP net sales	\$ 757,432	\$ 851,668	\$ (94,236)	(11.1)%
Intelisys & Advisory:				
Net sales, reported	\$ 23,281	\$ 22,355	\$ 926	4.1 %
Foreign exchange impact ^(a)	(3)	—		
Less: Acquisitions	(577)	—		
Non-GAAP net sales	\$ 22,701	\$ 22,355	\$ 346	1.5 %
Consolidated:				
Net sales, reported	\$ 775,580	\$ 876,305	\$ (100,725)	(11.5)%
Foreign exchange impact ^(a)	8,642	—		
Less: Divestitures	—	(2,282)		
Less: Acquisitions	(4,089)	—		
Non-GAAP net sales	\$ 780,133	\$ 874,023	\$ (93,890)	(10.7)%

^(a) Year-over-year net sales growth rate excluding the translation impact of changes in foreign currency exchange rates. Calculated by translating the net sales for the quarter ended September 30, 2024 into U.S. dollars using the average foreign exchange rates for the quarter ended September 30, 2023.

Net Sales by Geography:

	Quarter ended September 30,			
	2024	2023	\$ Change	% Change
United States and Canada:				
	<i>(in thousands)</i>			
Net sales, as reported	\$ 712,019	\$ 791,000	\$ (78,981)	(10.0)%
Less: Acquisitions	(4,089)	—		
Non-GAAP Net sales	<u>\$ 707,930</u>	<u>\$ 791,000</u>	\$ (83,070)	(10.5)%
Brazil:				
Net sales, reported ^(a)	\$ 63,561	\$ 85,305	\$ (21,744)	(25.5)%
Foreign exchange impact ^(b)	8,642	—		
Less: Divestitures	—	(2,282)		
Non-GAAP net sales, constant currency	<u>\$ 72,203</u>	<u>\$ 83,023</u>	\$ (10,820)	(13.0)%
Consolidated:				
Net sales, reported ^(a)	\$ 775,580	\$ 876,305	\$ (100,725)	(11.5)%
Foreign exchange impact ^(b)	8,642	—		
Less: Divestitures	—	(2,282)		
Less: Acquisitions	(4,089)	—		
Non-GAAP net sales, constant currency	<u>\$ 780,133</u>	<u>\$ 874,023</u>	\$ (93,890)	(10.7)%

(a) Countries outside of Brazil represent \$0.1 million, or 0.2% of sales, for the quarter ended September 30, 2024 and \$2.4 million, or 2.8% of sales, for the quarter ended September 30, 2023.

(b) Year-over-year net sales growth rate excluding the translation impact of changes in foreign currency exchange rates. Calculated by translating the net sales for the quarter ended September 30, 2024 into U.S. dollars using the average foreign exchange rates for the quarter ended September 30, 2023.

Operating Income by Segment:

	Quarter ended September 30,				% of Net Sales September 30,	
	2024	2023	\$ Change	% Change	2024	2023
Specialty Technology Solutions:						
	<i>(in thousands)</i>					
GAAP operating income	\$ 16,738	\$ 17,636	\$ (898)	(5.1)%	2.2 %	2.1 %
Adjustments:						
Amortization of intangible assets	2,276	2,277	(1)			
Restructuring costs	—	—	—			
Non-GAAP operating income	\$ 19,014	\$ 19,913	\$ (899)	(4.5)%	2.5 %	2.3 %
Intelisys & Advisory:						
GAAP operating income	\$ 6,413	\$ 6,649	\$ (236)	(3.5)%	27.5 %	29.7 %
Adjustments:						
Amortization of intangible assets	2,082	1,916	166			
Restructuring costs	—	—	—			
Non-GAAP operating income	\$ 8,495	\$ 8,565	\$ (70)	(0.8)%	36.5 %	38.3 %
Corporate:						
GAAP operating loss	\$ (5,521)	\$ (201)	\$ (5,320)	nm*	nm*	nm*
Adjustments:						
Acquisition and divestiture costs	377	—	377			
Restructuring costs	5,068	—	5,068			
Cyberattack restoration costs	76	201	(125)			
Non-GAAP operating income	\$ —	\$ —	\$ —	nm*	nm*	nm*
Consolidated:						
GAAP operating income	\$ 17,630	\$ 24,084	\$ (6,454)	(26.8)%	2.3 %	2.7 %
Adjustments:						
Amortization of intangible assets	4,358	4,193	165			
Acquisition and divestiture costs	377	—	377			
Restructuring costs	5,068	—	5,068			
Cyberattack restoration costs	76	201	(125)			
Non-GAAP operating income	\$ 27,509	\$ 28,478	\$ (969)	(3.4)%	3.5 %	3.2 %

Additional Non-GAAP Metrics

To evaluate current period performance on a more consistent basis with prior periods, we disclose non-GAAP SG&A expenses, non-GAAP operating income, non-GAAP pre-tax income, non-GAAP net income and non-GAAP diluted earnings per share. Non-GAAP results exclude amortization of intangible assets related to divestitures, cyberattack restoration costs and other non-GAAP adjustments. These year-over-year metrics include the translation impact of changes in foreign currency exchange rates. These metrics are useful in assessing and understanding our operating performance, especially when comparing results with previous periods or forecasting performance for future periods. Below we provide a non-GAAP reconciliation of the aforementioned metrics adjusted for the costs and charges mentioned above:

Quarter ended September 30, 2024														
	GAAP Measure	Intangible amortization expense	Acquisition and Divestiture costs ^(a)	Restructuring costs	Insurance recovery	Cyberattack restoration costs	Non-GAAP measure							
(in thousands, except per share data)														
SG&A expenses	\$	71,706	\$	—	\$	(377)	\$	—	\$	(76)	\$	71,253		
Operating income		17,630		4,358		377		5,068		—		76	27,509	
Pre-tax income		22,962		4,358		377		5,068		(4,868)		76	27,973	
Net income		16,974		3,264		377		3,818		(3,667)		57	20,823	
Diluted EPS	\$	0.69	\$	0.13	\$	0.02	\$	0.15	\$	(0.15)	\$	—	\$	0.84

Quarter ended September 30, 2023														
	GAAP Measure	Intangible amortization expense	Acquisition and Divestiture costs ^(a)	Restructuring costs	Insurance recovery	Cyberattack restoration costs	Non-GAAP measure							
(in thousands, except per share data)														
SG&A expenses	\$	75,436	\$	—	\$	—	\$	—	\$	(201)	\$	75,235		
Operating income		24,084		4,193		—		—		—		201	28,478	
Pre-tax income		19,147		4,193		—		—		—		201	23,541	
Net income		15,432		3,146		—		—		—		150	18,728	
Diluted EPS	\$	0.61	\$	0.12	\$	—	\$	—	\$	—	\$	0.01	\$	0.74

(a) Acquisition and divestiture costs for the quarters ended September 30, 2024 and 2023 are generally nondeductible for tax purposes.

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows from operations and borrowings under our \$350 million revolving credit facility. Our business requires significant investment in working capital, particularly accounts receivable and inventory, partially financed through our accounts payable to vendors, cash generated from operations and revolving lines of credit. In general, as our sales volume increases, our net investment in working capital increases, which typically results in decreased cash flow from operating activities. Conversely, when sales volume decreases, our net investment in working capital typically decreases, which typically results in increased cash flow from operating activities.

Our cash and cash equivalents balance totaled \$145.0 million at September 30, 2024, compared to \$185.5 million at June 30, 2024, including \$32.6 million and \$20.0 million held outside of the United States at September 30, 2024 and June 30, 2024, respectively. Checks released but not yet cleared in the amount of \$0.3 million and \$5.9 million are included in accounts payable at September 30, 2024 and June 30, 2024, respectively.

We conduct business primarily in the United States, Canada and Brazil where we generate and use cash. We provide for United States income taxes from the earnings of our Canadian and Brazilian subsidiaries. See Note 13 - *Income Taxes* in the Notes to the Consolidated Financial Statements for further discussion.

Our net investment in working capital, defined as accounts receivable plus inventories less accounts payable, decreased \$13.6 million to \$492.5 million at September 30, 2024 from \$506.2 million at June 30, 2024, primarily from decreases in inventory and accounts receivable, partially offset by lower accounts payable, as a result of lower sales volume reflecting the results of our multi-quarter working capital improvement plan. Our net investment in working capital is affected by several factors such as fluctuations in sales volume, net income, timing of collections from customers, increases and decreases to inventory levels and payments to vendors.

	Three months ended	
	September 30,	
	2024	2023
	(in thousands)	
Cash provided by (used in):		
Operating activities	\$ 44,830	\$ 93,533
Investing activities	(59,224)	(2,315)
Financing activities	(26,630)	(83,493)

Operating cash flows are subject to variability period over period as a result of the timing of payments related to accounts receivable, accounts payable, and other working capital items. Net cash provided by operating activities was \$44.8 million and \$93.5 million for the three months ended September 30, 2024 and September 30, 2023, respectively. Cash provided by operating activities for the three months ended September 30, 2024 is primarily attributable to net income adjusted for non-cash items plus reductions in accounts receivable and inventory partially offset by a reduction in accounts payable. Compared to September 30, 2023, accounts receivable and inventory decreased 18.0% and 23.2% respectively, while accounts payable decreased 6.3%.

The number of days sales outstanding ("DSO") was 66 days at September 30, 2024, compared to 71 days at June 30, 2024 and 71 days at September 30, 2023. Inventory turned 5.3 times during the quarter ended September 30, 2024, compared to 5.0 times during the quarter ended June 30, 2024 and 4.4 times in the prior-year quarter ended September 30, 2023.

Cash used in investing activities for the three months ended September 30, 2024 was \$59.2 million, compared to \$2.3 million used in investing activities in the prior-year period. Cash used in investing activities for the three months ended September 30, 2024 is largely due to cash paid for acquisitions and capital expenditures. Cash used in investing activities for the three months ended September 30, 2023 represents capital expenditures.

Management expects capital expenditures for fiscal year 2025 to range from \$10.0 million to \$15.0 million, primarily for IT investments.

For the three months ended September 30, 2024 and September 30, 2023, cash used in financing activities totaled \$26.6 million and \$83.5 million, respectively. Cash used in financing activities for the three months ended September 30, 2024 is primarily attributable to common stock repurchases in the quarter. Cash used in financing activities for the three months ended September 30, 2023 is primarily attributable to net borrowings on the revolving credit facility.

Credit Facility

We have a multi-currency senior secured credit facility with JPMorgan Chase Bank N.A., as administrative agent, and a syndicate of banks (as amended, the "Amended Credit Agreement"). On September 28, 2022, we amended and restated our Amended Credit Agreement, which includes (i) a five-year, \$350 million multicurrency senior secured revolving credit facility and (ii) a five-year \$150 million senior secured term loan facility. The Amended Credit Agreement extended the credit facility maturity date to September 28, 2027. In addition, pursuant to an "accordion feature," we may increase our borrowing limits up to an additional \$250 million, subject to obtaining additional credit commitments from the lenders participating in the increase. The Amended Credit Agreement allows for the issuance of up to \$50 million for letters of credit. Borrowings under the Amended Credit Agreement are guaranteed by substantially all of our domestic subsidiaries and secured by substantially all of our domestic assets. Under the terms of the revolving credit facility, the payment of cash dividends is restricted. We incurred debt issuance costs of \$1.4 million in connection with the amendment and restatement of the Amended Credit Agreement. These costs were capitalized to other non-current assets on the Condensed Consolidated Balance Sheets and added to the unamortized debt issuance costs from the previous credit facility.

Loans denominated in U.S. dollars, other than swingline loans, bear interest at a rate per annum equal to, at our option, (i) the adjusted term SOFR or adjusted daily simple SOFR plus an additional margin ranging from 1.00% to 1.75% depending upon our ratio of (A) total consolidated debt less up to \$30 million of unrestricted domestic cash to (B) trailing four-quarter consolidated EBITDA measured as of the end of the most recent year or quarter, as applicable, for which financial statements have been delivered to the Lenders (the "leverage ratio"); or (ii) the alternate base rate plus an additional margin ranging from 0% to 0.75%, depending upon our leverage ratio, plus, if applicable, certain mandatory costs. All swingline loans denominated in U.S. dollars bear interest based upon the adjusted daily simple SOFR plus an additional margin ranging from 1.00% to 1.75% depending upon our leverage ratio, or such other rate as agreed upon with the applicable swingline lender. The adjusted term SOFR and adjusted daily simple SOFR include a fixed credit adjustment of 0.10% over the applicable SOFR reference rate. Loans denominated in foreign currencies bear interest at a rate per annum equal to the applicable benchmark rate set forth in the Amended Credit Agreement plus an additional margin ranging from 1.00% to 1.75%, depending upon our leverage ratio plus, if applicable, certain mandatory costs.

During the quarter ended September 30, 2024, our borrowings under the Amended Credit Agreement were U.S. dollar loans. The spread in effect as of September 30, 2024 was 1.00% for SOFR-based loans and 0.00% for alternate base rate loans. The commitment fee rate in effect at September 30, 2024 was 0.15%. The Amended Credit Agreement includes customary representations, warranties and affirmative and negative covenants, including financial covenants. Specifically, our Leverage Ratio must be less than or equal to 3.50 to 1.00 at all times. In addition, our Interest Coverage Ratio (as such term is defined in the Amended Credit Agreement) must be at least 3.00 to 1.00 at the end of each fiscal quarter. In the event of a default, customary remedies are available to the lenders, including acceleration and increased interest rates. We were in compliance with all covenants under the credit facility at September 30, 2024.

The average daily outstanding balance on the revolving credit facility, excluding the term loan facility, during the quarters ended September 30, 2024 and 2023 was \$144.0 million and \$200.9 million, respectively. There was \$350.0 million and \$349.9 million available for additional borrowings as of September 30, 2024 and June 30, 2024, respectively. The effective interest rates for the revolving line of credit were 5.95% and 6.44% as of September 30, 2024 and June 30, 2024, respectively. There were no letters of credit issued under the multi-currency revolving credit facility at September 30, 2024 or June 30, 2024. Availability to use this borrowing capacity depends upon, among other things, the levels of our Leverage Ratio and Interest Coverage Ratio, which, in turn, will depend upon (1) our Credit Facility Net Debt relative to our Credit Facility EBITDA and (2) Credit Facility EBITDA relative to total interest expense, respectively. As a result, our availability will increase if EBITDA increases (subject to the limit of the facility) and decrease if EBITDA decreases. While we were in compliance with the financial covenants contained in the Amended Credit Agreement as of September 30, 2024, and currently expect to continue to maintain such compliance, should we encounter difficulties, our historical relationship with our Amended Credit Agreement lending group has been strong and we anticipate their continued support of our long-term business.

Summary

We believe that our existing sources of liquidity, including cash resources and cash provided by operating activities, supplemented as necessary with funds under our credit agreements, will provide sufficient resources to meet our present and

future working capital and cash requirements for at least the next twelve months. We also believe that our longer-term working capital, planned expenditures and other general funding requirements will be satisfied through cash flows from operations and, to the extent necessary, from our borrowing facilities.

Accounting Standards Recently Issued

See Note 1 of the Notes to Condensed Consolidated Financial Statements for a full description of recent accounting pronouncements, including the anticipated dates of adoption and the effects on our consolidated financial position and results of operations.

Critical Accounting Policies and Estimates

Critical accounting policies are those that are important to our financial condition and require management's most difficult, subjective or complex judgments. Different amounts would be reported under different operating conditions or under alternative assumptions. See Management's Discussion and Analysis of Financial Condition and Results from Operations in our Annual Report on Form 10-K for the fiscal year ended June 30, 2023 for a complete discussion.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For a description of our market risks, see Part II, Item 7A. "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the fiscal year ended June 30, 2024. No material changes have occurred to our market risks since June 30, 2024.

Item 4. Controls and Procedures

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the effectiveness of our disclosure controls and procedures at September 30, 2024. Based on that evaluation, our management, including the CEO and CFO, concluded that our disclosure controls and procedures are effective at September 30, 2024. During the quarter ended September 30, 2024, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

The Company is, from time to time, party to lawsuits arising out of operations. Although there can be no assurance, based upon information known to us, we believe that any liability resulting from an adverse determination of such lawsuits would not have a material adverse effect on our financial condition or results of operations. For a description of our material legal proceedings, see Note 12 - *Commitments and Contingencies* in the notes to the condensed consolidated financial statements, which is incorporated herein by reference.

Item 1A. Risk Factors

In addition to the risk factors discussed in our other reports and statements that we file with the SEC, you should carefully consider the factors discussed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended June 30, 2024, which could materially affect our business, financial condition and/or future operating results.

There have been no material changes to the risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds*Share Repurchases*

In August 2021, our Board of Directors authorized a \$100 million share repurchase program all of which have been repurchased . In May 2024, our Board of Directors approved a new \$100.0 million share repurchase authorization. The authorization does not have any time limit.

The following table presents the share-repurchase activity for the quarter ended September 30, 2024 (in thousands except share and per share data):

Period	Total number of shares purchased ⁽¹⁾	Average price paid per share	Total number of shares purchased as part of the publicly announced plan or program	Approximate dollar value of shares that may yet be purchased under the plan or program
July 1 - 31, 2024	219,906	\$ 46.49	219,906	\$ 112,925,332
August 1- 31, 2024	318,748	\$ 48.42	219,963	\$ 102,274,946
September 1 - 30, 2024	148,267	\$ 47.50	148,149	\$ 95,237,613
Total	686,921		588,018	\$ 95,237,613

⁽¹⁾ Shares withheld from employees' stock-based awards to satisfy required tax withholding obligations totaled 98,785 for the month of August 2024 and 118 for the month of September 2024. There were no shares withheld during the month of July 2024.

Dividends

We have never declared or paid a cash dividend. Under the terms of our credit facility, the payment of cash dividends is restricted.

Item 5. Other Information

During the three months ended September 30, 2024, none of our directors or our officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act of 1933).

Item 6. Exhibits

Exhibit

Number

Description

31.1	Certification of the Chief Executive Officer, Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer, Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer, 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 our Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets at September 30, 2024 and June 30, 2024; (ii) the Condensed Consolidated Income Statements for the quarters ended September 30, 2024 and 2023; (iii) the Condensed Consolidated Statements of Comprehensive Income for the quarters ended September 30, 2024 and 2023; (iv) the Condensed Consolidated Statements of Shareholder's Equity at September 30, 2024 and 2023; (v) the Condensed Consolidated Statements of Cash Flows for the three months ended September 30, 2024 and 2023; and (vi) the Notes to the Condensed Consolidated Financial Statements. The instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL
104	Cover page Inline XBRL File (Included in Exhibit 101)

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.

ScanSource, Inc.

Date: November 7, 2024

/s/ MICHAEL L. BAUR

Michael L. Baur
Chair and Chief Executive Officer
(Principal Executive Officer)

Date: November 7, 2024

/s/ STEVE JONES

Steve Jones
Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)

Date: November 7, 2024

/s/ BRANDY FORD

Brandy Ford
Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)

Certification Pursuant to Rule 13a-14(a) or 15d-14(a)
of the Exchange Act, as adopted Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

I, Michael L. Baur, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ScanSource, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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 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.

/s/ MICHAEL L. BAUR

Michael L. Baur
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: November 7, 2024

Certification Pursuant to Rule 13a-14(a) or 15d-14(a)
of the Exchange Act, as adopted Pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

I, Steve Jones, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ScanSource, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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 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.

/s/ STEVE JONES

Steve Jones

Senior Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

Date: November 7, 2024

Certification of the Chief Executive Officer of ScanSource, Inc.
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to § 906
of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of ScanSource, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of §13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"); and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2024

/s/ MICHAEL L. BAUR

Michael L. Baur

Chairman and Chief Executive Officer

(Principal Executive Officer)

This certification is being furnished solely to comply with the provisions of § 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the accompanying Report, including for purposes of Section 18 of the Exchange Act, or as a separate disclosure document. A signed original of this written certification required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written certification required by Section 906, has been provided to the Company and will be rendered by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of the Chief Financial Officer of ScanSource, Inc.
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to § 906
of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of ScanSource, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of §13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"); and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2024

/s/ STEVE JONES

Steve Jones

Senior Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

This certification is being furnished solely to comply with the provisions of § 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the accompanying Report, including for purposes of Section 18 of the Exchange Act, or as a separate disclosure document. A signed original of this written certification required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written certification required by Section 906, has been provided to the Company and will be rendered by the Company and furnished to the Securities and Exchange Commission or its staff upon request.