

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 June 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: 001-33287

**INFORMATION SERVICES GROUP, INC.**

(Exact name of Registrant as specified in its charter)

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

**20-5261587**  
(I.R.S. Employer  
Identification No.)

**2187 Atlantic Street**  
**Stamford, CT 06902**  
(Address of principal executive offices and zip code)

**(203) 517-3100**  
(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
Shares of Common Stock, \$0.001 par value	III	The Nasdaq Stock Market LLC

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. (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐  
Emerging growth company ☐

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

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

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 July 31, 2024
Common Stock, \$0.001 par value	48,892,437 shares

**CAUTIONARY NOTE REGARDING  
FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “continue,” or the negative of such terms or other similar expressions. Our actual results may vary materially from those expected or anticipated in these forward-looking statements. The realization of such forward-looking statements may be impacted by certain important unanticipated factors. Because of these and other factors that may affect our operating results, past performance should not be considered as an indicator of future performance, and investors should not use historical results to anticipate results or trends in future periods. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements contained in this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise. Readers should carefully review the risk factors described in this and other documents that we file from time to time with the Securities and Exchange Commission, including the risks set forth in Part I, Item 1A “Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and subsequent Current Reports on Form 8-K and Quarterly Reports on Form 10-Q.

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

INFORMATION SERVICES GROUP, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited)  
(In thousands, except par value)

	June 30, 2024	December 31, 2023
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 11,801	\$ 22,636
Accounts receivable and contract assets, net of allowance of \$ 5,558 and \$5,288, respectively	80,909	82,117
Prepaid expenses and other current assets	9,606	8,091
Total current assets	102,316	112,844
Restricted cash	85	173
Furniture, fixtures and equipment, net	6,555	6,446
Right-of-use lease assets	6,388	7,473
Goodwill	97,158	97,232
Intangible assets, net	11,122	12,615
Deferred tax assets	6,772	4,775
Other assets	4,930	5,787
Total assets	\$ 235,326	\$ 247,345
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 8,622	\$ 11,302
Contract liabilities	8,892	9,521
Accrued expenses and other current liabilities	30,401	25,451
Total current liabilities	47,915	46,274
Long-term debt, net of current maturities	74,175	79,175
Deferred tax liabilities	2,540	2,384
Operating lease liabilities	4,283	5,287
Other liabilities	10,886	12,143
Total liabilities	139,799	145,263
Commitments and contingencies (Note 8)		
<b>Stockholders' equity</b>		
Preferred stock, \$0.001 par value; 10,000 shares authorized; none issued	—	—
Common stock, \$0.001 par value; 100,000 shares authorized; 49,658 shares issued and 48,903 outstanding at June 30, 2024 and 49,472 shares issued and 48,653 outstanding at December 31, 2023	50	49
Additional paid-in capital	211,854	217,684
Treasury stock (755 and 819 common shares, respectively, at cost)	(2,753)	(3,959)
Accumulated other comprehensive loss	(9,570)	(8,989)
Accumulated deficit	(104,054)	(102,703)
Total stockholders' equity	95,527	102,082
Total liabilities and stockholders' equity	\$ 235,326	\$ 247,345

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

**INFORMATION SERVICES GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**  
(Unaudited)  
(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
<b>Revenues</b>	<b>\$ 64,263</b>	<b>\$ 74,609</b>	<b>\$ 128,532</b>	<b>\$ 153,095</b>
<b>Operating expenses</b>				
Direct costs and expenses for advisors	38,908	45,847	79,954	95,016
Selling, general and administrative	20,083	22,330	44,171	43,000
Depreciation and amortization	1,622	1,569	3,127	3,166
Operating income	3,650	4,863	1,280	11,913
Interest income	222	97	479	181
Interest expense	(1,568)	(1,407)	(3,068)	(3,143)
Foreign currency transaction gain (loss)	13	156	6	(38)
Income (Loss) before taxes	2,317	3,709	(1,303)	8,913
Income tax provision	279	1,376	48	3,089
Net income (loss)	<u>\$ 2,038</u>	<u>\$ 2,333</u>	<u>\$ (1,351)</u>	<u>\$ 5,824</u>
Weighted average shares outstanding:				
Basic	48,798	48,476	48,645	48,457
Diluted	49,577	50,317	48,645	50,302
Earnings (loss) per share:				
Basic	<u>\$ 0.04</u>	<u>\$ 0.05</u>	<u>\$ (0.03)</u>	<u>\$ 0.12</u>
Diluted	<u>\$ 0.04</u>	<u>\$ 0.05</u>	<u>\$ (0.03)</u>	<u>\$ 0.12</u>
<b>Comprehensive (loss) income:</b>				
Net income (loss)	\$ 2,038	\$ 2,333	\$ (1,351)	\$ 5,824
Foreign currency translation gain (loss), net of tax (expense) benefit of \$(40), \$56, \$(90) and \$(42), respectively	73	(167)	(581)	156
Comprehensive income (loss)	<u>\$ 2,111</u>	<u>\$ 2,166</u>	<u>\$ (1,932)</u>	<u>\$ 5,980</u>

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

**INFORMATION SERVICES GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited)  
(In thousands)

	Common Stock		Additional	Treasury	Accumulated		Total
	Shares	Amount	Paid-in Capital	Stock	Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
<b>Balance March 31, 2024</b>	49,472	\$ 49	\$ 216,521	\$ (5,188)	\$ (9,643)	\$ (106,092)	\$ 95,647
Net income	—	—	—	—	—	2,038	2,038
Other comprehensive income	—	—	—	—	73	—	73
Treasury shares repurchased	—	—	—	(1,975)	—	—	(1,975)
Proceeds from issuance of employee stock purchase plan (ESPP) shares	—	—	(82)	344	—	—	262
Issuance of treasury shares for RSUs vested	—	—	(4,066)	4,066	—	—	0
Issuance of shares for Change 4 Growth	186	1	700	—	—	—	701
Accrued dividends on unvested shares	—	—	(4)	—	—	—	(4)
Dividend payable	—	—	(2,203)	—	—	—	(2,203)
Cash dividends paid to shareholders (\$0.045 per share)	—	—	(124)	—	—	—	(124)
Stock based compensation	—	—	1,112	—	—	—	1,112
<b>Balance June 30, 2024</b>	<u>49,658</u>	<u>\$ 50</u>	<u>\$ 211,854</u>	<u>\$ (2,753)</u>	<u>\$ (9,570)</u>	<u>\$ (104,054)</u>	<u>\$ 95,527</u>

	Common Stock		Additional	Treasury	Accumulated		Total
	Shares	Amount	Paid-in Capital	Stock	Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
<b>Balance December 31, 2023</b>	49,472	\$ 49	\$ 217,684	\$ (3,959)	\$ (8,989)	\$ (102,703)	\$ 102,082
Net loss	—	—	—	—	—	(1,351)	(1,351)
Other comprehensive loss	—	—	—	—	(581)	—	(581)
Treasury shares repurchased	—	—	—	(4,506)	—	—	(4,506)
Proceeds from issuance of ESPP shares	—	—	(124)	570	—	—	446
Issuance of treasury shares for RSUs vested	—	—	(5,142)	5,142	—	—	—
Issuance of shares for Change 4 Growth	186	1	700	—	—	—	701
Accrued dividends on unvested shares	—	—	100	—	—	—	100
Dividend payable	—	—	(2,203)	—	—	—	(2,203)
Cash dividends paid to shareholders (\$0.045 per share)	—	—	(2,522)	—	—	—	(2,522)
Stock based compensation	—	—	3,361	—	—	—	3,361
<b>Balance June 30, 2024</b>	<u>49,658</u>	<u>\$ 50</u>	<u>\$ 211,854</u>	<u>\$ (2,753)</u>	<u>\$ (9,570)</u>	<u>\$ (104,054)</u>	<u>\$ 95,527</u>

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

**INFORMATION SERVICES GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited)  
(In thousands)

	Common Stock		Additional	Treasury	Accumulated		Total
	Shares	Amount	Paid-in Capital	Stock	Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
<b>Balance March 31, 2023</b>	49,472	\$ 49	\$ 225,333	\$ (6,878)	\$ (9,354)	\$ (105,366)	\$ 103,784
Net income	—	—	—	—	—	2,333	2,333
Other comprehensive income	—	—	—	—	(167)	—	(167)
Treasury shares repurchased	—	—	—	(2,834)	—	—	(2,834)
Proceeds from issuance of ESPP shares	—	—	(132)	405	—	—	273
Issuance of treasury shares for RSUs vested	—	—	(4,179)	4,179	—	—	—
Accrued dividends on unvested shares	—	—	(314)	—	—	—	(314)
Cash dividends paid to shareholders (\$0.045 per share)	—	—	(2,226)	—	—	—	(2,226)
Stock based compensation	—	—	2,612	—	—	—	2,612
<b>Balance June 30, 2023</b>	<u>49,472</u>	<u>\$ 49</u>	<u>\$ 221,094</u>	<u>\$ (5,128)</u>	<u>\$ (9,521)</u>	<u>\$ (103,033)</u>	<u>\$ 103,461</u>

	Common Stock		Additional	Treasury	Accumulated		Total
	Shares	Amount	Paid-in Capital	Stock	Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
<b>Balance December 31, 2022</b>	49,472	\$ 49	\$ 226,293	\$ (7,487)	\$ (9,677)	\$ (108,747)	\$ 100,431
Net income	—	—	—	—	—	5,824	5,824
Other comprehensive loss	—	—	—	—	156	—	156
Impact of change in accounting policy	—	—	—	—	—	(110)	(110)
Treasury shares repurchased	—	—	—	(3,531)	—	—	(3,531)
Proceeds from issuance of ESPP shares	—	—	(222)	702	—	—	480
Issuance of treasury shares for RSUs vested	—	—	(5,188)	5,188	—	—	—
Accrued dividends on unvested shares	—	—	(257)	—	—	—	(257)
Cash dividends paid to shareholders (\$0.085 per share)	—	—	(4,186)	—	—	—	(4,186)
Stock based compensation	—	—	4,654	—	—	—	4,654
<b>Balance June 30, 2023</b>	<u>49,472</u>	<u>\$ 49</u>	<u>\$ 221,094</u>	<u>\$ (5,128)</u>	<u>\$ (9,521)</u>	<u>\$ (103,033)</u>	<u>\$ 103,461</u>

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

INFORMATION SERVICES GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(In thousands)

	Six Months Ended June 30,	
	2024	2023
<b>Cash flows from operating activities</b>		
Net (loss) income	\$ (1,351)	\$ 5,824
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation expense	1,635	1,583
Amortization of intangible assets	1,492	1,583
Deferred tax expense from stock issuances	66	41
Write-off of deferred financing costs	—	379
Amortization of deferred financing costs	111	127
Stock-based compensation	3,361	4,654
Change in fair value of contingent consideration	57	51
Provisions for credit losses	559	464
Deferred tax (benefit) provision	(1,673)	67
Changes in operating assets and liabilities:		
Accounts receivable and contract assets	889	(7,411)
Prepaid expenses and other assets	28	(991)
Accounts payable	(2,899)	(7,119)
Contract liabilities	(629)	(157)
Accrued expenses and other liabilities	2,870	352
<b>Net cash provided by (used in) operating activities</b>	<b>4,516</b>	<b>(553)</b>
<b>Cash flows from investing activities</b>		
Purchase of furniture, fixtures and equipment	(1,914)	(969)
<b>Net cash used in investing activities</b>	<b>(1,914)</b>	<b>(969)</b>
<b>Cash flows from financing activities</b>		
Proceeds from revolving facility (Note 10)	5,000	79,175
Repayment of outstanding debt (Note 10)	(10,000)	(79,175)
Proceeds from issuance of employee stock purchase plan shares	446	480
Debt financing costs	—	(827)
Payments related to tax withholding for stock-based compensation	(1,491)	(1,537)
Payment of contingent consideration	(1,657)	(1,460)
Cash dividends paid to shareholders	(2,522)	(4,186)
Treasury shares repurchased	(3,000)	(1,994)
<b>Net cash used in financing activities</b>	<b>(13,224)</b>	<b>(9,524)</b>
<b>Effect of exchange rate changes on cash</b>	<b>(301)</b>	<b>114</b>
<b>Net decrease in cash, cash equivalents, and restricted cash</b>	<b>(10,923)</b>	<b>(10,932)</b>
<b>Cash, cash equivalents, and restricted cash, beginning of period</b>	<b>22,809</b>	<b>30,670</b>
<b>Cash, cash equivalents, and restricted cash, end of period</b>	<b>\$ 11,886</b>	<b>\$ 19,738</b>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for:		
Interest	\$ 2,829	\$ 2,405
Taxes, net of refunds	\$ 2,081	\$ 4,659
Non-cash investing and financing activities:		
Issuance of treasury stock for vested restricted stock units	\$ 5,142	\$ 5,188

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

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(tabular amounts in thousands, except per share data)**  
**(unaudited)**

**NOTE 1—DESCRIPTION OF ORGANIZATION AND BUSINESS OPERATIONS**

Information Services Group, Inc. (Nasdaq: IIG) (the “Company,” “ISG,” “we,” “us” or “our”) is a leading global technology research and advisory firm. A trusted business partner to more than 900 clients, including more than 75 of the top 100 enterprises in our markets, ISG is committed to helping corporations, public sector organizations and service and technology providers achieve operational excellence and faster growth. The Company specializes in digital transformation services, including automation, cloud and data analytics; sourcing advisory; managed governance and risk services; network carrier services; technology strategy and operations design; change management; market intelligence and technology research and analysis. Based in Stamford, Connecticut, ISG employs over 1,500 digital-ready professionals operating in more than 20 countries—a global team known for its innovative thinking, market influence, deep industry and technology expertise and world-class research and analytical capabilities based on the industry’s most comprehensive marketplace data. For more information, visit [www.isg-one.com](http://www.isg-one.com). The content on our website is available for informational purposes only. It should not be relied upon for investment purposes, nor is it incorporated by reference into this Form 10-Q or any other filings.

The Company was founded in 2006 with the strategic vision to become a high-growth, leading provider of information-based advisory services. We continue to believe that our vision will be realized through the acquisition, integration and successful operation of market-leading brands within the data, analytics and advisory industry.

**NOTE 2—BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial statements and pursuant to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments (consisting of normal recurring accruals) have been made that are considered necessary for a fair statement of the financial position of the Company as of June 30, 2024, the results of operations for the three and six months ended June 30, 2024 and 2023 and the cash flows for the six months ended June 30, 2024 and 2023. The condensed consolidated balance sheet as of December 31, 2023 has been derived from the Company’s audited consolidated financial statements. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

Certain information and disclosures normally included in the notes to annual financial statements prepared in accordance with GAAP have been omitted from these interim financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the financial statements for the fiscal year ended December 31, 2023, which are included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC.

**Out-of-Period Adjustment**

In conjunction with the Company’s close process for the second quarter of 2024, management identified a \$ 0.5 million error related to revenue incorrectly recognized during the third quarter of 2022. Accordingly, the Company recorded a \$0.5 million adjustment in the current period to reduce revenue. Management evaluated the pre-tax impact of this error of \$0.5 million on the Company’s previously reported interim and annual financial statements for Q3 2022 and full year 2022 and determined that the error was not material to any previously issued financial statements and that the out-of-period adjustment in June 30, 2024 for three and six months periods was not material to those periods and is not expected to be material to the forecasted 2024 annual period.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(tabular amounts in thousands, except per share data)**  
**(unaudited)**

**NOTE 3—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the periods reported. Actual results may differ from those estimates. The complexity of the estimation process and issues related to the assumptions, risks and uncertainties inherent in the application of the revenue recognition guidance for contracts in which control is transferred to the customer over time affect the amounts of revenues, expenses, contract assets and contract liabilities. Numerous internal and external factors can affect estimates. Estimates are also used for but are not limited to: allowance for credit losses, useful lives of furniture, fixtures and equipment and definite lived intangible assets, depreciation expense, fair value assumptions in evaluating goodwill for impairment, income taxes and deferred tax asset valuation and the valuation of stock-based compensation.

**Restricted Cash**

Restricted cash consists of cash and cash equivalents which the Company has committed for rent deposits and are not available for general corporate purposes.

**Fair Value**

The carrying value of the Company's cash and cash equivalents, receivables, accounts payable, other current liabilities and accrued interest approximated their fair values as of June 30, 2024 and December 31, 2023 due to the short-term nature of these accounts.

Fair value measurements were applied with respect to our nonfinancial assets and liabilities measured on a nonrecurring basis, which would consist of measurements primarily to goodwill, intangible assets and other long-lived assets and assets acquired and liabilities assumed in a business combination.

Fair value is the price that would be received upon a sale of an asset or paid upon a transfer of a liability in an orderly transaction between market participants at the measurement date (exit price). Market participants can use market data or assumptions in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market-corroborated or generally unobservable. The use of unobservable inputs is intended to allow for fair value determinations in situations where there is little, if any, market activity for the asset or liability at the measurement date. Under the fair-value hierarchy:

- Level 1 measurements include unadjusted quoted market prices for identical assets or liabilities in an active market;
- Level 2 measurements include quoted market prices for identical assets or liabilities in an active market that have been adjusted for items such as effects of restrictions for transferability and those that are not quoted but are observable through corroboration with observable market data, including quoted market prices for similar assets; and
- Level 3 measurements include those that are unobservable and of a highly subjective measure.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
(tabular amounts in thousands, except per share data)  
(unaudited)

The following tables summarize the assets and liabilities (as applicable) measured at fair value on a recurring basis at the dates indicated:

Basis of Fair Value Measurements				
June 30, 2024				
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents	\$ 99	\$ —	\$ —	\$ 99
Total	<u>\$ 99</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 99</u>
<b>Liabilities:</b>				
Contingent consideration <sup>(1)</sup>	\$ —	\$ —	\$ 3,594	\$ 3,594
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,594</u>	<u>\$ 3,594</u>

  

Basis of Fair Value Measurements				
December 31, 2023				
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents	\$ 7,067	\$ —	\$ —	\$ 7,067
Total	<u>\$ 7,067</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,067</u>
<b>Liabilities:</b>				
Contingent consideration <sup>(1)</sup>	\$ —	\$ —	\$ 5,894	\$ 5,894
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5,894</u>	<u>\$ 5,894</u>

<sup>(1)</sup> The current and noncurrent contingent consideration are included in "Accrued expenses and other current liabilities" and "Other liabilities," respectively, as of June 30, 2024 and December 31, 2023.

The following table represents the change in the contingent consideration liability during the six months ended June 30, 2024:

	Six Months Ended June 30, 2024
Beginning Balance	\$ 5,894
Change 4 Growth contingent consideration payment	(2,200)
Ventana contingent consideration payment	(157)
Accretion of contingent consideration	57
Ending Balance	<u>\$ 3,594</u>

The Company's accompanying unaudited condensed consolidated financial instruments include outstanding borrowings of approximately \$74.2 million and \$79.2 million as of June 30, 2024, and December 31, 2023, respectively, which are carried at amortized cost. The fair value of debt is classified within Level 3 of the fair value hierarchy. The fair value of the Company's outstanding borrowings was approximately \$74.8 million and \$79.8 million as of June 30, 2024 and December 31, 2023, respectively. The fair values of debt have been estimated using a discounted cash flow analysis based on the Company's incremental borrowing rate for similar borrowing arrangements. The incremental borrowing rate used to discount future cash flows was 7.4% and 6.9% as of June 30, 2024 and December 31, 2023, respectively. The Company also considered recent transactions of peer group companies for similar instruments with comparable terms and maturities as well as an analysis of current market conditions and interest rates.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(tabular amounts in thousands, except per share data)**  
**(unaudited)**

**Recently Issued Accounting Pronouncements**

*Income Taxes*

In December 2023, the Financial Accounting Standards Board ("FASB") issued updated guidance to enhance the transparency of income tax disclosure by requiring disaggregated information about an entity's effective tax rate reconciliation, as well as information on taxes paid. This updated guidance is effective for annual periods beginning after December 15, 2024. The Company is currently evaluating the impact on our consolidated financial statements.

*Segment Reporting*

In November 2023, the FASB issued amended guidance on segment reporting to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more decision-useful financial analyses. This amended guidance is effective for annual periods beginning after December 15, 2023 and interim periods beginning after December 15, 2024. The Company is currently evaluating the impact on our consolidated financial statements.

**NOTE 4—ACQUISITIONS**

*Ventana Research Acquisition*

On October 31, 2023, a subsidiary of the Company executed an Asset Purchase Agreement with Ventana Research, Inc. ("Ventana Research") and consummated the acquisition of substantially all assets, and assumed certain liabilities, of Ventana Research. The purchase price was comprised of \$1.0 million of cash consideration paid at closing. Ventana Research will also have the right to receive additional consideration paid via earn-out payments, if certain financial targets are met. At the agreement date, the Company estimated such earn-out payment would be \$1.7 million. Please see Note 8—Commitments and Contingencies—Ventana Research Contingent Consideration for more.

The following table summarizes the preliminary consideration transferred to acquire Ventana Research, Inc. and the amount of identified assets acquired, and liabilities assumed, as of the agreement date:

Cash	\$ 1,000
Contingent consideration	1,657
Total allocable purchase price	<u>\$ 2,657</u>

The business combination was accounted for under the acquisition method of accounting, and as such, the aggregate purchase price was allocated to the assets acquired, and liabilities assumed, based on estimated fair values as of the closing date. Based on the valuation and other factors as described above, the purchase price assigned to intangible assets were as follows:

Accounts receivable	\$ 404
Intangible assets	1,400
Contract liabilities	<u>(1,362)</u>
Net assets acquired	<u>\$ 442</u>
Goodwill	\$ 2,215

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
(tabular amounts in thousands, except per share data)  
(unaudited)

The primary factors that drove the goodwill recognized, the majority of which is deductible for tax purposes, were the inclusion of the legacy Ventana Research workforce and allowing the Company to penetrate an entirely new market sector for software technology vendors.

Costs associated with this acquisition are included in selling, general and administrative expense on the Form 10-K Consolidated Statements of Income and Comprehensive Income and totaled \$0.1 million during the year ended December 31, 2023. Based on the valuation and other factors as described above, the purchase price assigned to intangible assets and the amortization period was as follows:

	Purchase Price Allocation	Estimated Useful Lives
Amortizable intangible assets:		
Trademark and trade name	\$ 600	3 years
Customer relationships	700	7 years
Noncompete agreements	100	2 years
Total intangible assets	<u>\$ 1,400</u>	

*Change 4 Growth Acquisition*

On October 31, 2022, a subsidiary of the Company executed an Asset Purchase Agreement with Change 4 Growth, LLC ("Change 4 Growth") and consummated the acquisition of substantially all the assets, and assumed certain liabilities, of Change 4 Growth. The purchase price was comprised of \$3.8 million of cash consideration, \$0.6 million of shares of ISG common stock issued promptly after closing and Change 4 Growth will also have the right to receive additional consideration paid via earn-out payments, if certain financial targets are met. At the agreement date, the Company estimated such earn-out payment would be \$5.6 million. Please see Note 8—Commitments and Contingencies—Change 4 Growth Contingent Consideration for more.

The following table summarizes the consideration transferred to acquire Change 4 Growth and the amounts of identified assets acquired, and liabilities assumed, as of the agreement date:

Cash	\$ 3,450
Accrued working capital adjustment	378
ISG common stock	600
Contingent consideration	5,560
Total allocable purchase price	<u>\$ 9,988</u>

This acquisition was accounted for under the acquisition method of accounting, and as such, the aggregate purchase price was allocated to the assets acquired, and liabilities assumed, based on the fair values as of the closing date. Based on the valuation and other factors as described above, the purchase price assigned to intangible assets was as follows:

Accounts receivable and contract assets	\$ 1,841
Intangible assets	4,300
Accounts payable and accrued expense	(428)
Contract liabilities	(85)
Net assets acquired	<u>\$ 5,628</u>
Goodwill	\$ 4,360

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(tabular amounts in thousands, except per share data)**  
**(unaudited)**

The primary factors that drove the goodwill recognized, the majority of which is deductible for tax purposes, were the inclusion of the legacy Change 4 Growth workforce and associated organizational change management expertise to enhance and expand the offerings of the ISG Enterprise Change service line.

Costs associated with this acquisition are included in selling, general and administrative expense on the Form 10-K Consolidated Statements of Income and Comprehensive Income and totaled \$0.2 million during year ended December 31, 2022. Based on the valuation and other factors as described above, the purchase price assigned to intangible assets and the amortization period were as follows:

	<b>Purchase Price Allocation</b>	<b>Estimated Useful Lives</b>
Amortizable intangible assets:		
Trademark and trade name	\$ 1,100	3 years
Customer relationships	2,900	8 years
Noncompete agreements	300	2 years
Total intangible assets	<u>\$ 4,300</u>	

**NOTE 5—REVENUE**

The majority of our revenue is derived from contracts that can span from a few months to several years. We enter into contracts that can include various combinations of services, which, depending on contract type, are sometimes capable of being distinct. If services are determined to be distinct, they are accounted for as separate performance obligations. A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of account. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The majority of our contracts have a single performance obligation as the promise to transfer the individual services is not separately identifiable from other promises in the contracts and, therefore, is not distinct. For contracts with multiple performance obligations, we allocate the transaction price to each performance obligation using our best estimate of the standalone selling price, or SSP, of each distinct product or service in the contract. We establish SSP based on management's estimated selling price or observable prices of products or services sold separately in comparable circumstances to similar clients.

Our contracts may include promises to transfer multiple services and products to a client. Determining whether services and products are considered distinct performance obligations that should be accounted for separately versus together may require judgment.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
(tabular amounts in thousands, except per share data)  
(unaudited)

*Contract Balances*

The timing of revenue recognition, billings and cash collections result in billed accounts receivables, unbilled receivables (contract assets) and customer advances and deposits (contract liabilities). Our clients are billed based on the type of arrangement. A portion of our services is billed monthly based on hourly or daily rates. There are also client engagements in which we bill a fixed amount for our services. This may be one single amount covering the whole engagement or several amounts for various phases, functions or milestones. Generally, billing occurs subsequent to revenue recognition, resulting in contract assets. However, we sometimes receive advances or deposits before revenue is recognized, resulting in contract liabilities. Contract assets and liabilities are generally reported in the current assets and current liabilities sections of the consolidated balance sheet, at the end of each reporting period, based on the timing of the satisfaction of the related performance obligation(s). For multi-year software sales with annual invoicing, we perform a significant financing component calculation and recognize the associated interest income throughout the duration of the financing period. In addition, we reclassify the resulting contract asset balances as current and noncurrent receivables as receipt of the consideration is conditional only on the passage of time and there are no performance risk factors present. See the table below for a breakdown of contract assets and contract liabilities:

	June 30, 2024	December 31, 2023
Contract assets	\$ 26,287	\$ 30,176
Contract liabilities	\$ 8,892	\$ 9,521

Revenue recognized for the three and six months ended June 30, 2024 that was included in the contract liability balance at January 1, 2024 was \$1.9 million, and \$7.6 million respectively, and primarily representing revenue from our subscription contracts.

*Remaining Performance Obligations*

As of June 30, 2024, the Company had \$118.9 million of remaining performance obligations, the majority of which are expected to be satisfied within the next twelve months.

**NOTE 6—NET INCOME PER COMMON SHARE**

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that would share in the net income of the Company. For the three and six months ended June 30, 2024, 1.8 million and 4.7 million restricted stock units, respectively, and for the three and six months ended June 30, 2023, 0.6 million and 0.7 million restricted stock units, respectively, have not been considered in the diluted earnings per share calculation, as the effect would be anti-dilutive.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
(tabular amounts in thousands, except per share data)  
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The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
<b>Basic:</b>				
Net income (loss)	\$ 2,038	\$ 2,333	\$ (1,351)	\$ 5,824
Weighted average common shares	48,798	48,476	48,645	48,457
Earnings (loss) per share	\$ 0.04	\$ 0.05	\$ (0.03)	\$ 0.12
<b>Diluted:</b>				
Net income (loss)	\$ 2,038	\$ 2,333	\$ (1,351)	\$ 5,824
Basic weighted average common shares	48,798	48,476	48,645	48,457
Potential common shares	779	1,841	—	1,845
Diluted weighted average common shares	49,577	50,317	48,645	50,302
Diluted earnings (loss) per share	\$ 0.04	\$ 0.05	\$ (0.03)	\$ 0.12

**NOTE 7—INCOME TAXES**

The Company's effective tax rate for the three and six months ended June 30, 2024 was 12.0% and (3.7%), respectively, based on pretax income and loss of \$2.3 million and \$1.3 million, respectively. The Company's effective tax rate for the quarter ended June 30, 2024 was impacted by non-deductible expenses and earnings and losses in certain foreign jurisdictions. The Company's effective tax rate for the three and six months ended June 30, 2023 was 37.1% and 34.7%, respectively, based on pretax income of \$3.7 million and \$8.9 million, respectively. The Company's effective tax rate for the quarter ended June 30, 2023 was impacted by non-deductible expenses and earnings and losses in certain foreign jurisdictions and the impact of the vesting of restricted stock units.

The Company's provision (benefit) for income taxes during interim reporting periods has historically been calculated by applying an estimate of the annual effective tax rate for the full year to "ordinary" income or loss (pre-tax income or loss excluding unusual or infrequently occurring discrete items) for the reporting period. When projected "ordinary" income or loss for the full year is close to breakeven, the estimated annual effective tax rate can become volatile due to insignificant changes, resulting in an unreliable estimate of tax for the reporting period. In such instances, the Company will calculate the interim income tax provision or benefit using a discrete effective tax rate method, as allowed by ASC 740-270 "Income Taxes, Interim Reporting," based solely on the year-to-date pretax income or loss as adjusted for permanent differences on a pro rata basis.

For the second quarter ended June 30, 2024, the Company's projected "ordinary" income or loss for the full year was no longer close to breakeven, decreasing the volatility of the estimated annual effective tax rate resulting in a reliable estimate of tax for the reporting period to continue to estimate the income taxes during interim reporting periods has historically been. For the six months ended June 30, 2024, the Company projected "ordinary" income or loss for the full year was not close to breakeven, therefore, the estimated annual effective tax rate was not considered volatile due to small changes, resulting in a reliable estimate of tax for the reporting period, the Company decided to use the annual effective tax rate to calculate the income tax for interim period as well as the impact of earnings and loss in certain foreign jurisdiction and the impact of the vesting of restricted stock units.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
(tabular amounts in thousands, except per share data)  
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**NOTE 8—COMMITMENTS AND CONTINGENCIES**

The Company is subject to contingencies which arise through the ordinary course of business. All material liabilities of which management is aware are properly reflected in the financial statements as of June 30, 2024 and December 31, 2023.

**Ventana Research Contingent Consideration**

As of June 30, 2024, the Company has recorded a liability of \$ 1.5 million representing the estimated fair value of contingent consideration related to the acquisition of Ventana Research, of which \$0.8 million was classified as current and included in accrued expenses on the condensed consolidated balance sheet. The Company paid \$0.2 million in April 2024 related to 2023 performance.

**Change 4 Growth Contingent Consideration**

As of June 30, 2024, the Company has recorded a liability of \$ 2.0 million representing the estimated fair value of contingent consideration related to the acquisition of Change 4 Growth, of which \$2.0 million was classified as current and included in accrued expenses on the condensed consolidated balance sheet. The Company paid \$2.2 million in April 2024, which was comprised of \$1.5 million of cash consideration and \$0.7 million of shares of ISG common stock related to 2023 performance.

**NOTE 9—SEGMENT AND GEOGRAPHICAL INFORMATION**

The Company operates as one reportable segment consisting primarily of fact-based sourcing advisory services. The Company operates principally in the Americas, Europe and Asia Pacific.

Geographical revenue information for the segment is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
<b>Revenues</b>				
Americas	\$ 39,981	\$ 42,273	\$ 80,821	\$ 90,680
Europe	18,801	24,354	36,598	47,407
Asia Pacific	5,481	7,982	11,113	15,008
	<u>\$ 64,263</u>	<u>\$ 74,609</u>	<u>\$ 128,532</u>	<u>\$ 153,095</u>

The segregation of revenues by geographic region is based upon the location of the legal entity performing the services. The Company does not measure or monitor gross profit or operating income by geography or by service line for the purposes of making operating decisions or allocating resources.

**NOTE 10—FINANCING ARRANGEMENTS AND LONG-TERM DEBT**

On February 22, 2023, the Company amended and restated its senior secured credit facility to increase the revolving commitments per the revolving facility from \$54.0 million to \$140.0 million and eliminate its term loan (as further amended, the "2023 Credit Agreement"). The material terms under the 2023 Credit Agreement are as follows. Capitalized terms used but not defined herein have the meanings ascribed to them in the 2023 Credit Agreement:

- The revolving credit facility has a maturity date of February 22, 2028.

**INFORMATION SERVICES GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(tabular amounts in thousands, except per share data)**  
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- The credit facility is secured by all of the equity interests owned by the Company, and its direct and indirect domestic subsidiaries and, subject to agreed exceptions, the Company's direct and indirect "first-tier" foreign subsidiaries, and a perfected first priority security interest in all of the Company's and its direct and indirect domestic subsidiaries' tangible and intangible assets.
- The Company's direct and indirect existing and future wholly owned domestic subsidiaries serve as guarantors to the Company's obligations under the senior secured facility.
- At the Company's option, the credit facility bears interest at a rate per annum equal to either (i) the "Base Rate" (which is the highest of (a) the rate publicly announced from time to time by the administrative agent as its "prime rate", (b) the Federal Funds Rate plus 0.5% per annum and (c) Term SOFR, plus 1.0%), plus the applicable margin (as defined below), or (ii) Term SOFR (which is the Term SOFR screen rate for the relevant interest period plus a credit spread adjustment of 0.10%) as determined by the administrative agent, plus the applicable margin. The applicable margin is adjusted quarterly based upon the Company's consolidated leverage ratio. For the first six months of 2024, the applicable margin was increased to a percentage equal to 1% for the revolving loans maintained as Base Rate loans or 2% for the revolving loans maintained as Term SOFR loans.
- The senior secured credit facility contains a number of covenants that, among other things, place restrictions on matters customarily restricted in senior secured credit facilities, including restrictions on indebtedness (including guarantee obligations), liens, fundamental changes, sales or dispositions of property or assets, investments (including loans, advances, guarantees and acquisitions), transactions with affiliates, dividends and other payments in respect of capital stock, optional payments and modifications of other material debt instruments, negative pledges and agreements restricting subsidiary distributions and changes in line of business. In addition, the Company is required to comply with a consolidated leverage ratio and consolidated interest coverage ratio.
- The senior secured credit facility contains customary events of default, including cross-default to other material agreements, judgment default and change of control.

The Company's financial statements include outstanding borrowings of approximately \$ 74.2 million and \$79.2 million as of June 30, 2024 and December 31, 2023, respectively, which are carried at amortized cost. The fair value of debt is classified within Level 3 of the fair value hierarchy. The fair value of the Company's outstanding borrowings was approximately \$74.8 million and \$79.8 million as of June 30, 2024 and December 31, 2023, respectively. The fair values of debt have been estimated using a discounted cash flow analysis based on the Company's incremental borrowing rate for similar borrowing arrangements. The incremental borrowing rate used to discount future cash flows was 7.4% and 6.9% as of June 30, 2024 and December 31, 2023, respectively. The Company also considered recent transactions of peer group companies for similar instruments with comparable terms and maturities as well as an analysis of current market conditions and interest rates. During the six months ended June 30, 2024, the Company borrowed \$5.0 million and repaid \$10.0 million of the revolver loan. The Company is currently in compliance with its financial covenants.

**NOTE 11—SUBSEQUENT EVENTS**

On August 2, 2024, the Company's Board of Directors (the "Board") approved a third-quarter dividend of \$ 0.045 per share, payable October 4, 2024, to shareholders of record as of September 6, 2024. The dividends are accounted for as a decrease to Stockholders' Equity. All future dividends will be subject to the Board's approval.

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

You should read the following discussion and analysis in conjunction with our financial statements and related notes included elsewhere in this report. Except for historical information, the discussion in this report contains certain forward-looking statements that involve risks and uncertainties. We have based these forward-looking statements on our current expectations and assumptions about future events. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "predict," "potential," "continue," "expect," "anticipate," "future," "intend," "plan," "believe," "estimate," "forecast" and similar expressions (or the negative of such expressions). Forward-looking statements include, but are not limited to, statements concerning 2024 revenue growth rates and capital expenditures. Forward-looking statements are based on our beliefs as well as assumptions based on information currently available to us, including financial and operational information, the volatility of our stock price, current competitive conditions and the impact of wars, such as the war in Ukraine and the conflict in the Middle East. As a result, these statements are subject to various risks and uncertainties. For a discussion of material risks and uncertainties that the Company faces, see the discussion in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 titled "Risk Factors" and in this Quarterly Report on Form 10-Q under Item 1A of Part II, "Risk Factors."

### BUSINESS OVERVIEW

Information Services Group, Inc. (Nasdaq: III) (the "Company," "ISG," "we," "us" or "our") is a leading global technology research and advisory firm. A trusted business partner to over 900 clients, including more than 75 of the top 100 enterprises in our markets, ISG is committed to helping corporations, public sector organizations and service and technology providers achieve operational excellence and faster growth. The Company specializes in digital transformation services, including automation, cloud and data analytics; sourcing advisory; managed governance and risk services; network carrier services; technology strategy and operations design; change management; market intelligence and technology research and analysis. Founded in 2006, and based in Stamford, Connecticut, ISG employs approximately 1,500 digital-ready professionals operating in more than 20 countries—a global team known for its innovative thinking, market influence, deep industry and technology expertise and world-class research and analytical capabilities based on the industry's most comprehensive marketplace data. For more information, visit [www.isg-one.com](http://www.isg-one.com). The information on or accessible through our website is not part of and is not incorporated by reference into this Quarterly Report on Form 10-Q, and the inclusion of our website address in this Quarterly Report on Form 10-Q is only for reference.

Our strategy is to strengthen our existing market position and develop new services and products to support future growth plans. As a result, we are focused on growing our existing service model, expanding geographically, developing new industry sectors, productizing market data assets, expanding our managed services offerings and growing via acquisitions. Although we do not expect any adverse conditions that will impact our ability to execute against our strategy over the next twelve months, the more significant factors that could limit our ability to grow in these areas include global macro-economic conditions and their impact on the overall sourcing market, competition, our ability to retain advisors and reductions in discretionary spending with our top client accounts or other significant client events. Other areas that could impact the business would also include natural disasters, pandemics, wars, legislative and regulatory changes and capital market disruptions.

We principally derive revenues from fees for services generated on a project-by-project basis. Prior to the commencement of a project, we reach agreement with the client on rates for services based upon the scope of the project, staffing requirements and the level of client involvement. Revenues for services rendered are recognized on a time and materials basis or on a fixed-fee or capped-fee basis in accordance with accounting and disclosure requirements for revenue recognition.

Revenues for time and materials contracts are recognized based on the number of hours worked by our advisors at an agreed upon rate per hour and are recognized in the period in which services are performed. Revenues for time and materials contracts are billed monthly, semimonthly or in accordance with the specific contractual terms of each project.

We also derive our revenues from certain recurring revenue streams. These include such annuity-based ISG offerings as ISG GovernX, Research, Software as a Subscription (Automation licenses), ISG Inform and the multi-year

Public Sector contracts. These offerings are characterized by subscriptions (i.e., renewal-centric as opposed to project-centric revenue streams) or, in some instances, multi-year contracts. Our digital services now span a volume of offerings and have become embedded as part of our traditional transaction services. Digital enablement provides capabilities, digital insights and better engagement with clients and partners.

Our results are impacted principally by our full-time consultants' utilization rate, the number of business days in each quarter and the number of our revenue-generating professionals who are available to work. Our utilization rate can be negatively affected by increased hiring because there is generally a transition period for new professionals that result in a temporary drop in our utilization rate. Our utilization rate can also be affected by seasonal variations in the demand for our services from our clients. The number of business workdays is also affected by the number of vacation days taken by our consultants and holidays in each quarter. We typically have fewer business workdays available in the fourth quarter of the year, which can impact revenues during that period. Time-and-expense engagements do not provide us with a high degree of predictability as to performance in future periods. Unexpected changes in the demand for our services can result in significant variations in utilization and revenues and present a challenge to optimal hiring and staffing. The volume of work performed for any particular client can vary widely from period to period.

## RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2024 AND JUNE 30, 2023

### Revenues

Geographical revenue information for the segment is as follows:

Geographic Area	Three Months Ended June 30,			
	2024	2023	Change	Percent Change
	(\$ in thousands)			
Americas	\$ 39,981	\$ 42,273	\$ (2,292)	(5)%
Europe	18,801	24,354	(5,553)	(23)%
Asia Pacific	5,481	7,982	(2,501)	(31)%
Total revenues	<u>\$ 64,263</u>	<u>\$ 74,609</u>	<u>\$ (10,346)</u>	(14)%

Revenues decreased \$10.3 million, or approximately 14%, in the second quarter of 2024. The decrease in revenue for the Americas was primarily attributable to a decrease in our Advisory and Network & Software Advisory Service ("NaSa") service lines, partially offset by an increase in our Automation service line. The decrease in revenue in Europe was primarily attributable to a decrease in our Advisory and Automation service lines. The revenue decrease in Asia Pacific was primarily attributable to a decrease in our Advisory service line. The translation of foreign currency revenues into U.S. dollars negatively impacted performance in Europe and Asia Pacific compared to the prior year by \$0.2 million.

### Operating Expenses

The following table presents a breakdown of our operating expenses by category:

Operating Expenses	Three Months Ended June 30,			
	2024	2023	Change	Percent Change
	(\$ in thousands)			
Direct costs and expenses for advisors	\$ 38,908	\$ 45,847	\$ (6,939)	(15)%
Selling, general and administrative	20,083	22,330	(2,247)	(10)%
Depreciation and amortization	1,622	1,569	53	3 %
Total operating expenses	<u>\$ 60,613</u>	<u>\$ 69,746</u>	<u>\$ (9,133)</u>	(13)%

Total operating expenses decreased \$9.1 million, or approximately 13%, for the second quarter of 2024. The decrease in operating expenses was primarily due to lower contract labor expense of \$4.4 million, compensation expense of \$3.5 million, stock-based compensation expense of \$1.5 million, professional fees of \$0.4 million and severance and

integration expenses of \$0.4 million. These costs were partially offset by higher license fees of \$0.9 million and conference expense of \$0.4 million.

Compensation costs consist of a mix of fixed and variable salaries, annual bonuses, benefits and profit-sharing plan contributions. A portion of compensation expenses for certain billable employees are allocated between direct costs and selling, general and administrative costs based on relative time spent between billable and non-billable activities. Bonus compensation is determined based on achievement against Company financial targets and is accrued monthly throughout the year based on management's estimates of target achievement. Statutory and elective profit-sharing plans are offered to employees as appropriate. Direct costs also include employee taxes, health insurance, workers' compensation and disability insurance.

Sales and marketing costs consist principally of compensation expenses related to business development, proposal preparation and delivery and negotiation of new client contracts. Costs also include travel expenses relating to the pursuit of sales opportunities, expenses for hosting periodic client conferences, public relations activities, participation in industry conferences, industry relations, website maintenance and business intelligence activities. The Company maintains a dedicated global marketing function responsible for developing and managing sales campaigns, brand promotion, the ISG Index and assembling proposals.

We maintain a comprehensive program for training and professional development. Related expenses include product training, updates on new service offerings or methodologies and development of project management skills. Also included in training and professional development are expenses associated with the development, enhancement and maintenance of our proprietary methodologies and tools and the systems that support them.

Selling, general and administrative expenses consist principally of executive management compensation, allocations of billable employee compensation related to general management activities, IT infrastructure and costs for finance, accounting, information technology and human resource functions. General and administrative costs also reflect continued investment associated with implementing and operating client and employee management systems. Because our billable personnel operate primarily on client premises or work remotely, all occupancy expenses are recorded as general and administrative.

Depreciation and amortization expense was \$1.6 million for the second quarters 2024 and 2023 respectively. Our fixed assets consist of furniture, fixtures, equipment (mainly personal computers) and leasehold improvements. Depreciation expense is generally computed by applying the straight-line method over the estimated useful lives of assets. We also capitalize certain costs associated with the purchase and development of internal-use software, system conversions and website development costs. These costs are amortized over the estimated useful life of the software or system.

We amortize our intangible assets (e.g., client relationships and databases) over their estimated useful lives. Goodwill related to acquisitions is not amortized, but is subject to annual impairment testing and interim impairment tests, if triggering events are identified.

#### **Other Income (Expense), Net**

The following table presents a breakdown of other income (expense), net:

Other income (expense), net	Three Months Ended June 30,			
	2024	2023	Change	Percent Change
	(in thousands)			
Interest income	\$ 222	\$ 97	\$ 125	129 %
Interest expense	(1,568)	(1,407)	(161)	(11)%
Foreign currency transaction gain	13	156	(143)	(92)%
Total other expense, net	<u>\$ (1,333)</u>	<u>\$ (1,154)</u>	<u>\$ (179)</u>	(16)%

The total increase in other expenses of \$0.2 million, or approximately 16%, was primarily the result of higher interest expense attributable to higher interest rates, lower foreign currency transaction gains and higher interest income.

## Income Tax Expense

Our quarterly effective tax rate varies from period to period based on the mix of our earnings among the various state and foreign tax jurisdictions in which our business is conducted and the level of non-deductible expenses projected to be incurred during the current fiscal year. Our effective tax rate for the quarter ended June 30, 2024 was 12.0% compared to 37.1% for the quarter ended June 30, 2023. The difference for the quarter ended June 30, 2024 was primarily due to the impact of earnings and losses in certain foreign jurisdictions. The Company's effective tax rate for the quarter ended June 30, 2024 was lower than the statutory rate primarily due to non-deductible expenses and the impact of earnings in foreign jurisdictions. There were no significant changes in uncertain tax position reserves or valuation allowances during the quarter ended June 30, 2024.

## RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2024 AND JUNE 30, 2023

### Revenues

Geographical revenue information for the segment is as follows:

Geographic Area	Six Months Ended June 30,			Percent Change
	2024	2023	Change	
	(in thousands)			
Americas	\$ 80,821	\$ 90,680	\$ (9,859)	(11)%
Europe	36,598	47,407	(10,809)	(23)%
Asia Pacific	11,113	15,008	(3,895)	(26)%
Total revenues	<u>\$ 128,532</u>	<u>\$ 153,095</u>	<u>\$ (24,563)</u>	(16)%

Revenues decreased \$24.6million, or approximately 16%, for the six months ended June 30, 2024. The decrease in revenue in the Americas was primarily attributable to a decrease in our Advisory and NaSa service lines, partially offset by an increase in our Automation service line. The decrease in revenue in Europe was primarily attributable to a decrease in our Advisory and Automation service lines partially offset by an increase in our NaSa service line. The decrease in revenue in Asia Pacific was primarily attributable to a decrease in our Advisory service line. The translation of foreign currency revenues into U.S. dollars positively impacted performance in Europe and Asia Pacific compared to the prior year by \$0.1 million.

### Operating Expenses

The following table presents a breakdown of our operating expenses by category:

Operating Expenses	Six Months Ended June 30,			Percent Change
	2024	2023	Change	
	(in thousands)			
Direct costs and expenses for advisors	\$ 79,954	\$ 95,016	\$ (15,062)	(16)%
Selling, general and administrative	44,171	43,000	1,171	3 %
Depreciation and amortization	3,127	3,166	(39)	(1)%
Total operating expenses	<u>\$ 127,252</u>	<u>\$ 141,182</u>	<u>\$ (13,930)</u>	(10)%

Total operating expenses decreased \$13.9 million, or approximately 10%, for the six months ended June 30, 2024. The decrease in operating expenses was primarily due to lower contract labor expense of \$9.5 million, compensation expense of \$5.3 million, stock-based compensation expense of \$1.3 million and license fees of \$0.5 million. These costs were partially offset by higher severance and integration expenses of \$2.3 million and conference expenses of \$0.4 million.

Compensation costs consist of a mix of fixed and variable salaries, annual bonuses, benefits and profit-sharing plan contributions. A portion of compensation expenses for certain billable employees are allocated between direct costs and selling, general and administrative costs based on relative time spent between billable and non-billable activities. Bonus compensation is determined based on achievement against Company financial and individual targets and is accrued monthly throughout the year based on management's estimates of target achievement. Statutory and elective profit-sharing plans are offered to employees as appropriate. Direct costs also include employee taxes, health insurance, workers compensation and disability insurance.

Sales and marketing costs consist principally of compensation expense related to business development, proposal preparation and delivery and negotiation of new client contracts. Costs also include travel expenses relating to the pursuit of sales opportunities, expenses for hosting periodic client conferences, public relations activities, participation in industry conferences, industry relations, website maintenance and business intelligence activities. The Company maintains a dedicated global marketing function responsible for developing and managing sales campaigns, brand promotion, the ISG Index and assembling proposals.

We maintain a comprehensive program for training and professional development. Related expenses include product training, updates on new service offerings or methodologies and development of project management skills. Also included in training and professional development are expenses associated with the development, enhancement and maintenance of our proprietary methodologies and tools and the systems that support them.

General and administrative expenses consist principally of executive management compensation, allocations of billable employee compensation related to general management activities, IT infrastructure and costs for finance, accounting, information technology and human resource functions. General and administrative costs also reflect continued investment associated with implementing and operating client and employee management systems. Because our billable personnel operate primarily on client premises or work remotely, all occupancy expenses are recorded as general and administrative.

Depreciation and amortization expense in the six months ended June 30, 2024 and 2023 were \$3.1 million and \$3.2 million, respectively. Our fixed assets consist of furniture, fixtures, equipment (mainly personal computers) and leasehold improvements. Depreciation expense is generally computed by applying the straight-line method over the estimated useful lives of assets. We also capitalize certain costs associated with the purchase and development of internal-use software, system conversions and website development costs. These costs are amortized over the estimated useful life of the software or system.

We amortize our intangible assets (e.g., client relationships and databases) over their estimated useful lives. Goodwill related to acquisitions is not amortized but is subject to annual impairment testing and interim impairment tests, if triggering events are identified.

#### **Other Income (Expense), Net**

The following table presents a breakdown of other income (expense), net:

<b>Other income (expense), net</b>	<b>Six Months Ended June 30,</b>			
	<b>2024</b>	<b>2023</b>	<b>Change</b>	<b>Percent Change</b>
	<b>(in thousands)</b>			
Interest income	\$ 479	\$ 181	\$ 298	165 %
Interest expense	(3,068)	(3,143)	75	2 %
Foreign currency transaction gain (loss)	6	(38)	44	116 %
Total other income (expense), net	<u>\$ (2,583)</u>	<u>\$ (3,000)</u>	<u>\$ 417</u>	14 %

The total decrease in other expenses of \$0.4 million was primarily the result of higher interest income.

## **Income Tax Expense**

Our quarterly effective tax rate varies from period to period based on the mix of earnings among the various state and foreign tax jurisdictions in which our business is conducted and the level of non-deductible expenses projected to be incurred during the current fiscal year. Our effective tax rate for the six months ended June 30, 2024 was (3.7%) compared to 34.7% for the six months ended June 30, 2023. The difference for the six months ended June 30, 2024 was primarily due to the impact of earnings and losses in certain foreign jurisdictions. The Company's effective tax rate for the six months ended June 30, 2024 was lower than the statutory rate primarily due to non-deductible expenses and the impact of foreign operations. There were no significant changes in uncertain tax position reserves or valuation allowances during the six months ended June 30, 2024.

## **NON-GAAP FINANCIAL PRESENTATION**

This management's discussion and analysis presents supplemental measures of our performance that are derived from our consolidated financial information but are not presented in accordance with GAAP. We refer to these financial measures, which are considered "non-GAAP financial measures" under SEC rules, as adjusted EBITDA, adjusted net income and adjusted net income per diluted share, each as defined below. See "Non-GAAP Financial Measures" below for information about our use of these non-GAAP financial measures, including our reasons for including these measures and reconciliations of each non-GAAP financial measure to the most directly comparable GAAP financial measure.

## **NON-GAAP FINANCIAL MEASURES**

We use non-GAAP financial measures to supplement the financial information presented on a GAAP basis. We provide adjusted EBITDA (defined as net income plus interest, taxes, depreciation and amortization, foreign currency transaction gains/losses, non-cash stock compensation, interest accretion associated with contingent consideration, acquisition-related costs, and severance, integration and other expense), adjusted net income (defined as net income, plus amortization of intangible assets, non-cash stock compensation, foreign currency transaction gains/losses, interest accretion associated with contingent consideration, acquisition-related costs, severance, integration and other expense and write-off of deferred financing costs, on a tax-adjusted basis) and adjusted net income per diluted share, excluding the net tax effect of the items set forth in the table below. These are non-GAAP measures that the Company believes provide useful information to both management and investors by excluding certain expenses and financial implications of foreign currency translations that management believes are not indicative of ISG's core operations. These non-GAAP measures are used by the Company to evaluate the Company's business strategies and management's performance. However, they are not measurements of financial performance under GAAP and should not be considered as alternatives to measures of performance derived in accordance with GAAP. These non-GAAP financial measures exclude non-cash and certain other special charges that many investors believe may obscure the user's overall understanding of the Company's current financial performance and the Company's prospects for the future. We believe that these non-GAAP measures provide useful information to investors because they improve the comparability of the financial results between periods and provide for greater transparency of key measures used to evaluate the Company's performance. Non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, the respective financial results presented in accordance with GAAP.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(\$ in thousands)			
Net (loss) income	\$ 2,038	\$ 2,333	\$ (1,351)	\$ 5,824
Plus:				
Interest expense (net of interest income)	1,346	1,310	2,589	2,962
Income taxes	279	1,376	48	3,089
Depreciation and amortization	1,622	1,569	3,127	3,166
Interest accretion associated with contingent consideration	31	26	57	51
Acquisition-related costs <sup>(1)</sup>	—	—	25	—
Severance, integration and other expense	698	1,076	3,677	1,342
Foreign currency transaction loss	(13)	(156)	(6)	38
Non-cash stock compensation	1,112	2,612	3,361	4,654
Adjusted EBITDA	<u>\$ 7,113</u>	<u>\$ 10,146</u>	<u>\$ 11,527</u>	<u>\$ 21,126</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(\$ in thousands)			
Net (loss) income	\$ 2,038	\$ 2,333	\$ (1,351)	\$ 5,824
Plus:				
Non-cash stock compensation	1,112	2,612	3,361	4,654
Intangible amortization	738	789	1,492	1,583
Interest accretion associated with contingent consideration	31	26	57	51
Acquisition-related costs <sup>(1)</sup>	—	—	25	—
Severance, integration and other expense	698	1,076	3,677	1,342
Write-off of deferred financing costs	—	—	—	379
Foreign currency transaction loss	(13)	(156)	(6)	38
Tax effect <sup>(2)</sup>	(821)	(1,391)	(2,754)	(2,575)
Adjusted net income	<u>\$ 3,783</u>	<u>\$ 5,289</u>	<u>\$ 4,501</u>	<u>\$ 11,296</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net (loss) income per diluted share	\$ 0.04	\$ 0.05	\$ (0.03)	\$ 0.12
Non-cash stock compensation	0.02	0.05	0.07	0.09
Intangible amortization	0.02	0.02	0.03	0.03
Interest accretion associated with contingent consideration	0.00	0.00	0.00	0.00
Acquisition-related costs <sup>(1)</sup>	-	-	0.00	0.00
Severance, integration and other expense	0.02	0.02	0.08	0.03
Write-off of deferred financing costs	-	-	-	0.01
Foreign currency transaction loss	(0.00)	(0.00)	(0.00)	0.00
Tax effect <sup>(2)</sup>	(0.02)	(0.03)	(0.06)	(0.06)
Adjusted net income per diluted share	<u>\$ 0.08</u>	<u>\$ 0.11</u>	<u>\$ 0.09</u>	<u>\$ 0.22</u>

(1) Consists of expenses from acquisition-related costs and non-cash fair value adjustments on pre-acquisition contract liabilities.

(2) Marginal tax rate of 32%, reflecting U.S. federal income tax rate of 21% plus 11% attributable to U.S. states and foreign jurisdictions.

## LIQUIDITY AND CAPITAL RESOURCES

### *Liquidity*

Our primary sources of liquidity are cash flows from operations, existing cash and cash equivalents and our revolving credit facility. Operating assets and liabilities consist primarily of receivables from billed and unbilled services, accounts payable, accrued expenses and accrued payroll and related benefits. The volume of billings and timing of collections and payments affect these account balances.

As of June 30, 2024, our cash, cash equivalents and restricted cash were \$11.9 million compared to \$22.8 million as of December 31, 2023, a net decrease of \$10.9 million, which was primarily attributable to the following:

- net cash provided by operating activities of \$4.5 million;
- repayment of outstanding debt of \$10 million;
- proceeds from revolving facility of \$5 million;
- cash dividends paid to shareholders of \$2.5 million;
- purchase of furniture, fixtures and equipment of \$1.9 million;
- treasury shares repurchased of \$3.0 million;
- payment of contingent consideration earnout payment of \$1.7 million;
- payments related to tax withholding for stock-based compensation of \$1.5 million; and
- proceeds from issuance of employee stock purchase plan shares of \$0.4 million.

### *Capital Resources*

On February 22, 2023, the Company amended and restated its senior secured credit facility to increase the revolving commitments per the revolving facility from \$54.0 million to \$140.0 million and eliminate its term loan (as further amended, the "2023 Credit Agreement"). The material terms under the 2023 Credit Agreement are as follows. Capitalized terms used but not defined herein have the meanings ascribed to them in the 2023 Credit Agreement:

- The revolving credit facility has a maturity date of February 22, 2028.
- The credit facility is secured by all of the equity interests owned by the Company, and its direct and indirect domestic subsidiaries and, subject to agreed exceptions, the Company's direct and indirect "first-tier" foreign subsidiaries, and a perfected first priority security interest in all of the Company's and its direct and indirect domestic subsidiaries' tangible and intangible assets.
- The Company's direct and indirect existing and future wholly owned domestic subsidiaries serve as guarantors to the Company's obligations under the senior secured facility.
- At the Company's option, the credit facility bears interest at a rate per annum equal to either (i) the "Base Rate" (which is the highest of (a) the rate publicly announced from time to time by the administrative agent as its "prime rate", (b) the Federal Funds Rate plus 0.5% per annum and (c) Term SOFR, plus 1.0%), plus the applicable margin (as defined below), or (ii) Term SOFR (which is the Term SOFR screen rate for the relevant interest period plus a credit spread adjustment of 0.10%) as determined by the administrative agent, plus the applicable margin. The applicable margin is adjusted quarterly based upon the Company's consolidated leverage ratio. For the first six months of 2024, the applicable margin was increased to a

percentage equal to 1% for the revolving loans maintained as Base Rate loans or 2% for the revolving loans maintained as Term SOFR loans.

- The senior secured credit facility contains a number of covenants that, among other things, place restrictions on matters customarily restricted in senior secured credit facilities, including restrictions on indebtedness (including guarantee obligations), liens, fundamental changes, sales or dispositions of property or assets, investments (including loans, advances, guarantees and acquisitions), transactions with affiliates, dividends and other payments in respect of capital stock, optional payments and modifications of other material debt instruments, negative pledges and agreements restricting subsidiary distributions and changes in line of business. In addition, the Company is required to comply with a consolidated leverage ratio and consolidated interest coverage ratio.
- The senior secured credit facility contains customary events of default, including cross-default to other material agreements, judgment default and change of control.

The Company's financial statements include outstanding borrowings of approximately \$74.2 million and \$79.2 million as of June 30, 2024 and December 31, 2023, respectively, which are carried at amortized cost. The fair value of debt is classified within Level 3 of the fair value hierarchy. The fair value of the Company's outstanding borrowings was approximately \$74.8 million and \$79.8 million as of June 30, 2024 and December 31, 2023, respectively. The fair values of debt have been estimated using a discounted cash flow analysis based on the Company's incremental borrowing rate for similar borrowing arrangements. The incremental borrowing rate used to discount future cash flows was 7.4% and 6.9% as of June 30, 2024 and December 31, 2023, respectively. The Company also considered recent transactions of peer group companies for similar instruments with comparable terms and maturities as well as an analysis of current market conditions and interest rates. During the six months ended June 30, 2024, the Company borrowed \$5.0 million and repaid \$10.0 million of the revolver loan. The Company is currently in compliance with its financial covenants.

We anticipate that our current cash and the ongoing cash flows from our operations will be adequate to meet our working capital, capital expenditure and debt financing needs for at least the next twelve months. The anticipated cash needs of our business could change significantly if we pursue and complete additional business acquisitions, if our business plans change, if economic conditions change from those currently prevailing or from those now anticipated or if other unexpected circumstances arise that may have a material effect on the cash flow or profitability of our business. If we require additional capital resources to grow our business, either internally or through acquisition, or to maintain liquidity, we may seek to sell additional equity securities or to secure additional debt financing. The sale of additional equity securities or certain forms of debt financing could result in additional dilution to our stockholders. We may not be able to obtain financing arrangements in amounts or on terms acceptable to us in the future.

#### **Dividend Program**

On August 2, 2024, the Company's Board of Directors (the "Board") approved a third-quarter dividend of \$0.045 per share, payable on October 4, 2024, to shareholders of record as of September 6, 2024. The dividends are accounted for as a decrease to Stockholders' Equity. All future dividends will be subject to the Board's approval.

#### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet financing arrangements or liabilities, guarantee contracts, retained or contingent interests in transferred assets or any obligation arising out of a material variable interest in an unconsolidated entity.

#### **Recently Issued Accounting Pronouncements**

See Note 3 to our condensed consolidated financial statements included elsewhere in this report.

## Critical Accounting Policies and Accounting Estimates

This management's discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements. We prepare these financial statements in conformity with GAAP. As such, we are required to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. We base our estimates on historical experience, available information and various other assumptions we believe to be reasonable under the circumstances. On an ongoing basis, we evaluate our estimates; however, actual results may differ from these estimates under different assumptions or conditions. There have been no material changes or developments in our evaluation of the accounting estimates and the underlying assumptions or methodologies that we believe to be Critical Accounting Policies and Estimates as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Interest Rate Risk

As of June 30, 2024, the Company had \$74.2 million in total debt principal outstanding. Note 10 — Financing Arrangements and Long-Term Debt in the notes to condensed consolidated financial statements provides additional information regarding the Company's outstanding debt obligations.

All of the Company's total debt outstanding as of June 30, 2024 was based on a floating base rate (SOFR – Secured Overnight Financing Rate) of interest, which potentially exposes the Company to increases in interest rates. However, due to our debt to EBITDA ratio of 3.0 times and forecasted rates from external banks, we believe that our total exposure is limited and is considered in our forecasted cash uses.

#### Foreign Currency Risk

A significant portion of our revenues are typically derived from sales outside of the United States. Among the major foreign currencies in which we conduct business are the Euro, the British Pound and the Australian dollar. The reporting currency of our consolidated financial statements is the U.S. dollar. As the values of the foreign currencies in which we operate fluctuate over time relative to the U.S. dollar, the Company is exposed to both foreign currency translation and transaction risk.

Translation risk arises as our foreign currency assets and liabilities are translated into U.S. dollars because the functional currencies of our foreign operations are generally denominated in the local currency. Adjustments resulting from the translation of these assets and liabilities are deferred and recorded as a component of stockholders' equity. There was a positive impact of foreign currency translation on our Statement of Stockholders' Equity was \$0.7 million for the year ended December 31, 2023 and a negative impact of \$0.6 million for the six months ended June 30, 2024. The translation of our foreign currency revenues and expenses historically has not had a material impact on our consolidated earnings because movements in and among the major currencies in which we operate tend to impact our revenues and expenses fairly equally. However, our earnings could be impacted during periods of significant exchange rate volatility, or when some or all of the major currencies in which we operate move in the same direction against the U.S. dollar.

Transaction risk arises when we enter into a transaction that is denominated in a currency that may differ from the local functional currency. As these transactions are translated into the local functional currency, a gain or loss may result, which is recorded in current period earnings. For the year ended December 31, 2023 and for the six months ended June 30, 2024, the impact on revenues from foreign currency transactions was not material to our condensed consolidated financial statements.

## **Credit Risk**

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of short-term, highly liquid investments classified as cash equivalents and accounts receivable and contract assets. The majority of the Company's cash and cash equivalents are with large investment-grade commercial banks. Accounts receivable and contract assets balances deemed to be collectible from customers have limited concentration of credit risk due to our diverse customer base and geographies.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2024, as required by Rule 13a-15(b) under the Exchange Act. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2024.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II— OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 1A. RISK FACTORS

The risk factors included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 have not materially changed.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

#### Dividend Program

On August 2, 2024, the Board approved a third-quarter dividend of \$0.045 per share, payable on October 4, 2024, to shareholders of record as of September 6, 2024. The dividends are accounted for as a decrease to Stockholders' Equity. All future dividends will be subject to the Board's approval.

#### Issuer Purchases of Equity Securities

On August 5, 2021, the Board approved a stock repurchase plan authorizing the Company to repurchase an aggregate of \$25 million in shares of the Company's common stock (the "2021 Repurchase Program"). On August 1, 2023, the Board approved a new stock repurchase plan authorizing the Company to repurchase an aggregate of an additional \$25 million in shares of the Company's common stock. The new share repurchase program took effect upon the completion of the 2021 Repurchase Program, which was exhausted in the quarter ended March 31, 2024. The Company had approximately \$21.4 million in the aggregate available under its current share repurchase program as of June 30, 2024. The shares may be repurchased from time to time in open market transactions at prevailing market prices, in privately negotiated transactions, pursuant to a Rule 10b5-1 repurchase plan or by other means in accordance with federal securities laws. The timing, the amount and the method of any repurchases will be determined by the Company's management based on its evaluation of market conditions, capital allocation alternatives and other factors. There is no guarantee as to the number of shares that will be repurchased, and the repurchase program may be extended, suspended or discontinued at any time without notice at the Company's discretion.

The following table details the repurchases that were made during the three months ended June 30, 2024.

Period	Total Number of Shares Purchased (In thousands)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (In thousands)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (In thousands) (1)
April 1 - April 30	235	\$ 3.92	235	\$ 22,476
May 1 - May 31	104	\$ 3.21	104	\$ 22,142
June 1 - June 30	228	\$ 3.16	228	\$ 21,421

#### Recent Sales of Unregistered Securities

As previously reported, on October 31, 2022, a subsidiary of the Company executed an Asset Purchase Agreement with Change 4 Growth, LLC ("Change 4 Growth") and consummated the acquisition of substantially all the assets, and assumed certain liabilities, of Change 4 Growth. In April 2024, in connection with the acquisition, the Company issued 186,170 shares of ISG common stock valued at approximately \$0.7 million as payment of earnout consideration related to 2023 performance. The issuance of these shares of ISG common stock was exempt from registration under Rule 4(a)(2) promulgated under the Securities Act of 1933, as amended. Please see Note 8—Commitments and Contingencies—Change 4 Growth Contingent Consideration for more.

**ITEM 5. OTHER INFORMATION**

During the three months ended June 30, 2024, none of the Company's directors or officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (each as defined in Item 408 of Regulation S-K under the Exchange Act).

**ITEM 6. EXHIBITS**

The following exhibits are filed as part of this report:

<b>Exhibit Number</b>		<b>Description</b>
10.1	*	<a href="#"><u>First Amendment Agreement, dated as of June 27, 2024, to the Third Amended and Restated Credit Agreement, by and among Information Services Group, Inc., the guarantors party thereto, the lenders party to the Third Amended and Restated Credit Agreement and Bank of America, N.A., as administrative agent, swingline lender and letter of credit issuer.</u></a>
31.1	*	<a href="#"><u>Certification of Chief Executive Officer Pursuant to SEC Rule 13a-14(a)/15d-14(a).</u></a>
31.2	*	<a href="#"><u>Certification of Chief Financial Officer Pursuant to SEC Rule 13a-14(a)/15d-14(a).</u></a>
32.1	**	<a href="#"><u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32.2	**	<a href="#"><u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
101	*	The following materials from ISG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 formatted in Inline XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Income and Comprehensive Income, (iii) Condensed Consolidated Statement of Stockholders' Equity, (iv) Condensed Consolidated Statement of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements.
104	*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

\* Filed herewith

\*\* Furnished herewith.

## SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### INFORMATION SERVICES GROUP, INC.

Date: August 6, 2024

/s/ Michael P. Connors

\_\_\_\_\_  
Michael P. Connors, Chairman of the  
Board and Chief Executive Officer

Date: August 6, 2024

/s/ Michael A. Sherrick

\_\_\_\_\_  
Michael A. Sherrick, Executive Vice  
President and Chief Financial Officer

## FIRST AMENDMENT AGREEMENT

**FIRST AMENDMENT AGREEMENT** (this "**Agreement**") dated as of June [ ], 2024 by and among (1) Information Services Group, Inc. (the "**Borrower**"), (2) International Advisory Holdings Corp., International Consulting Acquisition Corp., ISG Information Services Group Americas, Inc., and TPI Eurosourcing, L.L.C. (collectively, the "**Guarantors**"), (3) the financial institutions party to the Credit Agreement (as defined below) as lenders (collectively, the "**Lenders**" and individually, a "**Lender**"), and (4) Bank of America, N.A. ("**Bank of America**") as administrative agent (the "**Administrative Agent**") for the Lenders and as Swingline Lender and L/C Issuer with respect to a certain Third Amended and Restated Credit Agreement dated as of February 22, 2023, by and among the Borrower, the Guarantors, the Lenders, the Administrative Agent, the Swingline Lender and the L/C Issuer (as amended from time to time, including by this Agreement, the "**Credit Agreement**").

## WITNESSETH:

**WHEREAS**, the Borrower has requested that the Lenders agree to amend certain provisions of the Credit Agreement; and

**WHEREAS**, the Lenders have agreed to such amendments on the terms and conditions set forth herein.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

**§1. Definitions.** Capitalized terms used herein without definition that are defined in the Credit Agreement (as amended hereby) shall have the same meanings herein as therein.

**§2. Ratification of Existing Agreements.** All of the Loan Parties' obligations and liabilities to the Administrative Agent, the L/C Issuer, the Swingline Lender and the Lenders as evidenced by or otherwise arising under the Credit Agreement, the Notes and the other Loan Documents, are, by each Loan Party's execution of this Agreement, ratified and confirmed in all respects. In addition, by each Loan Party's execution of this Agreement, each of the Loan Parties represents and warrants that no Loan Party has any counterclaim, right of set-off or defense of any kind with respect to such obligations and liabilities.

**§3. Representations and Warranties.** Each of the Loan Parties hereby represents and warrants to the Administrative Agent, the L/C Issuer, the Swingline Lender and Lenders that all of the representations and warranties made by the Loan Parties in the Credit Agreement, the Notes and the other Loan Documents are true in all material respects on the date hereof as if made on and as of the date hereof, except to the extent that such representations and warranties relate expressly to an earlier date.

**§4. Conditions Precedent.** The effectiveness of the amendments contemplated hereby shall be subject to the satisfaction of each of the following conditions precedent:

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(a) Execution of Amendment. The Administrative Agent shall have received counterparts of this Agreement, executed by a Responsible Officer of each Loan Party and a duly authorized officer of each Lender.

(b) Fees and Expenses. The Administrative Agent, BofA Securities and the Lenders shall have received (i) all fees and expenses, if any, owing (A) to any Lender or (B) pursuant to Section 2.09 of the Credit Agreement; and (ii) the Borrower shall have paid all fees, charges and disbursements of counsel to the Administrative Agent (directly to such counsel if requested by the Administrative Agent) to the extent invoiced prior to or on the date hereof, plus such additional amounts of such fees, charges and disbursements as shall constitute its reasonable estimate of such fees, charges and disbursements incurred or to be incurred by it through the closing proceedings (provided that such estimate shall not thereafter preclude a final settling of accounts between the Borrower and the Administrative Agent).

(c) Representations and Warranties. All of the representations and warranties made by the Loan Parties herein, whether directly or incorporated by reference, shall be true and correct in all material respects on the date hereof except as provided in §3 hereof.

(d) No Event of Default. There shall exist no Default or Event of Default.

**§5. Amendments to the Credit Agreement.** Subject to the satisfaction of the terms and conditions set forth in Section 4 herein, the parties hereto agree to amend the Credit Agreement as follows:

(a) The definition of "Consolidated EBITDA" in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety to read as follows:<sup>1</sup>

"Consolidated EBITDA" means, at any date of determination, an amount equal to Consolidated Net Income for the most recently completed Measurement Period plus the following to the extent deducted in calculating such Consolidated Net Income (without duplication): (a) Consolidated Interest Charges paid or payable in cash, (b) the provision for federal, state, local and foreign income taxes payable for such period, (c) depreciation and amortization expense for such period, (d) other non-recurring expenses reducing such Consolidated Net Income which do not represent a cash item in such period or any future period (in each case of or by the Borrower and its Subsidiaries for such period), (e) non-cash equity compensation and other non-cash charges, and (f) severance and one-time office lease or other contract termination costs incurred during such period, in an aggregate amount under this clause (f), not to exceed **(i) \$5,000,000 for the period commencing on the Closing Date through the First Amendment Effective Date and (ii) \$5,000,000 for the period commencing on the First Amendment Effective Date through the Maturity Date and (g) non-cash [subcontractor**

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<sup>1</sup> **NTD**: For ease of review, the language added to this definition is highlighted in bold and underline, to be removed in the execution version.

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accrual costs]<sup>2</sup> incurred in connection with the Digital Mall Project prior to the First Amendment Effective Date, in an amount not to exceed \$1,800,000; provided in connection with any add-back for such severance or one-time lease termination costs, the Borrower shall provide the Administrative Agent with documentation detailing the terms of such severance or one-time office lease termination costs, each in form and substance reasonably satisfactory to the Administrative Agent.

(b) Section 1.01 of the Credit Agreement is hereby amended by adding the following new definitions in the appropriate alphabetical order:

"First Amendment Effective Date" means June [ ], 2024.

"Digital Mall Project" means [ ].<sup>3</sup>

#### **§6. Miscellaneous Provisions.**

(a) Except as otherwise expressly provided by this Agreement, all of the respective terms, conditions and provisions of the Credit Agreement, the Notes and the other Loan Documents shall remain the same. The Credit Agreement, as amended hereby, shall continue in full force and effect, and this Agreement and the Credit Agreement shall be read and construed as one instrument.

(b) THIS AGREEMENT AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS AGREEMENT AND THE TRANSACTIONS SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

(c) This Agreement may be in the form of an Electronic Record and may be executed using Electronic Signatures. This Agreement may be executed in any number of counterparts, but all such counterparts shall together constitute but one instrument. Delivery of an executed counterpart of this Agreement by facsimile transmission or other electronic transmission (e.g. "pdf" or "tif") shall be effective as delivery of a manually executed counterpart thereof.

[Remainder of page intentionally left blank]

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<sup>2</sup> NTD: Company to confirm description of addback, which shall be limited to the referred to subcontractor costs, and shall not include any other bad debt expense.

<sup>3</sup> NTD: Company to provide description of "Digital Mall Project".

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**IN WITNESS WHEREOF**, the undersigned have duly executed this First Amendment Agreement as of the date first set forth above.

INFORMATION SERVICES GROUP, INC.

By: /s/ Michael P. Connors  
Name: Michael P. Connors  
Title: President

INTERNATIONAL ADVISORY HOLDINGS CORP.

By: /s/ Michael P. Connors  
Name: Michael P. Connors  
Title: Director

INTERNATIONAL CONSULTING ACQUISITION CORP.

By: /s/ Michael P. Connors  
Name: Michael P. Connors  
Title: Director

ISG INFORMATION SERVICES GROUP AMERICAS, INC.

By: /s/ Michael P. Connors  
Name: Michael P. Connors  
Title: President

TPI EUROSOURCING, L.L.C.

By: /s/ Michael P. Connors  
Name: Michael P. Connors  
Title: President

*[Signature page to First Amendment Agreement]*

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**ADMINISTRATIVE AGENT:**

BANK OF AMERICA, N.A.,  
as Administrative Agent

By: /s/ Teresa Weirath

Name: Teresa Weirath

Title: Vice President

*[Signature page to First Amendment Agreement]*

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**LENDERS:**

BANK OF AMERICA, N.A.,  
as a Lender, L/C Issuer and Swingline Lender

By: /s/ Donald K. Bates

Name: Donald K. Bates

Title: Senior Vice President

*[Signature page to First Amendment Agreement]*

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TD BANK, N.A.,  
as a Lender

By: /s/ John V. Raleigh  
Name: John V. Raleigh  
Title: Vice President

*[Signature page to First Amendment Agreement]*

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WEBSTER BANK, N.A.,  
as a Lender

By: /s/ George G. Sims  
Name: George G. Sims  
Title: Managing Director

*[Signature page to First Amendment Agreement]*

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**CERTIFICATE PURSUANT TO  
RULES 13a-14(a) and 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael P. Connors, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Information Services Group, 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 registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 6, 2024

/s/ MICHAEL P. CONNORS

Michael P. Connors  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATE PURSUANT TO  
RULES 13a-14(a) and 15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael A. Sherrick, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Information Services Group, 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 registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 6, 2024

/s/ MICHAEL A. SHERRICK

Michael A. Sherrick

Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO  
18 USC. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES–OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10–Q of Information Services Group, Inc. (the “Company”) for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael P. Connors, Chairman and Chief Executive Officer of the Company, hereby certify, 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 section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 6, 2024

/s/ MICHAEL P. CONNORS  
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Michael P. Connors  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO  
18 USC. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES–OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10–Q of Information Services Group, Inc. (the “Company”) for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael A. Sherrick, Executive Vice President, Chief Financial Officer of the Company, hereby certify, 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 section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 6, 2024

/s/ MICHAEL A. SHERRICK  
Michael A. Sherrick  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)