

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

**FORM 10-K**

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

For the fiscal year ended June 30, 2022

OR

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

For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number: 000-26926



**ScanSource, Inc.**  
South Carolina  
(State of incorporation)

57-0965380  
(I.R.S. Employer  
Identification No.)

6 Logue Court  
Greenville, South Carolina 29615  
(864) 288-2432

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

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

**Securities registered pursuant to Section 12(g) of the Act:  
None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No  
 Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No  
 Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No  
 Indicate by check mark whether the registrant has submitted electronically on its corporate Web site, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No  
 Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting common stock of the Registrant held by non-affiliates of the Registrant at December 31, 2021 was \$885,335,710, as computed by reference to the closing price of such stock on such date.

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 August 19, 2022
Common Stock, no par value per share	25,187,351 shares

The registrant has incorporated by reference into Part III of this report certain portions of either an amendment to this Form 10-K or its proxy statement for its 2023 Annual Meeting of Shareholders, which are expected to be filed within 120 days after the end of the registrant's fiscal year ended June 30, 2022.

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## FORWARD-LOOKING STATEMENTS

The forward-looking statements included in the "Business," "Risk Factors," "Legal Proceedings," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Quantitative and Qualitative Disclosures About Market Risk" sections and elsewhere herein. Words such as "expects," "anticipates," "believes," "intends," "plans," "hopes," "forecasts," "seeks," "estimates," "goals," "projects," "strategy," "future," "likely," "may," "should," and variations of such words and similar expressions generally identify such forward-looking statements. Any forward-looking statement made by us in this Form 10-K is based only on information currently available to us and speaks only as of the date on which it is made. Except as may be required by law, we expressly disclaim any obligation to update these forward-looking statements to reflect events or circumstances after the date of this Annual Report on Form 10-K, except as required by law. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors including, but not limited to the following factors, which are neither presented in order of importance nor weighted: the impact of the COVID-19 pandemic, macroeconomic conditions, including potential prolonged economic weakness, inflation and supply chain challenges, the failure to manage and implement the Company's organic growth strategy, credit risks involving the Company's larger customers and suppliers, changes in interest and exchange rates and regulatory regimes impacting the Company's international operations, risk to the Company's business from a cyber-security attack, a failure of the Company's IT systems, failure to hire and retain quality employees, loss of the Company's major customers, termination of the Company's relationship with key suppliers or a significant modification of the terms under which it operates with a key supplier, changes in the Company's operating strategy and the other factors set forth in "Risk Factors" contained herein.

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**TABLE OF CONTENTS**

	<b>Page</b>
<b><u>PART I</u></b>	<b><u>1</u></b>
Item 1. <a href="#">Business</a>	<u>1</u>
Item 1A. <a href="#">Risk Factors</a>	<u>8</u>
Item 1B. <a href="#">Unresolved Staff Comments</a>	<u>17</u>
Item 2. <a href="#">Properties</a>	<u>18</u>
Item 3. <a href="#">Legal Proceedings</a>	<u>18</u>
Item 4. <a href="#">Mine Safety Disclosures</a>	<u>18</u>
<b><u>PART II</u></b>	<b><u>19</u></b>
Item 5. <a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<u>19</u>
Item 6. <a href="#">[Reserved]</a>	<u>20</u>
Item 7. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<u>21</u>
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<u>42</u>
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	<u>43</u>
Item 9. <a href="#">Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</a>	<u>88</u>
Item 9A. <a href="#">Controls and Procedures</a>	<u>88</u>
Item 9B. <a href="#">Other Information</a>	<u>88</u>
Item 9C. <a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	<u>88</u>
<b><u>PART III</u></b>	<b><u>89</u></b>
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	<u>89</u>
Item 11. <a href="#">Executive Compensation</a>	<u>89</u>
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<u>89</u>
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<u>89</u>
Item 14. <a href="#">Principal Accountant Fees and Services</a>	<u>89</u>
<b><u>PART IV</u></b>	<b><u>90</u></b>
Item 15. <a href="#">Exhibits and Financial Statement Schedules</a>	<u>90</u>
Item 16. <a href="#">Form 10-K Summary</a>	<u>91</u>
<b><u>Signatures</u></b>	<b><u>92</u></b>

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## PART I

### ITEM 1. Business.

ScanSource, Inc. (together with its subsidiaries referred to as the "Company" or "ScanSource" or "we") is a leading hybrid distributor connecting devices to the cloud and accelerating growth for partners across hardware, Software as a Service ("SaaS"), connectivity and cloud. ScanSource enables partners to deliver solutions for their customers to address changing end-user buying and consumption patterns. ScanSource sells through multiple, specialized routes-to-market with hardware, SaaS, connectivity and cloud service offerings from the world's leading technology suppliers. We provide technology solutions and services from more than 500 leading suppliers of mobility, barcode, point-of-sale ("POS"), payments, physical security, networking, unified communications, collaboration (UCaaS, CCaaS), connectivity and cloud services.

ScanSource was incorporated in South Carolina in 1992 and serves approximately 30,000 sales partners. Net sales for fiscal year ended June 30, 2022 totaled \$3.53 billion. Our common stock trades on the NASDAQ Global Select Market under the symbol "SCSC."

Our customers are businesses of all sizes that sell to end-customers across many industries. Our customer channels include value-added resellers ("VARs"), sales partners or agents, independent sales organizations ("ISOs") and independent software vendors ("ISVs"). These customer channels provide us with multiple routes-to-market. We align our teams, tools and processes around all of our customers to help them grow through reducing their costs, creating efficiencies and generating end-customer demand for business solutions. We enable our customers to create, deliver and grow hybrid technology offerings for end-customers across almost every vertical market in the United States, Canada, Brazil and the United Kingdom ("UK").

In fiscal year 2021, we completed the sale of our product distribution businesses in Europe, the UK, Mexico, Colombia, Chile, Peru and our Miami-based export operations (the "Divestitures"). Management determined that the Company did not have sufficient scale in these markets to maximize our value-added model for physical product distribution, leading us to focus and invest in our higher margin businesses. The Divestitures were reported as discontinued operations within this Form 10-K. Unless otherwise indicated, descriptions of our business and amounts reported in this Form 10-K pertain to continuing operations only.

#### Strategy

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

#### Value Proposition

Our customer channels and supplier relationships serve as competitive advantages. From our pivotal position at the intersection of technology distribution trends, we provide robust value to both our sales partners and our suppliers. We make it easier for our sales partners and suppliers to deliver leading technology solutions that drive business outcomes for end-customers.

Value proposition for our customers/sales partners:

- Enable end-user consumption preferences
- Provide pre-sale engineering
- Make it easier to sell the technology stack
- Inventory availability
- Offer training, education and marketing services
- Provide custom configuration, services, platforms and digital tools
- Offer innovative financial solutions for our sales partners

Value proposition for our suppliers:

- Expand reach at a variable cost
- Provide access to multiple routes to market
- Lower customer acquisition cost
- Recruit and train new sales partners
- Manage channel credit

### *Financial Strength*

Our consolidated balance sheet reflects financial strength. Our strong balance sheet and cash generated from our business provide us with the ability to execute our capital allocation plan, which includes organic growth and strategic acquisitions. We have the financial flexibility to invest in our business and in future growth.

### **Business Segments**

We operate our business under a management structure that enhances our technology focus and hybrid distribution growth strategy. Our segments operate in the United States, Canada, Brazil and the UK and consist of the following:

- Specialty Technology Solutions
- Modern Communications & Cloud

#### *Specialty Technology Solutions Segment*

The Specialty Technology Solutions portfolio includes enterprise mobile computing, data capture, barcode printing, POS, payments, networking, electronic physical security, cyber security and other technologies. There are adjacencies among these technologies to develop and deliver solutions for our customers. These solutions include data capture and POS solutions that interface with computer systems to automate the collection, processing and communication of information for commercial and industrial applications, including retail sales, distribution, shipping, inventory control, materials handling, warehouse management and health care applications. Electronic physical security products include identification, access control, video surveillance and intrusion-related devices. Our networking products include wireless and networking infrastructure products. This segment also includes recurring revenue from hardware rentals and other SaaS offerings.

#### *Modern Communications & Cloud Segment*

The Modern Communications & Cloud portfolio of solutions includes communications technologies and services for voice, video conferencing, wireless, data networking, cyber security, cable, unified communications and collaboration, cloud and technology services. As these solutions come together on IP networks, new opportunities are created to move into adjacent solutions for all vertical markets, such as education, healthcare and government. This segment includes recurring revenue from our Intelisys and intY businesses.

### **Customers**

Our customers, or sales partners, are businesses of all sizes that sell to end-customers across industries ranging from manufacturing, warehouse and distribution, retail and e-commerce, hospitality, transportation and logistics, government, education and healthcare, among others. Our customers provide us with multiple, specialized routes-to-market through various channels, including: VARs, agents, ISOs and ISVs. No single customer accounted for more than 4% of our total net sales for the fiscal year ended June 30, 2022.

#### *VARs*

Within VARs, our customers include specialty technology VARs, direct marketers, IT system integrators, network integrators, service providers, managed service providers and cloud service providers. Specialty technology VARs focus on one or more technologies, providing specialized knowledge and expertise for technology solutions, such as tailored software or integrated hardware. Direct marketers provide a very broad range of technology brands to business, government, education and healthcare

markets. IT system integrators and network integrators develop computer and networking solutions for end-customers' IT needs. Service providers, managed service providers and cloud service providers deliver advanced multi-discipline services with customized solutions that bundle data, collaboration, cloud, network and digital telecommunication services for end-customers' needs.

#### *Agents*

Agents focus on selling telecommunications and cloud services to end-customers, advising about various services, technologies and cost alternatives to help them make informed choices. Agents typically earn monthly commissions on multi-year contract sales as they build their recurring revenue business.

#### *Independent Sales Organizations*

ISOs focus on selling credit card processing and finding new merchant customers for credit card member banks. They offer on-going customer service and support and look to bundle hardware, software and processing services.

#### *Independent Software Vendors*

ISVs develop software, apps and integrated solutions. They generally focus on cloud solutions and sell or certify bundled hardware, software and service solutions.

### **Suppliers**

We provide products and services from approximately 500 suppliers, including 8x8, AT&T, Aruba/HPE, Avaya, Axis, Cisco, Comcast Business, Datalogic, Dell, Elo, Epson, Equinix, Extreme, F5, Five9, Fortinet, Genesys, Granite, GTT, Hanwha, Honeywell, Ingenico, Jabra, Lumen, Microsoft, MetTel, Mitel, NCR, NICE CXone, Poly, RingCentral, Spectrum, Toshiba Global Commerce Solutions, Trend Micro, Ubiquiti, Verifone, Verizon, VMWare, Windstream, Zebra Technologies and Zoom.

We provide products and services from many of our key suppliers in all of our geographic markets; however, certain suppliers only allow distribution to specific geographies. We typically purchase products directly from the supplier and our supplier agreements generally do not restrict us from selling similar or competitive products or services. We have the flexibility to terminate or curtail sales of one product line in favor of another due to technological change, pricing considerations, product availability, customer demand or supplier distribution policies.

Products from two suppliers, Cisco and Zebra, each constituted more than 10% of our net sales for the fiscal year ended June 30, 2022.

- We have three non-exclusive agreements with Cisco. One agreement covers the distribution of Cisco products in the United States and has a two year term. The second agreement covers the distribution of products in Brazil and has a two year term. Each of these agreements must be renewed by written agreement. Either party may terminate these agreements upon 30 days' notice to the other party. The third agreement is an agency contract for North America and has a two year term. Either party may terminate this agreement upon 60 days' prior written notice.
- We have three non-exclusive agreements with Zebra. One agreement covers sales of Zebra Enterprise Visibility & Mobility ("EVM") products in North America and Brazil, while the other two agreements cover sales of Zebra Asset Intelligence & Tracking ("AIT") products in North America and Brazil. The Zebra agreements each have a one year term that automatically renews for additional one year terms. Either party may terminate the EVM agreement upon 30 days' notice to the other party. Either party may terminate the AIT agreement for North America upon 60 days' notice to the other party. Either party may terminate the AIT agreement for Brazil upon 90 days' notice to the other party.

In addition to the agreements mentioned above, we have written agreements with almost all of our other suppliers. These agreements generally include the following terms:

- Non-exclusive distribution rights to resell products and related services in geographical areas (supplier agreements often include territorial restrictions that limit the countries in which we can sell their products and services).

- Short-term periods, subject to periodic renewal, and provide for termination by either party without cause upon 30 to 120 days' notice.
- Stock rotation rights, which give us the ability, subject to limitations, to return for credit or exchange a portion of the items purchased.
- Price protection provisions, which enables us to take a credit for declines in inventory value resulting from the supplier's price reductions.

Along with our inventory management policies and practices, these stock rotation rights and price protection provisions are designed to reduce our risk of loss due to slow-moving inventory, supplier price reductions, product updates and obsolescence.

We participate in various rebate, cash discount and cooperative marketing programs offered by our suppliers to support expenses associated with selling and marketing the suppliers' products and services. These rebates and purchase discounts are largely influenced by sales volumes and are subject to change.

Our suppliers generally warrant their products we sell and allow returns of defective products, including those returned to us by our customers. For certain of our product offerings, we offer a self-branded warranty program. We purchase contracts from unrelated third parties, generally the original equipment manufacturers, to fulfill our obligations to service or replace defective product claimed on these warranty programs. To maintain customer relations, we also facilitate returns of defective products from our customers by accepting for exchange, with our prior approval, most defective products within 30 days of invoicing. In addition, local laws may in some cases impose warranty obligations on the Company.

### **Offerings and Markets**

We currently market over 65,000 products from approximately 500 hardware, software and service suppliers to approximately 30,000 customers. We sell products and services to the United States and Canada from our facilities located in Mississippi, California and Kentucky; into Brazil from facilities located within the Brazilian states of Paraná, Espírito Santo and Santa Catarina. We provide some of our digital products, which include SaaS and subscriptions, through our digital tools and platforms. See "Risk Factors" for a discussion of the risks related to our foreign operations. We also have drop-shipment arrangements with some of our suppliers, which allow us to offer products to customers without taking physical delivery at our facilities. These drop-shipment arrangements represent approximately 20% of fiscal year 2022 net sales.

Our offerings to our customers include hardware, software, services and connectivity across premise, hybrid and cloud environments. We believe that sales partners want to offer end-customers complete technology solutions that solve end-user challenges and deliver positive outcomes. We align our people, processes and tools to help our sales partners grow by providing more hybrid solutions through a better understanding of end-customer needs. We are able to provide a combination of offerings from multiple suppliers or give our sales partners access to additional services, including configuration, key injection, integration support and others to deliver solutions.

We provide our sales partners and suppliers with an array of pre-sale business tools and value-added services, including market and technology solution expertise, education and training, product configuration tools, technical support, logistics and channel financial services. These services allow our sales partners to gain knowledge and experience on marketing, negotiation and selling, to improve customer service, to profitably grow their business and be more cost effective. Our business is enhanced by our ability and willingness to provide the extra level of services that keeps both our sales partners and suppliers satisfied.

We offer technology solutions and services that include the following:

- *Mobility and Barcode*: We offer automatic identification and data capture ("AIDC") technology that incorporates the capabilities for electronic identification and data processing without the need for manual input. These solutions consists of a wide range of products that include portable data collection terminals, wireless products, barcode label printers and scanners. As AIDC technology has become more pervasive, applications have evolved from traditional uses, such as inventory control, materials handling, distribution, shipping and warehouse management, to more advanced applications, such as healthcare.
- *POS*: We provide POS solutions for retail, grocery and hospitality environments to efficiently manage in-store sales and operations. POS solutions include computer-based terminals, tablets, monitors, payment processing solutions, receipt printers, pole displays, cash drawers, keyboards, peripheral equipment and fully integrated processing units.



These solutions may include self-service checkout, kiosks and products that attach to the POS network in the store, including network access points, routers and digital signage.

- *Payments:* We offer payment terminals, comprehensive key injection services, reseller partner branding, extensive key libraries, ability to provide point-to-point encryption, and redundant key injection facilities. We have the resources to deliver secure payment devices that are preconfigured and ready for use. In addition, we partner with ISVs to deliver to merchants integrated tablet POS solution hardware that a merchant may purchase outright or “as a service,” and which includes merchant hardware support and next-day replacement of tablets, terminals and peripherals.
- *Physical Security:* We provide electronic physical security solutions that include identification, access control, video surveillance and intrusion-related products. Our networking products include wireless and networking infrastructure products. Physical security products are used every day across every vertical market to protect lives, property and information. These technology solutions require specialized knowledge to deploy effectively, and we offer in-depth training and education to our sales partners to enable them to maintain the appropriate skill levels.
- *Communications and Collaboration:* We offer communications and collaboration solutions, delivered in the cloud, on-premise or hybrid, such as voice, video, integration of communication platforms and contact center solutions. These offerings combine voice, video and data with computers, telecommunications and the internet to deliver communications solutions on-premise. Software and hardware products include IP-based telephony platforms, Voice over Internet Protocol systems, private branch exchanges, call center applications, video conferencing, desk phones, headsets and cloud-enabled endpoints. Cloud-delivered services, such as unified communications, contact center and video conferencing, enable end-customers to consume and pay for communications services typically on a monthly subscription basis.
- *Connectivity and Cloud Services:* We offer business communications services, including voice, data, access, cable collaboration, wireless and cloud. We focus on empowering and educating sales partners so they can advise end-customers in making informed choices about services, technology and cost savings. Through our digital tools and platforms, we offer sales partners another way to grow their recurring revenue practices, and take the friction out of acquiring, provisioning and managing SaaS offerings. We have contracts with more than 150 of the world’s leading telecom carriers and cloud services providers.

## **People and Culture**

### *General*

Our real competitive advantage is our people, working together to help our customers and partners grow their businesses. The foundation of ScanSource has always been based on strong values and culture with the clear vision of people first. In a changing environment, ScanSource is investing in new infrastructure, tools and programs to ensure a "productivity anywhere" outcome, in the new hybrid working world. In 2022, the Company was named, once again, one of the Best Places to Work in South Carolina.

As of June 30, 2022, we have approximately 2,700 employees, of which approximately 1,800 are in the United States and 900 are located internationally in Canada, Brazil and the UK. We have no organized labor or trade unions in the United States. As of June 30, 2022 we have 12 office locations in the U.S., eight office locations outside of the U.S., and have a remote employee presence. During fiscal year 2022, we added 175 new employees.

### *Diversity and Inclusion*

Respecting and protecting our people and our partners are our highest priorities, from ensuring and supporting an inclusive and diverse workforce and partner base; providing a safe, healthy work environment; and working with suppliers and partners that share this commitment, we do what is right for our employees, channel partners and end customers. One of our core values is to promote an environment that respects and values the diverse backgrounds, interests and talents of our employees. In July 2020, we reaffirmed ScanSource’s commitment to diversity and inclusion with the creation of a comprehensive Diversity & Inclusion (D&I) program and the appointment of our first Chief Diversity Officer ("CDO"). Since taking this role, our CDO launched a D&I strategic plan focused on awareness and education, workforce representation, supplier diversity and community relations. Along with the appointment of the CDO, an internal D&I Advisory Council was created to assist in the implementation of our

D&I plan and serve as a sounding board for our employees. Additionally, initiatives including a D&I book and movie club and employee resource groups are allowing interested employees to broaden their knowledge on various topics in this space.

#### *Professional Development*

We want to help our employees succeed—both personally and professionally. We focus heavily on the intellectual and professional development of our employees, and we strive to create an immersive working environment for them. To promote personal and professional growth, we also encourage our employees to pursue ongoing training and career development opportunities, and we provide tuition assistance and reimbursement for certain pre-approved continuing education programs and professional certifications. We enhanced our learning management system, The Hub, to provide a modernized and engaging user experience for our global employees at all levels. The ScanSource Leadership Institute ("SLI") is another important program that focuses on identifying and helping to develop the next wave of senior leaders for the Company. The SLI program brings together twelve hand-selected leaders from our global offices for a two-week program of intensive training and development—with organization. While this provides a tool for an individual's education and growth, it also nurtures cross-functional collaboration with colleagues through a unique social capability.

#### *Benefits*

We offer a comprehensive benefits package which includes on average 80% coverage of employee healthcare premiums and several benefits at no cost to our employees, including life insurance, disability insurance and work-life balance resources. The financial future of our employees is important to us, which is why we have a 401(k) employer match, performance-based bonus program and employee ownership opportunities for a meaningful portion of our employees through equity incentive grants. We partner with Tuition.io to provide employees access to knowledge and tools to help manage or plan for student loan debt. To expand our financial wellness offerings, we offer workshops and webinars focused on student debt and general debt-counselling services.

#### *Health and Safety*

We care about our employees' overall well-being and encourage them to have a healthy lifestyle, both physically and mentally. That's why we offer dedicated resources to help foster a work/life balance. At the onset of the COVID-19 pandemic, we swiftly and successfully implemented a work-from-home policy for all employees across geographies, outside of our distribution centers. We have continued this policy and are pleased with how our employees have adjusted to this new way of doing business, maintaining an extremely high level of productivity and performance. With a largely remote workforce, it is critical that we continue to focus on our employees' health. We continue to build our 360you program, which provides employees with extensive education and training/coaching opportunities, wellness and fitness challenges, screenings and other valuable resources.

#### *Board Role in People and Culture Management*

Our Board of Directors believes that people and culture management is an important component of our continued growth and success and is essential for our ability to attract, retain and develop talented and skilled employees. We pride ourselves on a culture that respects co-workers and values concern for others. Our Board provides oversight of the Company's policies and strategies relating to talent including corporate culture, diversity and inclusion, and employee development as well as the Company's compensation principles and practices. Our Board, through the Compensation Committee, evaluates and approves the Company's compensation plans, policies, and programs applicable to our senior executives. Our Board also engages in an active succession planning process.

#### *Employee Feedback*

We foster opportunities for employee engagement and have multiple avenues for communication which allows all full-time employees to anonymously give us feedback on our workplace culture, employee programs, and more.

#### **Competition**

We believe we are a leader in the specialty markets we serve. The market for technology products and solutions is highly competitive, both in the United States and internationally. Competitive factors include price, product availability, speed and

accuracy of delivery, effectiveness of sales and marketing programs, credit availability, ability to tailor specific solutions to customer needs, quality and breadth of product lines and services and availability of technical and product information.

Our competitors include local, regional, national and international distributors, as well as suppliers that sell directly to resellers and to end-customers. In addition, our competitors include resellers that sell to franchisees, third-party dealers and end-customers. Competition has increased over the last several years as broad line and other value-added distributors have entered into the specialty technology markets. Such competition could also result in price reductions, reduced margins and loss of market share.

In our Specialty Technology Solutions segment, we compete with broad-line distributors, such as Ingram Micro and TD Synnex, in most geographic areas, and more specialized security distributors, such as ADI and Wesco. Additionally, we also compete against other smaller, more specialized AIDC and POS distributors, such as BlueStar. In our Modern Communications & Cloud segment, we compete against broad-line distributors, such as Ingram Micro and TD Synnex, and more specialized distributors, such as Jenne. Additionally, for Intelisys' technology services, we also compete against other smaller, technology services distributors, such as Avant and Telarus. For our intY business, we compete against other developers of cloud software and services platforms, such as CloudBlue and Pax8. As we seek to expand our business into other areas closely related to our offerings, we may encounter increased competition from current competitors and/or from new competitors, some of which may be our current sales partners.

## **Sales**

Our sales organization consists of inside and field sales representatives located in the United States, Canada, the UK and Brazil. The majority of our sales partners are assigned to a dedicated sales representative or team whose main focus is developing customer relationships and providing our sales partners with solutions to meet their end-customer's needs. Our sales teams are advocates for and trusted advisers to our sales partners. Sales teams are responsible for developing technical expertise within broad product markets, recruiting sales partners, creating demand, negotiating pricing and reviewing overall product and service requirements of our sales partners. Our sales representatives receive comprehensive training with respect to the technical characteristics of suppliers' products, supplemented by frequent product and service seminars conducted by supplier representatives and bi-weekly meetings among product, marketing and sales managers.

Our sales teams also provide sales partners with online ordering, API, EDI and other information systems, allowing sales partners to easily gain access to product specifications, availability and customized pricing, as well as the ability to place and follow the status of orders.

## **Marketing**

We market our technology solutions and services through a range of digital and print channels, including online product catalogs customized for our North American and Brazilian markets; social media; search engine optimization and marketing; content marketing; content automation; e-commerce; email direct marketing, among others. Our marketing practices are tailored to fit the specific needs of our sales partners and suppliers - ensuring we help our partners create, deliver and manage solutions for end-customers across our vertical markets. Our comprehensive marketing efforts include sales promotions, advertisements, management of sales leads, trade show design and event management, advertorials, content creation, partner events and training and certification courses with leading suppliers in an effort to recruit prospective sales partners.

## **Operations**

### *Information Technology Systems*

Our information systems are scalable and capable of supporting numerous operational functions including purchasing, receiving, order processing, shipping, inventory management and accounting. Our sales partners and employees rely on our information systems for online, real-time information on pricing, inventory availability and reservation and order status. Our warehouse operations use bar code technology for receiving and shipping and automated systems for freight processing and shipment tracking, each of which is integrated with our multiple information systems. The customer service and technical support departments employ systems for documentation and faster processing of sales partner inquiries. To ensure that adequate inventory levels are maintained, our buyers depend on the system's purchasing and receiving functions to track inventory on a perpetual basis.

### *Warehouse and Shipping Strategy*

We operate a 741,000 square foot distribution center in Southaven, Mississippi, which is located near the FedEx hub facility in Memphis, Tennessee, and primarily serves North America. We also acquired warehouses in California and Kentucky through our POS Portal acquisition. Our principal warehouses for our Brazil operations are located in the Brazilian states of Paraná, Espírito Santo and Santa Catarina. Our objective is to ship all orders on the same day, using technology to expedite shipments and minimize shipping errors. We offer reduced freight rates and flexible delivery options to minimize our sales partners' need for inventory.

### *Financial Services*

Our sales terms include trade credit, various third-party financing options, which include leasing, flooring and other secured financing for qualified sales partners. These sales terms allow us to compete within our specific geographic areas to facilitate our growth plans. We believe these options reduce the sales partner's need to establish multiple credit relationships.

### **Trade and Service Marks**

We conduct our business under the trade names "ScanSource POS and Barcode," "ScanSource Catalyst," "ScanSource Communications," "ScanSource Services," "ScanSource Networking and Security," "ScanSource KBZ," "ScanSource Brasil," "Network1, a ScanSource company," "Intelisys," "POS Portal," "RPM Software, a ScanSource company" and "intY, a ScanSource company."

Certain of our tradenames, trademarks and service marks are registered, or are in the process of being registered, in the United States or various other countries. We have been issued registrations for many of our marks including, among others, "ScanSource," "Catalyst Telecom," and "Network1" in countries in our principal markets. Even though our marks are not registered in every country where we conduct business, in many cases we have acquired rights in those marks because of our continued use of them. These marks do not have value assigned to them and have a designated indefinite life. We do not believe that our operations are dependent upon any of our marks. We also sell products and provide services under various third-party tradenames, trademarks and service marks, some of which we reference in this report, and these tradenames, trademarks and service marks are the property of their respective owners.

### **Additional Information**

Our principal internet address is [www.scansource.com](http://www.scansource.com). The information contained on, or that can be accessed through, our website is not incorporated by reference into this annual report. We provide our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments to those reports, free of charge on [www.scansource.com](http://www.scansource.com), as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC").

### **ITEM 1A. Risk Factors.**

The following are certain risks that could affect our business, financial position and results of operations. These risks should be considered in connection with evaluating an investment in our company and, in particular, the forward-looking statements contained in this Report because these risks could cause the actual results to differ materially from those suggested by the forward-looking statements. These factors are neither presented in order of importance nor weighted. Additionally, there are other risks which could impact us that we may not describe, because we currently do not perceive them to be material or because they are presently unknown. If any of these risks develops into actual events, our business, financial condition and results of operations could be negatively affected, the market price of our common stock could decline and you may lose all or part of your investment in our common stock. We expressly disclaim any obligation to update or revise any risk factors, whether as a result of new information, future events or otherwise, except as required by law.

### **Risk Factors Related to our Operations**

*People - If we cannot continue to hire and retain high quality employees, our business and financial results may be negatively affected.*

Our operating results could be adversely affected by increased competition for employees, difficulty in recruiting employees, higher employee turnover or increased compensation and benefit costs. Our employees are important to our success and we are dependent in part on our ability to retain the services of our employees in key roles. We have built our business on a set of core values, and we attempt to hire and retain employees who are committed to these values and our culture of providing exceptional service to our customers and suppliers. In order to compete and to continue to grow, we must attract, retain and motivate employees, including those in executive, senior management, sales, marketing, logistics, technical support and other operating positions.

Many of our employees work in small teams to provide specific services to customers and suppliers. They are trained to develop their knowledge of products, services, programs and practices and customer business needs, as well as to enhance the skills required to provide exceptional service and to manage our business. As they gain experience and develop their knowledge and skills, our employees become highly desired by other businesses. Therefore, to retain our employees and attract new ones, we have to provide a satisfying work environment and competitive compensation and benefits.

***Acquisitions - Our growth strategy includes acquisitions of companies that complement or expand our existing business. Acquisitions involve unique risks and uncertainties, including difficulty in identifying and completing potential acquisitions.***

We have acquired, and may continue to acquire, companies that complement or expand our existing business in the United States and internationally, and some of these acquisitions may be in business lines where we have little, if any, experience. Acquisitions entail a number of risks, including that the acquired company will not perform as expected and that we will be responsible for unexpected costs or liabilities. In addition, increases in the size and complexity of our business may place a significant strain on our management, operations, technical performance, financial resources and internal financial control and reporting functions, and there are no assurances that we will be able to manage the acquisition process or newly acquired companies effectively. It is not always possible to conduct an assessment of an acquired business's internal control over financial reporting in the period between the consummation date and the date of management's assessment. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations under Section 404 of the Sarbanes-Oxley Act of 2002.

Our personnel, systems, procedures and controls may not be adequate to effectively manage our future operations, especially as we employ personnel in multiple domestic and international locations. We may not be able to hire, train, retain and manage the personnel required to address our growth. Failure to effectively manage our acquisition opportunities could damage our reputation, limit our future growth, and adversely affect our business, financial condition and operating results.

We may be unable to identify acquisitions or strategic relationships we deem suitable. Even if we do, we may be unable to successfully complete any such transactions on favorable terms or at all, or to successfully integrate an acquired business, facilities, technologies, or products into our business or retain any key personnel, suppliers, or customers. Furthermore, even if we complete such transactions and effectively integrate the newly acquired business or strategic alliance into our existing operations, we may fail to realize the anticipated returns and/or fail to capture the expected benefits, such as strategic or operational synergies or cost savings.

***IT Systems - Our ability to manage our business and monitor results is highly dependent upon information and communication systems. A failure of these systems could disrupt our business.***

We are highly dependent upon a variety of computer and telecommunication systems to operate our business, including our enterprise resource planning systems. As we are dependent upon our ability to gather and promptly transmit accurate information to key decision makers, our business, results of operations and financial condition may be adversely affected if our information systems do not allow us to transmit accurate information, even for a short period of time. Failure to properly or adequately address these issues could impact our ability to perform necessary business operations, which could adversely affect our reputation, competitive position, business, financial condition and results of operations.

In addition, the information systems of companies we acquire may not meet our standards or we may not be able to successfully convert them to provide acceptable information on a timely and cost-effective basis. Furthermore, we must attract and retain qualified people to operate our systems, expand and improve them, integrate new programs effectively with our existing programs and convert to new systems efficiently when required. Any disruption to our business due to such issues, or an increase in our costs to cover these issues, could have an adverse effect on our financial results and operations.

Our customers rely on our electronic ordering and information systems as a source for product information, including availability and pricing. There can be no assurance that our systems will not fail or experience disruptions, and any significant failure or disruption of these systems could prevent us from making sales, ordering and delivering products and otherwise conducting our business. Many of our customers use our website to check product availability, see their customized pricing and place orders. While our website has not experienced any material disruptions or security breakdowns, it may in the future and any disruptions could harm our relationship with our suppliers, customers and other business partners. Any material disruption of our website or the Internet in general could impair our order processing or prevent our suppliers and customers from accessing information and cause us to lose business.

***Supply Chain issues, include a shortage of products, may increase our costs or cause a delay in fulfilling customer orders, completing services or purchasing products and services needed to support our internal operations, resulting in an adverse impact on our financial results.***

Our business depends on the timely supply of products in order to meet the demands of our customers. At present, there is a worldwide shortage of certain technology products resulting from shortages in semiconductors and other components of those products. Like others, we are experiencing ongoing supply constraints that have affected, and could continue to further affect, lead times and the predictability of lead times for delivery of products, the costs of products and our ability to meet customer demands in a timely fashion. If we are unable to mitigate these disruptions, our financial results may be adversely impacted.

Manufacturing interruptions or delays, including as a result of the financial instability or bankruptcy of manufacturers, significant labor disputes such as strikes, natural disasters, political or social unrest, pandemics (such as the ongoing COVID-19 pandemic) or other public health crises or other adverse occurrences affecting any of our suppliers' facilities, could further disrupt our supply chain. We could experience product constraints due to the failure of suppliers to accurately forecast customer demand or to manufacture sufficient quantities of product to meet customer demand (including as a result of shortages of product components), among other reasons.

Our supply chain is also exposed to risks related to international operations. While we purchase our products primarily in the markets we serve (for example, products for United States customers are primarily sourced in the United States), our vendor partners manufacture or purchase a significant portion of the products we sell outside of the United States, primarily in Asia. Political, social or economic instability in Asia, or in other regions in which our vendor partners purchase or manufacture the products we sell, could cause disruptions in trade, including exports to the United States.

Supply chain issues, including a shortage of technology products and available services, may increase our costs or cause a delay in purchasing technology products needed to support our internal systems and infrastructure or operations, resulting in an impact on our operations and availability of our systems, which could result in a materially adverse effect on our operations and financial results.

***Organic growth strategies - If we fail to effectively manage and implement our operating strategies, we may experience a negative effect on our business and financial results.***

A significant component of our growth strategy is to expand our channels and expand our existing products and services in our existing channels and entry into new channels. These efforts may divert our resources and systems, require additional resources that might not be available (or available on acceptable terms), result in new or more intense competition, require longer implementation times or greater expenditures than anticipated and otherwise fail to achieve timely desired results, if at all. If we are unable to increase our sales and earnings by expanding our product and service offerings in a cost effective manner, our results may suffer.

Our ability to successfully manage our organic growth will require continued enhancement of our operational, managerial and financial resources, controls, and models. Our failure to effectively manage our organic growth could have an adverse effect on our business, financial condition and results of operations.

***Credit exposure - We have credit exposure to our customers. Any adverse trends or significant adverse incidents in their businesses could cause us to suffer credit losses.***

As is customary in our industry, we extend credit to our customers, and most of our sales are on open accounts. As we grow and compete for business, our typical payment terms tend to be longer, and therefore may increase our credit risk.

While we evaluate our customers' qualifications for credit and monitor our extensions of credit, these efforts cannot prevent all credit losses and any credit losses negatively impact our performance. In addition, for financial reporting purposes, we estimate future credit losses and establish reserves. To the extent that our credit losses exceed those reserves, our financial performance will be negatively impacted beyond what is expected. If there is deterioration in the collectability of our receivables, or if we fail to take other actions to adequately mitigate such credit risk, our earnings, cash flows and our ability to utilize receivable-based financing could deteriorate.

In addition, extending credit to international customers involves additional risks. It is often more difficult to evaluate credit risk with a customer or obtain credit protections in our international operations. Also, credit cycles and collection periods are typically longer in our international operations. As a result of these factors and other challenges in extending credit to international customers, we generally face greater credit risk from international sales compared to domestic sales.

As customers continue to face the negative economic impacts of COVID 19, recession and inflation, we may face heightened credit losses not otherwise experienced before the pandemic.

***Reliance on third parties - We are dependent on third parties for some services, including the delivery of a majority of our products, logistics and warehousing. Changes in shipping terms or the failure or inability of our third-party shippers to perform could have an adverse impact on our business and results of operations.***

We rely on third parties to perform certain services for our business and for our customers, which, if not performed by these third parties in accordance with the terms of the arrangement, could result in significant disruptions or costs to our organization, including monetary damages and an adverse effect on our customer relationships.

In particular, we are dependent upon major shipping companies, including FedEx and UPS, for the shipment of our products to and from our centralized warehouses. Changes in shipping terms, or the inability of these third-party shippers to perform effectively, could affect our responsiveness to our customers. From time to time, we have experienced significant increases in shipping costs due to increases in fuel costs and transit losses due to a congested supply chain. Increases in our shipping costs or transit losses may adversely affect our financial results if we are unable to pass on these higher costs to our customers.

In Brazil, we use third parties to provide warehousing and logistics services in order to provide cost-effective operations and scale in certain regions. The failure or inability of one or more of these third parties to deliver products from suppliers to us, or products from us to our customers, for any reason could disrupt our business and harm our reputation and operating results. We work closely with our third-party logistics and warehousing providers to anticipate issues, and also review public information regarding their financial health. However, issues may not be identified quickly, which may lead to lack of or poor execution of services, loss or litigation. Additionally, deterioration of the financial condition of our logistical and warehousing providers could result in delayed responsiveness or delivery failure, which would ultimately affect our responsiveness to our customers and thus may adversely affect our business, financial condition and results of operations.

***Inventory - The value of our inventory may be adversely affected by market and other factors.***

Our business, like that of other distributors, is subject to the risk that the value of our inventory will be adversely affected by price reductions by manufacturers, by technological changes affecting the usefulness or desirability of our products or by foreign currency fluctuations. Most of our supplier agreements and most manufacturers' policies have some price protection and stock rotation opportunities with respect to slow-moving or obsolete inventory items. However, these protections are limited in scope and do not protect against all declines in inventory value, excess inventory, or product obsolescence, and in some instances we may not be able to fulfill all necessary conditions or successfully manage such price protection or stock rotation opportunities. In addition, these protections are not always reflected in supplier agreements and their application in a particular situation is dependent upon negotiations with our suppliers. As a result, occasionally we are required to write down the value of excess and obsolete inventory, and should any of these write-downs occur at a significant level, they could have an adverse effect on our business, financial condition and results of operations.

***Suppliers - Changes to supply agreement terms or lack of product availability from our suppliers could adversely affect our operating margins, revenues or the level of capital required to fund our operations.***

A significant percentage of our net sales relates to products we purchase from relatively few suppliers, including Cisco and Zebra. As a result of such concentration risk, terminations of supply or services agreements or a change in terms or conditions of sale from one or more of our key suppliers could adversely affect our operating margins, revenues or the level of capital required to fund our operations. Our suppliers have the ability to make adverse changes in their sales terms and conditions, such as reducing the level of purchase discounts and rebates they make available to us. In addition, our suppliers have the ability to terminate sales to us. We have no guaranteed price or delivery agreements with our suppliers. In certain product categories, limited price protection or return rights offered by our suppliers may have a bearing on the amount of product we are willing to stock. Our inability to pass through to our customers the impact of these changes, as well as if we fail to develop or maintain systems to manage ongoing supplier programs, could cause us to record inventory write-downs or other losses and could have significant negative impact on our gross margins.

We receive purchase discounts and rebates from some suppliers based on various factors, including goals for quantitative and qualitative sales or purchase volume and customer related metrics. Certain purchase discounts and rebates may affect gross margins. Many purchase discounts from suppliers are based on percentage increases in sales of products. Our operating results could be adversely impacted if these rebates or discounts are reduced or eliminated or if our suppliers significantly increase the complexity of their refund procedures and thus increase costs for us to obtain such rebates.

Our ability to obtain particular products or product lines in the required quantities and our ability to fulfill customer orders on a timely basis is critical to our success. Our suppliers have experienced product supply shortages from time to time due to the inability of certain of their suppliers to supply products on a timely basis, which has been more prevalent since the COVID-19 pandemic began. Specifically, shortages of computer chips may lead to product constraints and adversely affect our sales volumes and product availability. In addition, our dependence on a limited number of suppliers leaves us vulnerable to having an inadequate supply of required products, price increases, late deliveries and poor product quality. As a result, we have experienced, and may in the future continue to experience, short-term shortages of specific products or be unable to purchase our desired volume of products. Suppliers that currently distribute their products through us, may decide to shift to or substantially increase their existing distribution with other distributors, their own dealer networks, or directly to resellers or end-customers. Suppliers have, from time to time, made efforts to reduce the number of distributors with which they do business. This could result in more intense competition as distributors strive to secure distribution rights with these suppliers, which could have an adverse impact on our operating results. We cannot provide any assurances that suppliers will maintain an adequate supply of products to fulfill all of our customer orders on a timely basis. Our reputation, sales and profitability may suffer if suppliers are not able to provide us with an adequate supply of products to fulfill our customer orders on a timely basis or if we cannot otherwise obtain particular products or product lines.

Increasingly, our suppliers are combining and merging, leaving us with fewer alternative sources. Supplier consolidation may also lead to changes in the nature and terms of relationships with our suppliers. In addition, suppliers may face liquidity or solvency issues that in turn could negatively affect our business and operating results. Any loss or deterioration of a major supplier relationship could adversely affect our business, financial condition and results of operations.

***Liquidity and capital resources - Market factors and our business performance may increase the cost and decrease the availability of capital. Additional capital may not be available to us on acceptable terms to fund our working capital needs and growth.***

Our business requires significant levels of capital to finance accounts receivable and product inventory that is not financed by trade creditors. We have an increased demand for capital when our business is expanding, including through acquisitions and organic growth. Changes in payment terms with either suppliers or customers could also increase our capital requirements. We have historically relied upon cash generated from operations, borrowings under our revolving credit facility and secured and unsecured borrowings to satisfy our capital needs and to finance growth. While we believe our existing sources of liquidity will provide sufficient resources to meet our current working capital and cash requirements, if we require an increase in capital to meet our future business needs or if we are unable to comply with covenants under our borrowings, such capital may not be available to us on terms acceptable to us, or at all. We have a multi-currency senior secured credit facility with JPMorgan Chase Bank N.A., as administrative agent, and a syndicate of banks (the "Amended Credit Agreement"). The Amended Credit Agreement includes customary representations, warranties and affirmative and negative covenants, including financial



covenants. Specifically, our Leverage Ratio must be less than or equal to 3.50:1.00 at all times. In addition, our Interest Coverage Ratio (as such term is defined in the Amended Credit Agreement) must be at least 3.00:1.00 as of the end of each fiscal quarter. In the event of a default, customary remedies are available to the lenders, including acceleration and increased interest rates.

In addition, the cost of borrowings under our existing sources of capital and any potential new sources of capital as a result of variable interest rates may increase, which could have an adverse effect on our financial condition. Changes in how lenders rate our credit worthiness, as well as macroeconomic factors such as an economic downturn, inflation, rising interest rates and global economic instability may restrict our ability to raise capital in adequate amounts or on terms acceptable to us, and the failure to do so could harm our ability to operate our business.

In addition, our cash and cash equivalents are deposited with various financial institutions located in the various countries in which we operate. We endeavor to monitor these financial institutions regularly for credit quality; however, we are exposed to risk of loss on such funds or we may experience significant disruptions in our liquidity needs if one or more of these financial institutions were to suffer bankruptcy or similar restructuring.

***Customers - We operate in a highly competitive environment and good customer relations are critical to our success. There can be no assurance that we will be able to retain and expand our customer relationships or acquire new customers.***

Meeting our customers' needs quickly and fairly is critical to our business success. Transactions with our customers generally are performed on a purchase order basis rather than under long term supply agreements. Therefore, our customers readily can choose to purchase from other sources. From time to time, we experience shortages in availability of some products from suppliers, and this impacts customers' decisions regarding whether to make purchases from us. Anything that negatively influences customer relations can also negatively impact our operating results.

Customer consolidation also may lead to changes in the nature and terms of relationships with our customers. The loss or deterioration of a major customer relationship could adversely affect our business, financial condition and results of operations. COVID-19's continued widespread disruptive economic impacts, economic recession, and higher interest rates and inflation could result in some of our customers shuttering their businesses, thus negatively impacting our revenues.

***Litigation - We routinely are involved in litigation that can be costly and lead to adverse results.***

In the ordinary course of our business, we are involved in a wide range of disputes, some of which result in litigation. We are routinely involved in litigation related to commercial disputes surrounding our business activities, intellectual property disputes, employment disputes and accounts receivable collection activity. In addition, as a public company with a large shareholder base, we are susceptible to class-action lawsuits and other litigation resulting from disclosures that we or our officers and directors make (or do not make) and our other activities. Litigation is expensive to bring and defend, and the outcome of litigation can be adverse and significant. Not all adverse outcomes can be anticipated, and applicable accounting rules do not always require or permit the establishment of a reserve until a final result has occurred or becomes probable and estimable. In some instances we are insured or indemnified for the potential losses; in other instances we are not. An uninsured, under insured or non-indemnified adverse outcome in significant litigation could have an adverse effect on our business, financial condition and results of operations. We can make no assurances that we will ultimately be successful in any dispute that we are a party to. See Item 3. "Legal Proceedings" for further discussion of our material legal matters.

***Fair value measurement of goodwill and other intangible assets - Changes in the fair value of the assets and liabilities measured at fair value could have a significant effect on our reported earnings.***

We have substantial goodwill. On at least an annual basis, we are required to assess our goodwill and other intangible assets, including but not limited to customer relationships, trademarks and trade names, for impairment. This includes continuously monitoring events and circumstances that could trigger an impairment test outside of our annual impairment testing date in the fourth quarter of each year. Testing goodwill and other intangibles for impairment requires the use of significant estimates and other inputs outside of our control. If the carrying value of goodwill in any of our goodwill reporting units or other intangible assets is determined to exceed their respective fair values, we may be required to record significant impairment charges. In addition, our decision to dispose of certain of our operations may require us to recognize an impairment to the carrying value of goodwill and other intangible assets attendant to those operations. We recognized significant goodwill and intangible asset impairment in the fiscal year ended June 30, 2020. Any declines resulting in a goodwill impairment or long-lived asset

impairment may result in material non-cash charges to our earnings. Impairment charges would also reduce our consolidated shareholders' equity and increase our debt-to-total-capitalization ratio, which could negatively impact our credit rating and access to the public debt and equity markets.

***International operations - Our international operations expose us to risks that are different from, and possibly greater than, the risks we are exposed to domestically.***

We currently have significant facilities outside the United States, and a substantial portion of our revenue is derived from our international operations. These operations are subject to a variety of risks that are different from the risks that we face domestically or are similar risks but with potentially greater exposure. These risks include:

- Disproportionate negative impact from COVID-19 in a foreign location;
- Fluctuations of foreign currency and exchange rates, which can impact sales, costs of the goods we sell and the reporting of our results and assets on our financial statements;
- Changes in international trade laws, trade agreements, or trading relationships affecting our import and export activities, including export license requirements, restrictions on the export of certain technology and tariff changes, or the imposition of new or increased trade sanctions;
- Difficulties in collecting accounts receivable and longer collection periods;
- Changes in, or expiration of, various foreign incentives that provide economic benefits to us;
- Labor laws or practices that impact our ability and costs to hire, retain and discharge employees;
- Difficulties in staffing and managing operations in foreign countries;
- Changes in the interpretation and enforcement of laws (in particular related to items such as duty and taxation), and laws related to data privacy such as GDPR and other similar privacy laws that impact our IT systems and processes;
- Global economic and financial market instability related to the UK's referendum withdrawal from the E.U., as well as instability from the possibility of withdrawal of other E.U. member states;
- Potential political and economic instability and changes in governments;
- Compliance with foreign and domestic import and export regulations and anti-corruption laws, including the Iran Threat Reduction and Syria Human Rights Act of 2012, U.S. Foreign Corrupt Practices Act, UK Bribery Act, and similar laws of other jurisdictions, governing our business activities outside the United States, the violation of which could result in severe penalties, including monetary fines, criminal proceedings and suspension of export or import privileges; and
- Terrorist or military actions that result in destruction or seizure of our assets or suspension or disruption of our operations or those of our customers, suppliers or service providers.

We currently transact business in the UK, where we also have offices. The UK's ongoing process of exiting the E.U. is a source of continued uncertainty. A number of agreements have already been made that alter the UK's relationship with the E.U., including the terms of trade between the UK and the E.U. and the rest of the world. The measures could potentially disrupt the markets we serve and the tax jurisdictions in which we operate and adversely change tax benefits or liabilities in these or other jurisdictions. Changes resulting from these measures, including access to free trade agreements, tariffs and customs and currency fluctuations may cause us to lose customers, suppliers and employees and adversely affect our financial condition.

We have substantial operations in Brazil and face risks related to these countries' complex tax, labor, trade compliance and consumer protection laws and regulations. Additionally, developing markets such as Brazil have greater political volatility and vulnerability to infrastructure and labor disruptions, are more likely to experience market and interest rate fluctuations and may have higher inflation. In addition, doing business in these countries poses additional challenges, such as finding and retaining qualified employees, particularly management-level employees, navigating underdeveloped infrastructure and identifying and retaining qualified suppliers, resellers, agents and service providers, among other risks. Furthermore, in developing markets it may be common for others to engage in business practices prohibited by laws and regulations applicable to us, such as the U.S. Foreign Corrupt Practices Act, UK Bribery Act, or similar local anti-bribery laws. Our commitment to legal compliance could put us at a competitive disadvantage, and any lapses in our compliance could subject us to civil and criminal penalties that could materially and adversely affect our financial condition and results of operations.

In addition, competition in developing markets is increasing. If we cannot successfully increase our business, our product sales, financial condition and results of operations could be adversely affected.

***Quarterly fluctuations - Our net sales and operating results are dependent on a number of factors. Our net sales will fluctuate from quarter to quarter, and these fluctuations may cause volatility in our stock price.***

Our net sales and operating results may fluctuate quarterly and, as a result our performance in one period may vary significantly from our performance in the preceding quarter, and may differ significantly from our forecast of performance from quarter to quarter. The impact of these variances may cause volatility in our stock price. Additionally, any past financial performance should not be considered an indicator of future performance, and investors should not use historical trends to anticipate results or trends in the future as our operating results may fluctuate significantly quarter to quarter. The results of any quarterly period are not indicative of results to be expected for a full fiscal year.

***Centralized functions - We have centralized a number of functions to provide efficient support to our business. As a result, a loss or reduction of use of one of our locations would have an adverse effect on our business operations and financial results.***

In order to be as efficient as possible, we centralize a number of critical functions. For instance, we currently distribute products to the majority of North America from a single warehouse. Similarly, for the primary business operations, we utilize a single information system based in the United States for the majority of our North American operations, while our Brazilian and UK operations have separate systems. While we have backup systems and business continuity plans, any significant or lengthy interruption of our ability to provide these centralized functions as a result of natural disasters, prolonged inclement weather, security breaches or otherwise would significantly impair our ability to continue normal business operations. In addition, the centralization of these functions increases our exposure to local risks, such as the availability of qualified employees and the lessening of competition for critical services, such as freight and communications.

#### **Risk Factors Related to our Industry**

***Competition - We experience intense competition in all of our markets. This competition could result in reduced margins and loss of our market share.***

Our markets are fiercely competitive. We compete on the basis of price, product and service availability, speed and accuracy of delivery, effectiveness of sales and marketing programs, credit availability and terms, ability to tailor solutions to the needs of our customers, quality and breadth of product line and services and availability of technical and product information. Our competitors include local, regional, national and international distributors as well as hardware and service suppliers that sell directly to resellers and to end-customers. In addition, we compete with resellers and master agents that sell to franchisees, third-party dealers and end-customers. Certain of our current and potential competitors have greater financial, technical, marketing and other resources than we have and may be able to respond more quickly to new or emerging technologies and changes in customer requirements. Certain smaller, regional competitors, that are specialty two-tier or mixed model master resellers, may be able to respond more quickly to new or emerging technologies and changes in customer requirements in their regions. Competition has increased for our sales units as broad line and other value-added distributors have entered into the specialty technology markets. Such competition could result in price reductions, reduced margins and loss of our market share.

As a result of intense price competition in our industry, our gross margins and our operating profit margins historically have been narrow, and we expect them to continue to be narrow in the future. To remain competitive, we may be forced to offer more credit or extended payment terms to our customers. This could result in an increase in our need for capital, increase our financing costs, increase our bad debt expenses and have an adverse impact on our results of operations. We may lose market share, or reduce our prices in response to the action of our competitors and thereby experience a reduction in our gross margins, or that we will remain in any geographical market where we do not believe we can earn appropriate margins. We expect continued intense competition as current competitors expand their operations and new competitors enter the market. Our inability to compete successfully against current and future competitors could cause our revenue and earnings to decline.

***Disruptive technology - We may not be able to respond and adapt to rapid technological changes, evolving industry standards or changing customer needs or requirements, and thus may become less competitive.***

The market for some of our products and services is subject to rapid technological change, evolving industry standards and changes in customer demand, which can contribute to the decline in value or obsolescence of inventory. Although most of our suppliers provide us with certain protections from the loss in value of inventory (such as price protection and certain return

rights), we cannot be sure that such protections will fully compensate for any loss in value, or that the suppliers will choose to, or be able to, honor such agreements.

Our ability and our supplier's ability to anticipate and react quickly to new technology trends and customer requirements is crucial to our overall success, financial condition and results of operations. If our suppliers fail to evolve their product and service offerings, or if we fail to evolve our product and service offerings or engage with desirable suppliers in time to respond to, and remain ahead of, new technological developments, it would adversely affect our ability to retain or increase market share and revenues. New technologies may emerge that quickly surpass the capabilities of the products we currently hold in inventory or have access to sell through our existing supplier network, and our customers may no longer view our product offerings as desirable or necessary, which could result in a reduction in our market share and ability to obtain sufficient profit margins. Some of our competitors and our suppliers' competitors may be better at adapting to disruptive technology or entering new markets. Our future success depends, in part, on our ability to adapt and manage our product and service offerings to meet customer needs at prices that our customers are willing to pay.

## **General Risk Factors**

***Cyber security risk - Our reputation and business may be harmed from cyber security risk and we may be subject to legal claims if there is loss, disclosure or misappropriation of or access to our customers' or our business partners' or our own information or other breaches of our information security.***

We make extensive use of online services and integrated information systems, including through third-party service providers. The secure maintenance and transmission of customer information is a critical element of our operations. Our information technology and other systems that maintain and transmit customer or employee information or those of service providers or business partners may be compromised by a malicious third-party penetration of our network security, or that of a third-party service provider or business partner, or impacted by advertent or inadvertent actions or inactions by our employees, or those of a third-party service provider or business partner. With constant changes in the security landscape, experienced computer programmers and hackers may be able to penetrate our network security, or that of our third-party service providers, and misappropriate or compromise our confidential information, create system disruptions, or cause shutdowns. As a result, our customers' information may be lost, disclosed, accessed or taken without our customers' consent.

We are subject to laws and regulations relating to customer privacy and the protection of personal information. Any such loss, disclosure or misappropriation of, or access to, customers' or business partners' information or our information or other breach of such information security can result in legal claims or legal proceedings, including regulatory investigations and actions, and may have a serious impact on our reputation and may adversely affect our businesses, operating results and financial condition.

***COVID-19 - COVID-19 continues to create macroeconomic uncertainty and could negatively impact our financial results***

We are vulnerable to the general economic impacts of pandemics, such as the COVID-19 pandemic, which continue to create significant macroeconomic uncertainty and supply chain constraints. These supply chain constraints have caused shortages in electronics components, resulting in extended lead times and unpredictability. The COVID-19 pandemic has also resulted in the implementation of numerous measures to contain the virus worldwide, which may continue to cause significant disruptions to the US and global economy. The extent to which COVID-19 and related challenges will continue to impact our results will depend on future developments, which are uncertain and cannot be predicted with confidence.

While we are unable to predict the ultimate impact that COVID-19 will have on our business, certain technologies have benefited from the widespread adoption to a work-from-anywhere business model, as well as the accelerated shift to digitize and automate processes. However, our revenues could decrease significantly if our suppliers are not able to supply us products in a timely manner. Additionally, our distribution centers may not be able to maintain staffing levels, which could affect our ability to ship products timely and negatively impact our cash flow.

To the extent the COVID-19 pandemic continues, the mitigation efforts and the resulting economic impact could adversely affect many aspects of our business. COVID-19 may also have the effect of heightening many of the other risk factors disclosed herein, such as those relating to our growth strategies, credit exposure, liquidity and capital resources, people, volatility of stock price and economic weakness.

***Increased government regulation - We may be subject to additional costs and subject to fines and penalties because certain governmental entities are end-customers of products that we sell.***

Certain of our customers sell our products to government entities, which requires us to comply with additional laws, regulations and contractual requirements relating to how we conduct business. In complying with such laws, regulations and other requirements, we may incur additional costs. In addition, non-compliance with such laws, regulations and other requirements also may expose us to fines and penalties, including contractual damages or the loss of certain contracts or business. We also may be subject to increased scrutiny and investigation into our business practices, which may increase operating costs and increase legal liability, as well as expose us to additional reputational risk.

***Volatility of Stock Price - The trading price of our common stock fluctuates.***

The stock market as a whole and the trading prices of companies with smaller capitalization have been volatile. This volatility could significantly reduce the price of our common stock at any time, without regard to our own operating performance. This volatility may affect the price at which you could sell your common stock. Our stock price is likely to continue to be volatile in response to market and other factors; variations in our quarterly operating results from our expectations or those of securities analysts or investors; downward revisions in securities analysts' estimates; and announcement by us or our competitors of significant acquisitions, transactions, partnerships, joint ventures or capital commitments.

A material decline in the price of our common stock may result in the assertion of certain claims against us, and/or the commencement of inquiries and/or investigations against us. A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital, if needed, and the inability for you to obtain a favorable price at which you could sell your shares.

***Foreign currency - Our international operations expose us to fluctuations in foreign currency exchange rates that could adversely affect our results of operations.***

We transact sales, pay expenses, own assets and incur liabilities in countries using currencies other than the U.S. dollar. Volatility in foreign exchange rates increase our risk of loss related to products and services purchased in a currency other than the currency in which those products and services are sold. We maintain policies to reduce our net exposure to foreign currency exchange rate fluctuations through the use of derivative financial instruments, however there can be no assurance that fluctuations in foreign currency exchange rates will not materially affect our financial results. Because our consolidated financial statements are presented in U.S. dollars, we must translate our financial statements into U.S. dollars at exchange rates in effect during each reporting period. Therefore, increases or decreases in the exchanges rates between the U.S. dollar and other currencies we transact in may positively or negatively affect our results of operations. In addition, unexpected and dramatic changes in foreign currency exchange rates may negatively affect our earnings from those markets.

***Economic weakness - Economic weakness, including recession and inflation, and geopolitical uncertainty could adversely affect our results and prospects.***

Our financial results, operations and prospects depend significantly on worldwide economic and geopolitical conditions, the demand for our products and services, and the financial condition of our customers and suppliers. Economic weakness and geopolitical uncertainty have in the past resulted, and may result in the future, in reduced demand for products resulting in decreased sales, margins and earnings. Economic weakness and geopolitical uncertainty may also lead us to impair assets, including goodwill, intangible assets and other long-lived assets, take restructuring actions or adjust our operating strategy and reduce expenses in response to decreased sales or margins. We may not be able to adequately adjust our cost structure in a timely fashion, which may adversely impact our profitability. Uncertainty about economic conditions may increase foreign currency volatility in markets in which we transact business, which may negatively impact our results. Economic weakness and geopolitical uncertainty also make it more difficult for us to manage inventory levels and/or collect customer receivables, which may result in provisions to create reserves, write-offs, reduced access to liquidity and higher financing costs.

The economic weakness brought about by COVID-19 may result in prolonged recession, inflation and increasing interest rates, which has the potential to disproportionately impact our business depending on which sectors of the economy and which geographies are most impacted.

**ITEM 1B. Unresolved Staff Comments.**

Not applicable.

**ITEM 2. Properties.**

Our fixed assets include office space and warehouses. Our principal locations and/or properties as of June 30, 2022, were as follows:

<b>Location</b>	<b>Approximate Square Footage</b>	<b>Type of Interest</b>	<b>Description of Use</b>
<b><i>United States</i></b>			
Greenville, SC	174,000	Owned	Headquarters - Principal Executive and Sales Offices
Greenville, SC	7,600	Leased	Sales and Administration Offices
Southaven, MS	741,000	Leased	Warehouse
Sacramento, CA	53,000	Leased	Sales and Administration Offices and Warehouse
Louisville, KY	22,000	Leased	Warehouse
<b><i>Brazil</i></b>			
São José dos Pinhais, Paraná, Brazil	24,000	Leased	Sales Office and Warehouse
Serra, Espírito Santo, Brazil	31,000	Leased	Sales Office and Warehouse
Itajai, Santa Catarina, Brazil	164,000	Leased	Sales Office and Warehouse

Of the 174,000 owned square footage in Greenville, South Carolina approximately 40,000 square feet is subleased to an unrelated third party. Our primary North American distribution operations are located in Southaven, Mississippi. We utilize the logistical services of various third party warehouses in the United States and Brazil. We also lease various additional sales offices and warehouse spaces, each approximately 20,000 square feet or less throughout the United States and international locations.

Management believes our office and warehouse facilities are adequate to support our operations at their current levels and for the foreseeable future.

**ITEM 3. Legal Proceedings.**

The Company and our subsidiaries are, from time to time, parties to lawsuits arising out of operations. Although there can be no assurance, based upon information known to us, we believe that any liability resulting from an adverse determination of such lawsuits would not have a material adverse effect on our financial condition and results of operations.

**ITEM 4. Mine Safety Disclosures.**

Not applicable.

**PART II**

**ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock is quoted on the NASDAQ Global Select Market under the symbol "SCSC." As of August 22, 2022, there were approximately 725 holders of record of our common stock.

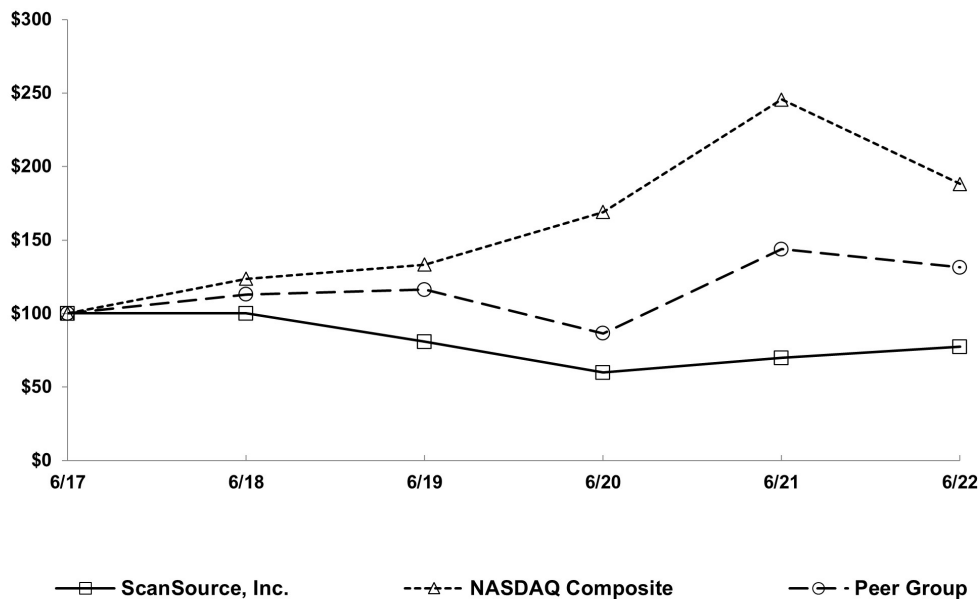
*Stock Performance Chart*

The following stock performance graph compares cumulative total shareholder return on our common stock over a five-year period with the Nasdaq Market Index and with the Standard Industrial Classification ("SIC") Code Index (SIC Code 5045 – Wholesale Computers and Peripheral Equipment and Software) for the same period. Total shareholder return represents stock price changes and assumes the reinvestment of dividends. The graph assumes the investment of \$100 on June 30, 2017.

	2017	2018	2019	2020	2021	2022
ScanSource, Inc.	\$ 100	\$ 100	\$ 81	\$ 60	\$ 70	\$ 77
NASDAQ Composite	\$ 100	\$ 124	\$ 133	\$ 169	\$ 246	\$ 188
SIC Code 5045 – Computers & Peripheral Equipment	\$ 100	\$ 113	\$ 116	\$ 86	\$ 144	\$ 131

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***

Among ScanSource, Inc., the NASDAQ Composite Index, and a Peer Group



\*\$100 invested on 6/30/17 in stock or index, including reinvestment of dividends. Fiscal year ending June 30.

### Share Repurchases

In August 2021, our Board of Directors authorized a \$100 million share repurchase program. The authorization does not have any time limit. In fiscal year 2022, we repurchased 550,194 shares totaling \$18.2 million under the share repurchase program.

The following table shows the share-repurchase activity for the quarter ended June 30, 2022 (in thousands except share and per share data):

Period	Total number of shares purchased <sup>(1)</sup>	Average price paid per share	Total number of shares purchased as part of the publicly announced plan or program	Approximate dollar value of shares that may yet be purchased under the plan or program
April 1, 2022 through April 30, 2022	197,677	\$ 33.85	197,677	\$ 84,249,021
May 1, 2022 through May 31, 2022	71,762	33.92	71,762	81,814,854
June 1, 2022 through June 30, 2022	662	38.98	—	81,814,854
Total	270,101		269,439	

<sup>(1)</sup> Includes 662 shares withheld from employees' stock-based awards to satisfy required tax withholding obligations for the month of June 2022. There were no shares withheld during the months of April and May 2022.

### Dividends

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

### ITEM 6. [Reserved].



## **ITEM 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

### **Overview**

ScanSource is a leading hybrid distributor connecting devices to the cloud and accelerating growth for partners across hardware, SaaS, connectivity and cloud. We provide technology solutions and services from more than 500 leading suppliers of mobility and barcode, POS and payments, physical security and networking, communications and collaboration, connectivity and cloud services to our approximately 30,000 sales partners located in the United States, Canada, Brazil, the UK and Europe.

We operate our business under a management structure that enhances our technology focus and hybrid distribution growth strategy. Our segments operate in the United States, Canada, Brazil and the UK and consist of the following:

- Specialty Technology Solutions
- Modern Communications & Cloud

We sell hardware, SaaS, connectivity and cloud solutions and services through channel partners to end-customers. We operate distribution facilities that support our United States and Canada business in Mississippi, California and Kentucky. Brazil distribution facilities are located in the Brazilian states of Paraná, Espírito Santo and Santa Catarina. We provide some of our digital products, which include SaaS and subscriptions, through our digital tools and platforms.

Our key suppliers include 8x8, AT&T, Aruba/HPE, Avaya, Axis, Cisco, Comcast Business, Datalogic, Dell, Elo, Epson, Equinix, Extreme, F5, Five9, Fortinet, Genesys, Granite, GTT, Hanwha, Honeywell, Ingenico, Jabra, Lumen, Microsoft, MetTel, Mitel, NCR, NICE CXone, Poly, RingCentral, Spectrum, Toshiba Global Commerce Solutions, Trend Micro, Ubiquiti, Verifone, Verizon, VMWare, Windstream, Zebra Technologies and Zoom.

### **Recent Developments**

#### **Impact of the Macroeconomic Environment, Including Inflation and Supply Chain Constraints**

The macroeconomic environment, including the economic impacts of supply chain constraints, rising interest rates and inflation continues to create significant uncertainty and may adversely affect our consolidated results of operations. We are actively monitoring changes to the global macroeconomic environment and assessing the potential impacts these challenges may have on our financial condition, results of operations and liquidity. We are also mindful of the potential impact these conditions could have on our customers and suppliers.

In spite of these challenges and uncertainties, we believe we have managed the supply chain requirements of our customers and suppliers effectively to date. While we are unable to predict the ultimate impact these factors will have on our business, certain technologies have benefited from the widespread adoption to a work-from-anywhere business model, as well as the accelerated shift to digitize and automate processes.

### **Our Strategy**

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

### **Results of Operations from Continuing Operations**

The following table sets forth for the periods indicated certain income and expense items as a percentage of net sales. Totals may not sum due to rounding.

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>Statement of income data:</b>			
Net sales	100.0 %	100.0 %	100.0 %
Cost of goods sold	87.9	88.9	88.3
Gross profit	12.1	11.1	11.7
Selling, general and administrative expenses	7.8	7.9	8.5
Depreciation expense	0.3	0.4	0.4
Intangible amortization expense	0.5	0.6	0.7
Restructuring and other charges	0.0	0.3	0.0
Impairment charges	0.0	0.0	4.0
Change in fair value of contingent consideration	0.0	0.0	0.2
Operating income	3.5	2.0	(2.1)
Interest expense	0.2	0.2	0.4
Interest income	(0.1)	(0.1)	(0.2)
Other (income) expense, net	0.0	0.0	0.0
Income (loss) from continuing operations before income taxes	3.4	1.8	(2.4)
Provision for income taxes	0.8	0.4	0.2
Net income (loss) from continuing operations	2.5	1.4	(2.6)
Net loss from discontinued operations	0.0	(1.1)	(3.7)
Net income (loss)	2.5 %	0.3 %	(6.3)%

#### **Comparison of Fiscal Years Ended June 30, 2022, 2021 and 2020**

Below is a discussion of fiscal years ended June 30, 2022, 2021 and 2020.

#### ***Net Sales***

##### ***Fiscal year 2022 compared to fiscal year 2021***

We have two reportable segments, which are based on technology. The following table summarizes our net sales results by business segment and by geographic location for the comparable fiscal years ended June 30, 2022 and 2021.

	2022	2021	\$ Change	% Change	% Change Constant Currency, Excluding Divestitures and Acquisitions <sup>(a)</sup>
	<i>(in thousands)</i>				
<b>Sales by Segment:</b>					
Specialty Technology Solutions	\$ 2,082,321	\$ 1,815,933	\$ 266,388	14.7 %	14.6 %
Modern Communications & Cloud	1,447,614	1,334,873	112,741	8.4 %	7.9 %
Total net sales	<u>\$ 3,529,935</u>	<u>\$ 3,150,806</u>	<u>\$ 379,129</u>	12.0 %	11.8 %
<b>Sales by Geography Category:</b>					
United States	\$ 3,173,694	\$ 2,840,731	\$ 332,963	11.7 %	11.7 %
International	356,241	310,075	46,166	14.9 %	12.0 %
Total net sales	<u>\$ 3,529,935</u>	<u>\$ 3,150,806</u>	<u>\$ 379,129</u>	12.0 %	11.8 %

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

### **Specialty Technology Solutions**

The Specialty Technology Solutions segment consists of sales to customers in North America and Brazil. During fiscal year 2022, net sales for this segment increased \$266.4 million, or 14.7%, compared to fiscal year 2021. Excluding the foreign exchange positive impact of \$1.7 million, adjusted net sales for fiscal year 2022 increased \$264.7 million, or 14.6%, compared to the prior year. The increase in net sales and in adjusted net sales is primarily due to increased broad-based demand across our technologies.

### **Modern Communications & Cloud**

The Modern Communications & Cloud segment consists of sales to customers in North America, Brazil, Europe and the UK. During fiscal year 2022, net sales for this segment increased \$112.7 million, or 8.4%, compared to fiscal year 2021. Excluding the foreign exchange positive impact of \$7.1 million, adjusted net sales increased \$105.6 million, or 7.9%, compared to the prior year. The increase in net sales and adjusted net sales is primarily due to increased demand across our communications solutions.

Intelisys connectivity and cloud net sales for fiscal year 2022 increased 14.4% year-over-year. For our Intelisys business, net sales reflect the net commissions received from suppliers after paying sales partner commissions. For fiscal year 2022, Intelisys net billings, which are amounts billed by suppliers to end users and represents annual recurring revenue, totaled approximately \$2.25 billion. The fiscal year 2022 Intelisys net billings resulted in Intelisys net sales of approximately \$74.3 million.

### ***Fiscal year 2021 compared to fiscal year 2020***

	2021	2020	\$ Change	% Change	% Change Constant Currency, Excluding Divestitures and Acquisitions <sup>(a)</sup>
	<i>(in thousands)</i>				
<b>Sales by Segment:</b>					
Specialty Technology Solutions	\$ 1,815,933	\$ 1,580,441	\$ 235,492	14.9 %	16.1 %
Modern Communications & Cloud	1,334,873	1,467,293	(132,420)	(9.0)%	(5.9)%
Total net sales	<u>\$ 3,150,806</u>	<u>\$ 3,047,734</u>	<u>\$ 103,072</u>	3.4 %	5.5 %
<b>Sales by Geography Category:</b>					
United States	\$ 2,840,731	\$ 2,755,134	\$ 85,597	3.1 %	3.1 %
International	310,075	292,600	17,475	6.0 %	28.5 %
Total net sales	<u>\$ 3,150,806</u>	<u>\$ 3,047,734</u>	<u>\$ 103,072</u>	3.4 %	5.5 %

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

### Specialty Technology Solutions

During fiscal year 2021, net sales for this segment increased \$235.5 million, or 14.9%, compared to fiscal year 2020. Excluding the foreign exchange negative impact of \$19.3 million, adjusted net sales for fiscal year 2021 increased \$254.8 million, or 16.1%, compared to the prior year. The increase in net sales and in adjusted net sales is primarily due to higher sales volume across our technologies in North America.

### Modern Communications & Cloud

During fiscal year 2021, net sales for this segment decreased \$132.4 million, or 9.0%, compared to fiscal year 2020. Excluding the foreign exchange negative impact of \$46.5 million, adjusted net sales decreased \$86.0 million, or 5.9%, compared to the prior year. The decrease in net sales and adjusted net sales is primarily due to lower sales volume across our communications technologies. Intelisys connectivity and cloud net sales for fiscal year 2021 increased 13.1% year-over-year.

### **Gross Profit**

#### **Fiscal year 2022 compared to fiscal year 2021**

The following table summarizes our gross profit for the fiscal years ended June 30, 2022 and 2021:

	2022	2021	\$ Change	% Change	% of Sales June 30,	
	<i>(in thousands)</i>				2022	2021
Specialty Technology Solutions	\$ 205,757	\$ 158,833	\$ 46,924	29.5 %	9.9 %	8.7 %
Modern Communications & Cloud	220,767	191,883	28,884	15.1 %	15.3 %	14.4 %
Total gross profit	<u>\$ 426,524</u>	<u>\$ 350,716</u>	<u>\$ 75,808</u>	21.6 %	12.1 %	11.1 %

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

**Specialty Technology Solutions**

For the Specialty Technology Solutions segment, gross profit dollars increased \$46.9 million. Higher sales volume, after considering the associated cost of goods sold, contributed \$23.3 million to the growth of gross profit dollars. Gross margin mix positively impacted gross profit by \$23.6 million, largely from higher vendor program recognition. For the year ended June 30, 2022, the gross profit margin increased 113 basis points over the prior-year to 9.9%.

**Modern Communications & Cloud**

For the Modern Communications & Cloud segment, gross profit dollars increased \$28.9 million. Higher sales volume, after considering the associated cost of goods sold, contributed \$16.2 million to the growth of gross profit dollars. Gross margin mix positively impacted gross profit by \$12.7 million, largely from a more favorable sales mix. For the year ended June 30, 2022, the gross profit margin increased 87 basis points over the prior year to 15.3%.

***Fiscal year 2021 compared to fiscal year 2020***

	2021	2020	\$ Change	% Change	% of Sales June 30,	
					2021	2020
	<i>(in thousands)</i>					
Specialty Technology Solutions	\$ 158,833	\$ 153,511	\$ 5,322	3.5 %	8.7 %	9.7 %
Modern Communications & Cloud	191,883	202,058	(10,175)	(5.0)%	14.4 %	13.8 %
Total gross profit	\$ 350,716	\$ 355,569	\$ (4,853)	(1.4)%	11.1 %	11.7 %

**Specialty Technology Solutions**

For the Specialty Technology Solutions segment, gross profit dollars increased \$5.3 million. Higher sales volume, after considering the associated cost of goods sold, contributed \$22.9 million to the growth of gross profit dollars. Gross margin mix negatively impacted gross profit by \$17.6 million, largely from lower vendor program recognition. For the year ended June 30, 2021, the gross profit margin decreased 96 basis points over the prior-year to 8.7%.

**Modern Communications & Cloud**

For the Modern Communications & Cloud segment, gross profit dollars decreased \$10.2 million. Lower sales volume, after considering the associated cost of goods sold, negatively impacted gross profit by \$18.2 million. This impact was partially offset by a more favorable sales mix, which positively impacted gross profit by \$8.0 million. For the year ended June 30, 2021, the gross profit margin increased 60 basis points over the prior year to 14.4%.

***Operating expenses******Fiscal year 2022 compared to fiscal year 2021***

The following table summarizes our operating expenses for the periods ended June 30, 2022 and 2021:

	2022	2021	\$ Change	% Change	% of Sales June 30,	
					2022	2021
	<i>(in thousands)</i>					
Selling, general and administrative expenses	\$ 275,442	\$ 247,438	\$ 28,004	11.3 %	7.8 %	7.9 %
Depreciation expense	11,062	12,533	(1,471)	(11.7)%	0.3 %	0.4 %
Intangible amortization expense	17,853	19,488	(1,635)	(8.4)%	0.5 %	0.6 %
Restructuring and other charges	—	9,258	(9,258)	(100.0)%	— %	0.3 %
Change in fair value of contingent consideration	—	516	(516)	(100.0)%	— %	— %
Operating expenses	<u>\$ 304,357</u>	<u>\$ 289,233</u>	<u>\$ 15,124</u>	5.2 %	8.6 %	9.2 %

Selling, general and administrative expenses ("SG&A") increased \$28.0 million for the fiscal year ended June 30, 2022 compared to the prior year. The increase in SG&A expenses is primarily attributable to higher employee costs.

Restructuring and other charges incurred of \$9.3 million during the fiscal year ended June 30, 2021 primarily related to employee severance and benefit costs in connection with our expense reduction plan implemented at the end of July 2020.

We recorded expense of \$0.5 million for the change in fair value of contingent consideration for the fiscal year ended June 30, 2021, all of which relates to Intelisys. The final Intelisys earnout payment was paid in October 2020.

#### *Fiscal year 2021 compared to fiscal year 2020*

The following table summarizes our operating expenses for the periods ended June 30, 2021 and 2020:

	2021	2020	\$ Change	% Change	% of Sales June 30,	
					2021	2020
	<i>(in thousands)</i>					
Selling, general and administrative expenses	\$ 247,438	\$ 259,535	\$ (12,097)	(4.7)%	7.9 %	8.5 %
Depreciation expense	12,533	13,033	(500)	(3.8)%	0.4 %	0.4 %
Intangible amortization expense	19,488	19,953	(465)	(2.3)%	0.6 %	0.7 %
Restructuring and other charges	9,258	604	8,654	*nm	0.3 %	— %
Impairment charges	—	120,470	(120,470)	*nm	— %	4.0 %
Change in fair value of contingent consideration	516	6,941	(6,425)	(92.6)%	— %	0.2 %
Operating expenses	<u>\$ 289,233</u>	<u>\$ 420,536</u>	<u>\$ (131,303)</u>	(31.2)%	9.2 %	13.8 %

\*nm - percentages are not meaningful

SG&A decreased \$12.1 million for the fiscal year ended June 30, 2021 compared to the prior year. The decrease in SG&A expenses is primarily due to the expense reduction plan announced in July 2020, partially offset by a Brazilian tax recovery in the prior year that did not recur.

Restructuring and other charges incurred of \$9.3 million during the fiscal year ended June 30, 2021 primarily related to employee severance and benefit costs in connection with our expense reduction plan implemented at the end of July 2020.

No impairment charges were recorded in the fiscal year ended June 30, 2021. Impairment charges for the fiscal year ended June 30, 2020 include \$119.0 million in goodwill impairment charges and \$1.4 million in intangible asset impairment charges for our Canpango business.

In fiscal 2021, we recorded a \$0.5 million expense from change in fair value of contingent consideration, all of which is related to Intelisys. The expense is due to the recurring amortization of the unrecognized fair value discount and a reduction in the discount rate for the Intelisys liability.

### Operating Income

#### Fiscal year 2022 compared to fiscal year 2021

The following table summarizes our operating income for the periods ended June 30, 2022 and 2021:

	2022	2021	\$ Change	% Change	% of Sales June 30,	
					2022	2021
	<i>(in thousands)</i>					
Specialty Technology Solutions	\$ 66,686	\$ 29,566	\$ 37,120	125.5 %	3.2 %	1.6 %
Modern Communications & Cloud	55,511	43,551	11,960	27.5 %	3.8 %	3.3 %
Corporate	(30)	(11,634)	11,604	99.7 %	— %	— %
Total operating income	\$ 122,167	\$ 61,483	\$ 60,684	98.7 %	3.5 %	2.0 %

#### Specialty Technology Solutions

For the Specialty Technology Solutions segment, operating income increased \$37.1 million, and operating margin increased to 3.2% for the fiscal year ended June 30, 2022 compared to the prior year. The increase in operating income and operating margin is primarily due to higher gross profits.

#### Modern Communications & Cloud

For the Modern Communications & Cloud segment, operating income increased \$12.0 million and the operating margin increased to 3.8% for the fiscal year ended June 30, 2022, compared to the prior year. The increase in operating income and margin is largely due to higher gross profits.

#### Corporate

Corporate incurred less than \$0.1 million in divestiture costs for fiscal year ended June 30, 2022, compared to \$11.6 million in divestiture and restructuring costs for the year ended June 30, 2021.

#### Fiscal year 2021 compared to fiscal year 2020

The following table summarizes our operating income for the periods ended June 30, 2021 and 2020:

	2021	2020	\$ Change	% Change	% of Sales June 30,	
					2021	2020
	<i>(in thousands)</i>					
Specialty Technology Solutions	\$ 29,566	\$ (67,706)	\$ 97,272	143.7 %	1.6 %	(4.3)%
Modern Communications & Cloud	43,551	6,739	36,812	546.3 %	3.3 %	0.5 %
Corporate	(11,634)	(4,000)	(7,634)	(190.9)%	— %	— %
Total operating income (loss)	\$ 61,483	\$ (64,967)	\$ 126,450	194.6 %	2.0 %	(2.1)%

**Specialty Technology Solutions**

For the Specialty Technology Solutions segment, operating income increased \$97.3 million, and operating margin increased to 1.6% for the fiscal year ended June 30, 2021 compared to the prior-year. The increase in operating income and operating margin for the fiscal year is due to goodwill impairment charges in the fiscal year 2020. Excluding goodwill impairment charges of \$119.0 million in fiscal year 2020, adjusted operating income for the fiscal year ended June 30, 2021 decreased \$21.7 million compared to the prior-year. The decrease in adjusted operating income is due to a Brazilian tax recovery in the prior year that did not recur.

**Modern Communications & Cloud**

For the Modern Communications & Cloud segment, operating income increased \$36.8 million and the operating margin increased to 3.3% for the fiscal year ended June 30, 2021, compared to the prior year. The increase in operating income and margin is largely due to lower employee-related expenses, which decreased year-over-year by \$16.4 million, or 11.5%. The increase in operating income and margin is also due to impairment charges of \$23.1 million in fiscal year 2020, which did not recur in fiscal year 2021.

**Corporate**

Corporate incurred \$11.6 million in divestiture and restructuring costs for fiscal year ended June 30, 2021, compared to \$4.0 million in acquisition and divestiture costs for the year ended June 30, 2020.

***Total Other (Income) Expense******Fiscal year 2022 compared to fiscal year 2021***

The following table summarizes our total other (income) expense for the fiscal years ended June 30, 2022 and 2021:

	2022	2021	\$ Change	% Change	% of Sales June 30,		
					2022	2021	
	<i>(in thousands)</i>						
Interest expense	\$ 6,523	\$ 6,929	\$ (406)	(5.9)%	0.2 %	0.2 %	
Interest income	(4,333)	(3,097)	(1,236)	39.9 %	(0.1)%	(0.1)%	
Net foreign exchange losses	2,078	845	1,233	145.9 %	0.1 %	— %	
Other, net	(724)	(729)	5	(0.7)%	— %	— %	
Total other (income) expense	\$ 3,544	\$ 3,948	\$ (404)	(10.2)%	0.1 %	0.1 %	

Interest expense reflects interest incurred on borrowings, non-utilization fees from our revolving credit facility and amortization of debt issuance costs. Interest expense decreased in fiscal 2022 as compared to 2021 primarily from lower interest rates including the spread during the first nine months of fiscal year 2022.

Interest income for the year ended June 30, 2022 and 2021 was generated on interest-bearing customer receivables principally in Brazil.

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

***Fiscal year 2021 compared to fiscal year 2020***



The following table summarizes our total other (income) expense for the fiscal years ended June 30, 2021 and 2020:

	2021	2020	\$ Change	% Change	% of Sales June 30,	
					2021	2020
	<i>(in thousands)</i>					
Interest expense	\$ 6,929	\$ 12,224	\$ (5,295)	(43.3)%	0.2 %	0.4 %
Interest income	(3,097)	(5,826)	2,729	(46.8)%	(0.1)%	(0.2)%
Net foreign exchange losses	845	525	320	61.0 %	— %	— %
Other, net	(729)	(114)	(615)	539.5 %	— %	— %
Total other (income) expense	\$ 3,948	\$ 6,809	\$ (2,861)	(42.0)%	0.1 %	0.2 %

Interest expense decreased in fiscal year 2021 as compared to 2020 principally from reduced borrowings on our multi-currency revolving credit facility.

Interest income for the year ended June 30, 2021 and 2020 was generated on interest-bearing customer receivables and interest earned on cash and cash equivalents, principally in Brazil.

#### ***Provision for Income Taxes***

Income tax expense for continuing operations was \$29.9 million and \$12.1 million for the fiscal years ended June 30, 2022 and 2021, respectively, reflecting effective tax rates of 25.2% and 21.1%, respectively. The increase in the effective tax rate for fiscal year 2022 compared to fiscal year 2021 is primarily the result of an increase in non-deductible expenses and an inclusion for global intangible low taxed income.

We expect the fiscal year 2023 effective tax rate from continuing operations to be approximately 25.0% to 26.0%. See Note 14 - *Income Taxes* in the Notes to Consolidated Financial Statements for further discussion including an effective tax rate reconciliation.

**Non-GAAP Financial Information***Evaluating Financial Condition and Operating Performance*

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

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

*Adjusted Return on Invested Capital*

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

Adjusted EBITDA starts with net income and adds back interest expense, income tax expense, depreciation expense, amortization of intangible assets, changes in fair value of contingent consideration, and other non-GAAP adjustments. Since adjusted EBITDA excludes some non-cash costs of investing in our business and people, we believe that adjusted EBITDA shows the profitability from our business operations more clearly. Effective with the first quarter of fiscal year 2022, non-cash share-based compensation expense is also added back in calculating adjusted EBITDA. The presentation for adjusted EBITDA for all periods presented has been recast to reflect this change to enhance comparability between periods.

We calculate adjusted ROIC as adjusted EBITDA, divided by invested capital. Invested capital is defined as average equity plus average daily funded interest-bearing debt for the period. The following table summarizes annualized adjusted ROIC for the fiscal years ended June 30, 2022 and 2021, respectively.

	2022	2021
Adjusted return on invested capital ratio	17.0 %	12.6 %

The components of our adjusted ROIC calculation and reconciliation to our financial statements are shown, as follows:

	Fiscal Year Ended June 30,	
	2022	2021
	<i>(in thousands)</i>	
<b>Reconciliation of net income to adjusted EBITDA:</b>		
Net income from continuing operations (GAAP)	\$ 88,698	\$ 45,389
Plus: Interest expense	6,523	6,929
Plus: Income taxes	29,925	12,146
Plus: Depreciation and amortization	29,884	33,507
EBITDA (non-GAAP)	155,030	97,971
Plus: Share-based compensation	11,663	8,039
Plus: Change in fair value of contingent consideration	—	516
Plus: Divestiture costs <sup>(a)</sup>	30	2,376
Plus: Restructuring costs	—	9,047
Adjusted EBITDA (numerator for adjusted ROIC) (non-GAAP)	166,723	117,949

	Fiscal Year Ended June 30,	
	2022	2021
	<i>(in thousands)</i>	
<b>Invested capital calculations:</b>		
Equity – beginning of the year	\$ 731,191	\$ 678,246
Equity – end of the year	806,528	731,191
Plus: Share-based compensation, net	8,709	6,052
Plus: Change in fair value of contingent consideration, net	—	390
Plus: Divestiture costs <sup>(a)</sup>	30	2,337
Plus: Restructuring, net	—	6,840
Plus: Impact of discontinued operations, net	(100)	34,594
Average equity	773,179	729,825
Average funded debt <sup>(b)</sup>	209,114	202,869
Invested capital (denominator for adjusted ROIC) (non-GAAP)	<u>\$ 982,293</u>	<u>\$ 932,694</u>

<sup>(a)</sup> Includes divestiture costs for the year ended June 30, 2022 and 2021. Divestiture costs are generally non-deductible for tax purposes.

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

#### Net Sales in Constant Currency, Excluding Acquisitions and Divestitures

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

#### Net Sales by Segment:

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	<i>(in thousands)</i>			
<b>Specialty Technology Solutions:</b>				
Net sales, reported	\$ 2,082,321	\$ 1,815,933	\$ 266,388	14.7 %
Foreign exchange impact <sup>(a)</sup>	(1,710)	—		
Non-GAAP net sales, constant currency	<u>\$ 2,080,611</u>	<u>\$ 1,815,933</u>	\$ 264,678	14.6 %
<b>Modern Communications &amp; Cloud:</b>				
Net sales, reported	\$ 1,447,614	\$ 1,334,873	\$ 112,741	8.4 %
Foreign exchange impact <sup>(a)</sup>	(7,115)	—		
Non-GAAP net sales, constant currency	<u>\$ 1,440,499</u>	<u>\$ 1,334,873</u>	\$ 105,626	7.9 %
<b>Consolidated:</b>				
Net sales, reported	\$ 3,529,935	\$ 3,150,806	\$ 379,129	12.0 %
Foreign exchange impact <sup>(a)</sup>	(8,825)	—		
Non-GAAP net sales, constant currency	<u>\$ 3,521,110</u>	<u>\$ 3,150,806</u>	\$ 370,304	11.8 %

<sup>(a)</sup> Year-over-year net sales growth rate excluding the translation impact of changes in foreign currency exchange rates. Calculated by translating the net sales for the year ended June 30, 2022 into U.S. dollars using the average foreign exchange rates for the year ended June 30, 2021.

**Net sales by segment**

	Fiscal Year Ended June 30,		\$ Change	% Change
	2021	2020		
<b>Specialty Technology Solutions:</b>	<i>(in thousands)</i>			
Net sales, reported	\$ 1,815,933	\$ 1,580,441	\$ 235,492	14.9 %
Foreign exchange impact <sup>(a)</sup>	19,311	—		
Non-GAAP net sales, constant currency	<u>\$ 1,835,244</u>	<u>\$ 1,580,441</u>	\$ 254,803	16.1 %
<b>Modern Communications &amp; Cloud:</b>				
Net sales, reported	\$ 1,334,873	\$ 1,467,293	\$ (132,420)	(9.0)%
Foreign exchange impact <sup>(a)</sup>	46,470	—		
Non-GAAP net sales, constant currency	<u>\$ 1,381,343</u>	<u>\$ 1,467,293</u>	\$ (85,950)	(5.9)%
<b>Consolidated:</b>				
Net sales, reported	\$ 3,150,806	\$ 3,047,734	\$ 103,072	3.4 %
Foreign exchange impact <sup>(a)</sup>	65,781	—		
Non-GAAP net sales, constant currency	<u>\$ 3,216,587</u>	<u>\$ 3,047,734</u>	\$ 168,853	5.5 %

(a) Year-over-year net sales growth rate excluding the translation impact of changes in foreign currency exchange rates. Calculated by translating the net sales for the year ended June 30, 2021 into U.S. dollars using the average foreign exchange rates for the year ended June 30, 2020.

**Net Sales by Geography:**

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
<b>United States and Canada:</b>	<i>(in thousands)</i>			
Net sales, as reported	<u>\$ 3,173,694</u>	<u>\$ 2,840,731</u>	\$ 332,963	11.7 %
<b>International:</b>				
Net sales, reported	\$ 356,241	\$ 310,075	\$ 46,166	14.9 %
Foreign exchange impact <sup>(a)</sup>	(8,825)	—		
Non-GAAP net sales, constant currency	<u>\$ 347,416</u>	<u>\$ 310,075</u>	\$ 37,341	12.0 %
<b>Consolidated:</b>				
Net sales, reported	\$ 3,529,935	\$ 3,150,806	\$ 379,129	12.0 %
Foreign exchange impact <sup>(a)</sup>	(8,825)	—		
Non-GAAP net sales, constant currency	<u>\$ 3,521,110</u>	<u>\$ 3,150,806</u>	\$ 370,304	11.8 %

(a) Year-over-year net sales growth rate excluding the translation impact of changes in foreign currency exchange rates. Calculated by translating the net sales for the year ended June 30, 2022 into U.S. dollars using the average foreign exchange rates for the year ended June 30, 2021.

**Net Sales by Geography:**

	<b>Fiscal Year Ended June 30,</b>		<b>\$ Change</b>	<b>% Change</b>
	<b>2021</b>	<b>2020</b>		
	<i>(in thousands)</i>			
<b>United States:</b>				
Net sales, as reported	<u>\$ 2,840,731</u>	<u>\$ 2,755,134</u>	\$ 85,597	3.1 %
<b>International:</b>				
Net sales, as reported	\$ 310,075	\$ 292,600	\$ 17,475	6.0 %
Foreign exchange impact <sup>(a)</sup>	<u>65,781</u>	<u>—</u>		
Non-GAAP net sales, constant currency	<u>\$ 375,856</u>	<u>\$ 292,600</u>	\$ 83,256	28.5 %
<b>Consolidated:</b>				
Net sales, as reported	\$ 3,150,806	\$ 3,047,734	\$ 103,072	3.4 %
Foreign exchange impact <sup>(a)</sup>	<u>65,781</u>	<u>—</u>		
Non-GAAP net sales, constant currency	<u>\$ 3,216,587</u>	<u>\$ 3,047,734</u>	\$ 168,853	5.5 %

(a) Year-over-year net sales growth rate excluding the translation impact of changes in foreign currency exchange rates. Calculated by translating the net sales for the year ended June 30, 2021 into U.S. dollars using the average foreign exchange rates for the year ended June 30, 2020.

**Operating Income by Segment:**

	Fiscal year ended June 30,				% of Net Sales June 30,	
	2022	2021	\$ Change	% Change	2022	2021
<i>(in thousands)</i>						
<b>Specialty Technology Solutions:</b>						
GAAP operating income	\$ 66,686	\$ 29,566	\$ 37,120	125.5 %	3.2 %	1.6 %
Adjustments:						
Amortization of intangible assets	6,005	6,441	(436)			
Non-GAAP operating income	<u>\$ 72,691</u>	<u>\$ 36,007</u>	<u>\$ 36,684</u>	101.9 %	3.5 %	2.0 %
<b>Modern Communications &amp; Cloud:</b>						
GAAP operating income	\$ 55,511	\$ 43,551	\$ 11,960	27.5 %	3.8 %	3.3 %
Adjustments:						
Amortization of intangible assets	11,848	13,047	(1,199)			
Change in fair value of contingent consideration	—	516	(516)			
Non-GAAP operating income	<u>\$ 67,359</u>	<u>\$ 57,114</u>	<u>\$ 10,245</u>	17.9 %	4.7 %	4.3 %
<b>Corporate:</b>						
GAAP operating loss	\$ (30)	\$ (11,634)	\$ 11,604	nm*	nm*	nm*
Adjustments:						
Divestiture costs	30	2,376	(2,346)			
Restructuring costs	—	9,258	(9,258)			
Non-GAAP operating income	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	nm*	nm*	nm*
<b>Consolidated:</b>						
GAAP operating income	\$ 122,167	\$ 61,483	\$ 60,684	98.7 %	3.5 %	2.0 %
Adjustments:						
Amortization of intangible assets	17,853	19,488	(1,635)			
Change in fair value of contingent consideration	—	516	(516)			
Divestiture costs	30	2,376	(2,346)			
Restructuring costs	—	9,258	(9,258)			
Non-GAAP operating income	<u>\$ 140,050</u>	<u>\$ 93,121</u>	<u>\$ 46,929</u>	50.4 %	4.0 %	3.0 %

**Operating Income by Segment:**

	Fiscal year ended June 30,				% of Net Sales June 30,	
	2021	2020	\$ Change	% Change	2021	2020
<b>Specialty Technology Solutions:</b>						
GAAP operating income (loss)	\$ 29,566	\$ (67,706)	\$ 97,272	143.7 %	1.6 %	(4.3)%
Adjustments:	<i>(in thousands)</i>					
Amortization of intangible assets	6,441	6,441	—			
Tax recovery	—	(5,480)	5,480			
Impairment charges	—	97,398	(97,398)			
Non-GAAP operating income	\$ 36,007	\$ 30,653	\$ 5,354	17.5 %	2.0 %	1.9 %
<b>Modern Communications &amp; Cloud:</b>						
GAAP operating income	\$ 43,551	\$ 6,739	\$ 36,812	546.3 %	3.3 %	0.5 %
Adjustments:						
Amortization of intangible assets	13,047	13,512	(465)			
Change in fair value of contingent consideration	516	6,941	(6,425)			
Restructuring costs	—	604	(604)			
Tax recovery	—	(2,583)	2,583			
Impairment charges	—	23,072	(23,072)			
Non-GAAP operating income	\$ 57,114	\$ 48,285	\$ 8,829	18.3 %	4.3 %	3.3 %
<b>Corporate:</b>						
GAAP operating loss	\$ (11,634)	\$ (4,000)	\$ (7,634)	nm*	nm*	nm*
Adjustments:						
Acquisition and divestiture costs	2,376	4,000	(1,624)			
Restructuring costs	9,258	—	9,258			
Non-GAAP operating income	\$ —	\$ —	\$ —	nm*	nm*	nm*
<b>Consolidated:</b>						
GAAP operating income (loss)	\$ 61,483	\$ (64,967)	\$ 126,450	194.6 %	2.0 %	(2.1)%
Adjustments:						
Amortization of intangible assets	19,488	19,953	(465)			
Change in fair value of contingent consideration	516	6,941	(6,425)			
Acquisition and divestiture costs	2,376	4,000	(1,624)			
Restructuring costs	9,258	604	8,654			
Tax recovery	—	(8,063)	8,063			
Impairment charges	—	120,470	(120,470)			
Non-GAAP operating income	\$ 93,121	\$ 78,938	\$ 14,183	18.0 %	3.0 %	2.6 %

*Additional Non-GAAP Metrics*

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

<b>Year ended June 30, 2022</b>												
<b>GAAP Measure</b>	<b>Intangible amortization expense</b>		<b>Change in fair value of contingent consideration</b>		<b>Divestiture costs</b>		<b>Restructuring costs</b>		<b>Non-GAAP measure</b>			
<i>(in thousands, except per share data)</i>												
SG&A expenses	\$	275,442	\$	—	\$	—	\$	(30)	\$	—	\$	275,412
Operating income		122,167		17,853		—		30		—		140,050
Pre-tax income		118,623		17,853		—		30		—		136,506
Net income		88,698		13,412		—		30		—		102,140
Diluted EPS	\$	3.44	\$	0.52	\$	—	\$	—	\$	—	\$	3.97

<b>Year ended June 30, 2021</b>												
<b>GAAP Measure</b>	<b>Intangible amortization expense</b>		<b>Change in fair value of contingent consideration</b>		<b>Divestiture costs</b>		<b>Restructuring costs</b>		<b>Non-GAAP measure</b>			
<i>(in thousands, except per share data)</i>												
SG&A expenses	\$	247,438	\$	—	\$	—	\$	(2,376)	\$	—	\$	245,062
Operating income		61,483		19,488		516		2,376		9,258		93,121
Pre-tax income		57,535		19,488		516		2,376		9,258		89,173
Net income		45,389		14,753		390		2,337		6,999		69,868
Diluted EPS	\$	1.78	\$	0.58	\$	0.02	\$	0.09	\$	0.27	\$	2.74



## Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based on our consolidated financial statements, which have been prepared in conformity with US GAAP. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis management evaluates its estimates, including those related to the allowance for uncollectible accounts receivable, inventory reserves to reduce inventories to the lower of cost or net realizable value, supplier incentives and goodwill. Management bases its estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, the results of which form a basis for making judgments about the carrying value of assets and liabilities that are not readily available from other sources. Actual results may differ materially from these estimates under different assumptions or conditions. For further discussion of our significant accounting policies, refer to Note 1 - *Business and Summary of Significant Accounting Policies*.

### *Allowances for Trade and Notes Receivable*

We adopted ASU 2016-13, *Financial Instruments - Credit Losses (ASC Topic 326)* effective July 1, 2020. The adoption did not have a material impact on our consolidated financial statements. Our policy for estimating allowances for doubtful accounts receivable is described below.

We maintain an allowance for uncollectible accounts receivable for estimated future expected credit losses resulting from customers' failure to make payments on accounts receivable due us. Management determines the estimate of the allowance for doubtful accounts receivable by considering a number of factors, including: (i) historical experience, (ii) aging of the accounts receivable, (iii) specific information obtained by us on the financial condition and the current creditworthiness of its customers, (iv) the current economic and country specific environment and (v) reasonable and supportable forecasts about collectability. Expected credit losses are estimated on a pool basis when similar risk characteristics exist using an age-based reserve model. Receivables that do not share risk characteristics are evaluated on an individual basis. Estimates of expected credit losses on trade receivables are recorded at inception and adjusted over the contractual life.

### *Inventory Reserves*

Management determines the inventory reserves required to reduce inventories to the lower of cost or net realizable value based principally on the effects of technological changes, quantities of goods and length of time on hand and other factors. An estimate is made of the net realizable value, less cost to dispose, of products whose value is determined to be impaired. If these products are ultimately sold at less than estimated amounts, additional reserves may be required. The estimates used to calculate these reserves are applied consistently. The adjustments are recorded in the period in which the loss of utility of the inventory occurs, which establishes a new cost basis for the inventory. This new cost basis is maintained until such time that the reserved inventory is disposed of, returned to the supplier or sold. To the extent that specifically reserved inventory is sold, cost of goods sold is expensed for the new cost basis of the inventory sold.

### *Supplier Programs*

We receive incentives from suppliers related to cooperative advertising allowances, volume rebates and other incentive programs. These incentives are generally under quarterly, semi-annual or annual agreements with the suppliers. Some of these incentives are negotiated on an ad hoc basis to support specific programs mutually developed between the Company and the supplier. Suppliers generally require that we use the suppliers' cooperative advertising allowances for advertising or other marketing programs. Incentives received from suppliers for specifically identified incremental cooperative advertising programs are recorded as adjustments to selling, general and administrative expenses. ASC 606- *Revenue from Contracts with Customers* addresses accounting for consideration payable to a customer, which the Company interprets and applies as the customer (i.e., the Company) receives advertising funds from a supplier. The portion of these supplier funds in excess of our costs are reflected as a reduction of inventory. Such funds are recognized as a reduction of the cost of goods sold when the related inventory is sold.

We record unrestricted volume rebates received as a reduction of inventory and reduces the cost of goods sold when the related inventory is sold. Amounts received or receivables from suppliers that are not yet earned are deferred in the Consolidated Balance Sheets. Supplier receivables are generally collected through reductions to accounts payable authorized by the supplier. In addition, we may receive early payment discounts from certain suppliers. We record early payment discounts received as a

reduction of inventory, thereby resulting in a reduction of cost of goods sold when the related inventory is sold. ASC 606 requires management to make certain estimates of the amounts of supplier consideration that will be received. Estimates are based on the terms of the incentive program and historical experiences. Actual recognition of the supplier consideration may vary from management estimates.

### *Goodwill*

We account for recorded goodwill in accordance with ASC 350, *Goodwill and Other Intangible Assets*, which requires that goodwill be reviewed annually for impairment or more frequently if impairment indicators exist. Goodwill testing utilizes an impairment analysis, whereby we compare the carrying value of each identified reporting unit to its fair value. The carrying value of goodwill is reviewed at a reporting unit level at least annually for impairment, or more frequently if impairment indicators exist. Our goodwill reporting units align directly with our operating segments, Specialty Technology Solutions and Modern Communications & Cloud. The fair values of the reporting units are estimated using the net present value of discounted cash flows generated by each reporting unit. Considerable judgment is necessary in estimating future cash flows, discount rates and other factors affecting the estimated fair value of the reporting units, including the operating and macroeconomic factors. Historical financial information, internal plans and projections and industry information are used in making such estimates.

Under ASC 350, if fair value of goodwill fair value is determined to be less than carrying value, an impairment loss is recognized for the amount of the carrying value that exceeds the amount of the reporting units' fair value, not to exceed the total amount of goodwill allocated to the reporting unit. Additionally, we would consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. We also assess the recoverability of goodwill if facts and circumstances indicate goodwill may be impaired. In our most recent annual test, we estimated the fair value of our reporting units primarily based on the income approach utilizing the discounted cash flow method. We also utilized fair value estimates derived from the market approach utilizing the public company market multiple method to validate the results of the discounted cash flow method, which required us to make assumptions about the applicability of those multiples to our reporting units. The discounted cash flow method requires us to estimate future cash flows and discount those amounts to present value. The key assumptions utilized in determining fair value included:

- Industry WACC: We utilized a WACC relative to each reporting unit's respective geography and industry as the discount rate for estimated future cash flows. The WACC is intended to represent a rate of return that would be expected by a market place participant in each respective geography.
- Operating income: We utilized historical and expected revenue growth rates, gross margins and operating expense percentages, which varied based on the projections of each reporting unit being evaluated.
- Cash flows from working capital changes: We utilized a projected cash flow impact pertaining to expected changes in working capital as each of our goodwill reporting units grow.

While we believe our assumptions are appropriate, they are subject to uncertainty and by nature include judgments and estimates regarding future events, including projected growth rates, margin percentages and operating efficiencies. Key assumptions used in determining fair value include projected growth and operating margin, working capital requirements and discount rates. During fiscal years 2022 and 2021, we completed our annual impairment test as of April 30th and determined that our goodwill was not impaired.

See Note 8 - *Goodwill and Other Identifiable Intangible Assets* in the Notes to Consolidated Financial Statements for further discussion on our goodwill impairment testing and results.

### *Liability for Contingent Consideration*

In addition to the initial cash consideration paid to former shareholders of Intelisys, we agreed to make additional earnout payments based on future results through a specified date based on a multiple of the subsidiary's pro forma earnings as defined in the respective purchase agreements. We paid the final earnout payments to the former shareholders of Intelisys in fiscal year 2021.

In accordance with ASC Topic 805, *Business Combinations*, we determine the fair value of this liability for contingent consideration at each reporting date throughout the term of the earnout using a form of a probability weighted discounted cash flow model. Each period we reflect the contingent consideration liability at fair value with changes recorded in the change in fair value of contingent consideration line item on the Consolidated Income Statement. Current and noncurrent portions of the

liability are presented in the current portion of contingent consideration and long-term portion of contingent consideration line items on the Consolidated Balance Sheets.

### Accounting Standards Recently Issued

See Note 1 in the Notes to Consolidated Financial Statements for the discussion on recent accounting pronouncements.

### Liquidity and Capital Resources

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

Cash and cash equivalents totaled \$38.0 million, \$62.7 million and \$29.5 million at June 30, 2022, 2021 and 2020, respectively, of which \$35.0 million, \$52.1 million and \$23.6 million was held outside of the United States as of June 30, 2022, 2021 and 2020, respectively. Checks released but not yet cleared from these accounts in the amounts of \$18.0 million, \$14.3 million and \$17.1 million are classified as accounts payable as of June 30, 2022, 2021 and 2020, respectively.

We conduct business in many locations throughout the world where we generate and use cash. We provide for United States income taxes from the earnings of our Canadian and Brazilian subsidiaries. See Note 14 - *Income Taxes* in the Notes to the Consolidated Financial Statements for further discussion.

Our net investment in working capital increased \$222.8 million to \$709.5 million at June 30, 2022 from \$486.7 million at June 30, 2021, primarily from increases in accounts receivable and inventory. Our net investment in working capital totaled \$431.3 million at June 30, 2020. Our net investment in working capital is affected by several factors such as fluctuations in sales volume, net income, timing of collections from customers, increases and decreases to inventory levels and payments to vendors. For the fiscal year ended June 30, 2022, our working capital investment increased to support our 12.0% year-over-year net sales growth.

Cash (used in) provided by:	Year ended		
	June 30, 2022	June 30, 2021	June 30, 2020
	<i>(in thousands)</i>		
Operating activities of continuing operations	\$ (124,354)	\$ 116,767	\$ 182,033
Investing activities of continuing operations	(3,724)	31,993	(55,308)
Financing activities of continuing operations	108,106	(118,824)	(152,686)

Net cash used in operating activities was \$124.4 million for the year ended June 30, 2022, compared to \$116.8 million provided by operating activities for the year ended June 30, 2021. The decrease of \$241.1 million was primarily due to increased accounts receivable, which were 28% higher than in 2021, attributable to net sales growth year-over-year. Also contributing to the decrease in operating cash flows were increased inventory levels, which were 31% higher than in 2021, to support net sales growth. Cash provided by operating activities is subject to variability period over period as a result of the timing of payments related to accounts receivable, accounts payable and other working capital items.

The number of days sales outstanding ("DSO") was 68 at June 30, 2022, compared to 60 at June 30, 2021 and 63 at June 30, 2020. The increase in DSO for fiscal year 2022 is primarily a result of the timing of sales resulting in higher net receivables at period end. Throughout the current fiscal year, DSO ranged from 62 to 69. Inventory turnover was 5.6 times during the fourth quarter of the current fiscal year, compared to 6.5 times and 4.5 times in the fourth quarter of fiscal year 2021 and 2020, respectively. Throughout the current fiscal year, inventory turnover ranged from 5.1 to 6.3 times.

Cash used in investing activities was \$3.7 million in fiscal year June 30, 2022, as compared to cash provided by investing activities of \$32.0 million for the year ended June 30, 2021. Cash used in investing activities for fiscal year 2020 was \$55.3 million. Cash used in investing activities for fiscal year 2022 represents capital expenditures, partially offset by proceeds from

the sale of our discontinued operations. Cash provided by investing activities for fiscal year 2021 is primarily attributable to cash received for the disposal of our Latin American and Europe entities. Cash used in investing activities for fiscal year 2020 is primarily attributable to cash used to purchase intY.

Management expects capital expenditures for fiscal year 2023 to range from \$6.5 million to \$8.5 million, primarily for IT investments and facility improvements.

Cash provided by financing activities totaled \$108.1 million for the fiscal year ended June 30, 2022, primarily from net borrowings on the revolving line of credit, partially offset by our stock repurchases. Cash used in financing activities totaled \$118.8 million and \$152.7 million for the fiscal years ended June 30, 2021 and 2020, primarily from net repayments on the revolving line of credit.

### ***Share Repurchase Program***

In August 2021, our Board of Directors authorized a \$100 million share repurchase program. The authorization does not have any time limit. Since the inception of the program, in fiscal year 2022, we repurchased 550,194 shares totaling \$18.2 million.

### ***Credit Facility***

We have a multi-currency senior secured credit facility with JPMorgan Chase Bank N.A., as administrative agent, and a syndicate of banks. On April 30, 2019, we amended this credit facility to expand the borrowing capacity and extend its maturity to April 30, 2024. On December 23, 2021, we entered into an amendment to the Amended Credit Agreement which, among other things, replaced LIBOR as the benchmark rate for non-U.S. Dollar loans and provided for an interpolated rate for 7-day LIBOR for U.S. Dollar loans. The Amended Credit Agreement includes (i) a five-year \$350 million multi-currency senior secured revolving credit facility and (ii) a five-year \$150 million senior secured term loan facility. Pursuant to an "accordion feature," we may increase our borrowings by up to an additional \$250 million, for a total of up to \$750 million, subject to obtaining additional credit commitments from the lenders participating in the increase. The Amended Credit Agreement allows for the issuance of up to \$50 million for letters of credit, subject to obtaining additional credit commitments from the lenders participating in the increase.

At our option, loans denominated in U.S. dollars under the Amended Credit Agreement, other than swingline loans, bear interest at a rate equal to a spread over the LIBOR or alternate base rate depending upon the Company's net leverage ratio, calculated as total debt less up to \$15 million of unrestricted domestic cash to trailing four-quarter adjusted earnings before interest expense, taxes, depreciation and amortization ("EBITDA") (the "Leverage Ratio"). This spread ranges from 1.00% to 1.750% for LIBOR-based loans and 0.00% to 0.750% for alternate base rate loans. The Amended Credit Agreement provides for the substitution of a new interest rate benchmark upon the transition from LIBOR, subject to agreement between the Company and the administrative agent. The Amended Credit Agreement contains customary yield protection provisions. Additionally, the Company is assessed commitment fees ranging from 0.15% to 0.30%, depending upon the Leverage Ratio, on non-utilized borrowing availability, excluding swingline loans. Borrowings under the Amended Credit Agreement are guaranteed by substantially all of the domestic assets of the Company and a pledge of up to 65% of capital stock or other equity interest in certain foreign subsidiaries determined to be either material or a subsidiary borrower as defined in the Amended Credit Agreement.

The Amended Credit Agreement includes customary representations, warranties and affirmative and negative covenants, including financial covenants. Specifically, our Leverage Ratio must be less than or equal to 3.50 to 1.00 at all times. In addition, our Interest Coverage Ratio (as such term is defined in the Amended Credit Agreement) must be at least 3.00:1.00 as of the end of each fiscal quarter. In the event of a default, customary remedies are available to the lenders, including acceleration and increased interest rates. We were in compliance with all covenants under the credit facility as of June 30, 2022. There was \$135.8 million and \$0.0 million outstanding on the revolving credit facility at June 30, 2022 and 2021, respectively.

The average daily balance on the revolving credit facility, excluding the term loan facility, was \$69.0 million for the year ended June 30, 2022. Including borrowings for both continuing and discontinued operations, the average daily balance on the revolving credit facility, excluding the term loan facility was \$54.6 million for the year ended 2021. There were no letters of credit issued as of June 30, 2022 and 2021. There was \$214.2 million and \$350.0 million available for additional borrowings as of June 30, 2022 and 2021, respectively. Availability to use this borrowing capacity depends upon, among other things, the levels of our Leverage Ratio and Interest Coverage Ratio, which, in turn, will depend upon (1) our Credit Facility Net Debt

relative to our EBITDA and (2) Credit Facility EBITDA relative to total interest expense respectively. As a result, our availability will increase if EBITDA increases (subject to the limit of the facility) and decrease if EBITDA decreases. At June 30, 2022, based upon the calculation of our Credit Facility Net Debt relative to our Credit Facility EBITDA, there was \$214.2 million available for borrowing. While we were in compliance with the financial covenants contained in the Credit Facility as of June 30, 2022, and currently expect to continue to maintain such compliance, should we encounter difficulties, our historical relationship with our Credit Facility lending group has been strong and we anticipate their continued support of our long-term business.

### ***Earnout Payments***

In fiscal year 2021, we paid the final earnout payment to the former shareholders of Intelisys related to their acquisition on August 29, 2016.

### ***Contractual Obligations***

At June 30, 2022, we had \$135.8 million outstanding under our revolving credit facility. We also had \$135.3 million outstanding under our term loan facility, \$11.25 million of which matures in fiscal year 2023. Our revolving credit facility and our term loan facility have an April 30, 2024 maturity date. The remaining principal debt payments, which total \$4.1 million, have maturity dates in 2024 through 2032. See Footnote 9 - *Short Term Borrowings and Long Term Debt*.

We also had a non-cancelable operating lease agreement of \$17.6 million at June 30, 2022, of which \$5.2 million is expected to be paid within the next 12 months. Remaining amounts are expected to be paid through 2028. See Footnote 15 - *Leases*.

### ***Summary***

We believe that our existing sources of liquidity, including cash resources and cash provided by operating activities, supplemented as necessary with funds under our credit agreements, will provide sufficient resources to meet our present and future working capital and cash requirements for at least the next twelve months. We also believe that our longer-term working capital, planned expenditures and other general funding requirements will be satisfied through cash flows from operations and, to the extent necessary, from our borrowing facilities.

## ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk.

Our principal exposure to changes in financial market conditions in the normal course of our business is a result of our selective use of bank debt and transacting business in foreign currencies in connection with our foreign operations.

### *Interest Rate Risk*

We are exposed to changes in interest rates primarily as a result of our borrowing activities, which include revolving credit facilities with a group of banks used to maintain liquidity and fund our business operations. The nature and amount of our debt may vary as a result of future business requirements, market conditions and other factors. A hypothetical 100 basis point increase or decrease in interest rates on total borrowings on our revolving credit facility and variable rate long-term debt, net of the impact of the interest rate swap, would have resulted in approximately a \$1.1 million and \$1.0 million increase or decrease in pre-tax income for the fiscal year ended June 30, 2022 and 2021, respectively.

We evaluate our interest rate risk and may use interest rate swaps to mitigate the risk of interest rate fluctuations associated with our current and long-term debt. At June 30, 2022 and 2021 we had \$271.2 million and \$143.2 million, respectively, in variable rate debt. In connection with the borrowings under the credit facility including potential future amendments or extensions of the facility, we entered into an interest rate swap with a notional amount of \$100.0 million, with a \$50.0 million tranche scheduled to mature on April 30, 2024 and a \$50.0 million tranche scheduled to mature April 30, 2026. The purpose of the interest rate swap is to manage or hedge our exposure to floating rate debt and achieve a desired proportion of fixed versus floating rate debt. Our use of derivative instruments have the potential to expose us to certain market risks including the possibility of (1) our hedging activities not being as effective as anticipated in reducing the volatility of our cash flows, (2) the counterparty not performing its obligations under the applicable hedging arrangement, (3) the hedging arrangement being imperfect or ineffective or (4) the terms of the swap or associated debt changing. We seek to lessen such risks by having established a policy to identify, control and manage market risks which may arise from changes in interest rates, as well as limiting our counterparties to major financial institutions.

### *Foreign Currency Exchange Rate Risk*

We are exposed to foreign currency risks that arise from our foreign operations in Canada, Brazil and the UK. These risks include transactions denominated in non-functional currencies and intercompany loans with foreign subsidiaries. In the normal course of the business, foreign exchange risk is managed by the use of currency options and forward contracts to hedge these exposures as well as balance sheet netting of exposures. In addition, exchange rate fluctuations may cause our international results to fluctuate significantly when translated into U.S. dollars. A hypothetical 10% increase or decrease in foreign exchange rates would have resulted in approximately a \$2.2 million and \$1.4 million increase or decrease in pre-tax income for fiscal years ended June 30, 2022 and 2021, respectively. These risks may change over time as business practices evolve and could have a material impact on our financial results in the future.

Our senior management has approved a foreign exchange hedging policy to reduce foreign currency exposure. Our policy is to utilize financial instruments to reduce risks where internal netting cannot be effectively employed and not to enter into foreign currency derivative instruments for speculative or trading purposes. We monitor our risk associated with the volatility of certain foreign currencies against our functional currencies and enter into foreign exchange derivative contracts to minimize short-term currency risks on cash flows. These positions are based upon balance sheet exposures and, in certain foreign currencies, our forecasted purchases and sales. We continually evaluate foreign exchange risk and may enter into foreign exchange transactions in accordance with our policy. Actual variances from these forecasted transactions can adversely impact foreign exchange results. Foreign currency gains and losses are included in other expense (income).

We have elected not to designate our foreign currency contracts as hedging instruments, and therefore, the instruments are marked-to-market with changes in their values recorded in the consolidated income statement each period. Our foreign currencies are primarily Brazilian reais, British pounds and Canadian dollars. At June 30, 2022 and 2021, the fair value of our currency forward contracts were a net asset or payable of less than \$0.1 million.

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

**Index to Financial Statements**

	<u>Page</u>
<b>Financial Statements</b>	
<a href="#">Report of Grant Thornton LLP Independent Registered Public Accounting Firm (PCAOB ID: 248)</a>	44
<a href="#">Report of Grant Thornton LLP Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting</a>	45
<a href="#">Consolidated Balance Sheets</a>	46
<a href="#">Consolidated Income Statements</a>	47
<a href="#">Consolidated Statements of Comprehensive Income (Loss)</a>	48
<a href="#">Consolidated Statements of Shareholders' Equity</a>	49
<a href="#">Consolidated Statements of Cash Flows</a>	50
<a href="#">Notes to Consolidated Financial Statements</a>	52

All schedules and exhibits not included are not applicable, not required or would contain information that is shown in the financial statements or notes thereto.

## Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders  
ScanSource, Inc.:

### Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of ScanSource, Inc. (a South Carolina corporation) and subsidiaries (the “Company”) as of June 30, 2022 and 2021, the related consolidated statements of income, comprehensive income (loss), shareholders’ equity, and cash flows for each of the three years in the period ended June 30, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of June 30, 2022, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated August 23, 2022 expressed an unqualified opinion.

### Basis for opinion

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

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

### Critical audit matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Grant Thornton LLP

We have served as the Company’s auditor since 2014.

Columbia, South Carolina  
August 23, 2022



## Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders  
ScanSource, Inc.:

### Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of ScanSource, Inc. (a South Carolina corporation) and subsidiaries (the “Company”) as of June 30, 2022, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2022, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended June 30, 2022, and our report dated August 23, 2022 expressed an unqualified opinion on those financial statements.

### Basis for opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and limitations of internal control over financial reporting

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

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

/s/ Grant Thornton, LLP

Columbia, South Carolina  
August 23, 2022

**ScanSource, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(in thousands, except share information)

	June 30, 2022	June 30, 2021
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 37,987	\$ 62,718
Accounts receivable, less allowance of \$16,806 at June 30, 2022 and \$19,341 at June 30, 2021	729,442	568,984
Inventories	614,814	470,081
Prepaid expenses and other current assets	141,562	117,860
Total current assets	<u>1,523,805</u>	<u>1,219,643</u>
Property and equipment, net	37,477	42,836
Goodwill	214,435	218,877
Identifiable intangible assets, net	84,427	104,860
Deferred income taxes	15,668	21,853
Other non-current assets	61,616	63,615
Total assets	<u>\$ 1,937,428</u>	<u>\$ 1,671,684</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 714,177	\$ 634,805
Accrued expenses and other current liabilities	88,455	87,790
Income taxes payable	34	2,501
Current portion of long-term debt	11,598	7,843
Total current liabilities	<u>814,264</u>	<u>732,939</u>
Deferred income taxes	3,144	3,954
Long-term debt, net of current portion	123,733	135,331
Borrowings under revolving credit facility	135,839	—
Other long-term liabilities	53,920	68,269
Total liabilities	<u>1,130,900</u>	<u>940,493</u>
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value; 3,000,000 shares authorized, none issued	—	—
Common stock, no par value; 45,000,000 shares authorized, 25,187,351 and 25,499,465 shares issued and outstanding at June 30, 2022 and June 30, 2021, respectively	64,297	71,253
Retained earnings	846,869	758,071
Accumulated other comprehensive loss	(104,638)	(98,133)
Total shareholders' equity	<u>806,528</u>	<u>731,191</u>
Total liabilities and shareholders' equity	<u>\$ 1,937,428</u>	<u>\$ 1,671,684</u>

See accompanying notes to consolidated financial statements.

**ScanSource, Inc. and Subsidiaries**  
**Consolidated Income Statements**  
**Years Ended June 30, 2022, 2021 and 2020**  
**(in thousands, except per share information)**

	2022	2021	2020
Net sales	\$ 3,529,935	\$ 3,150,806	\$ 3,047,734
Cost of goods sold	3,103,411	2,800,090	2,692,165
Gross profit	426,524	350,716	355,569
Selling, general and administrative expenses	275,442	247,438	259,535
Depreciation expense	11,062	12,533	13,033
Intangible amortization expense	17,853	19,488	19,953
Restructuring and other charges	—	9,258	604
Impairment charges	—	—	120,470
Change in fair value of contingent consideration	—	516	6,941
Operating income (loss)	122,167	61,483	(64,967)
Interest expense	6,523	6,929	12,224
Interest income	(4,333)	(3,097)	(5,826)
Other expense, net	1,354	116	411
Income (loss) before income taxes	118,623	57,535	(71,776)
Provision for income taxes	29,925	12,146	7,451
Net income (loss) from continuing operations	88,698	45,389	(79,227)
Net income (loss) from discontinued operations	100	(34,594)	(113,427)
Net income (loss)	\$ 88,798	\$ 10,795	\$ (192,654)
Per share data:			
Net income (loss) from continuing operations per common share, basic	\$ 3.48	\$ 1.79	\$ (3.12)
Net loss from discontinued operations per common share, basic	—	(1.36)	(4.47)
Net income (loss) per common share, basic	\$ 3.48	\$ 0.42	\$ (7.59)
Weighted-average shares outstanding, basic	25,504	25,423	25,378
Net income (loss) from continuing operations per common share, diluted	\$ 3.44	\$ 1.78	\$ (3.12)
Net loss from discontinued operations per common share, diluted	—	(1.36)	(4.47)
Net income (loss) per common share, diluted	\$ 3.45	\$ 0.42	\$ (7.59)
Weighted-average shares outstanding, diluted	25,758	25,518	25,378

See accompanying notes to consolidated financial statements.

**ScanSource, Inc. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income (Loss)**  
**Years Ended June 30, 2022, 2021 and 2020**  
**(in thousands)**

	<b>2022</b>	<b>2021</b>	<b>2020</b>
Net income (loss)	\$ <b>88,798</b>	\$ 10,795	\$ (192,654)
Unrealized gain (loss) on hedged transaction, net of tax	<b>5,833</b>	2,249	(4,646)
Foreign currency translation adjustment	<b>(12,338)</b>	20,778	(38,061)
Realized foreign currency loss from discontinued operations	—	11,635	—
Comprehensive income (loss)	<u>\$ <b>82,293</b></u>	<u>\$ 45,457</u>	<u>\$ (235,361)</u>

*See accompanying notes to these consolidated financial statements.*

**ScanSource, Inc. and Subsidiaries**  
**Consolidated Statements of Shareholders' Equity**  
**Years Ended June 30, 2022, 2021 and 2020**  
**(in thousands, except share information)**

	Common Stock (Shares)	Common Stock (Amount)	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balance at June 30, 2019	25,408,397	\$ 64,287	\$ 939,930	\$ (90,088)	\$ 914,129
Net loss	—	—	(192,654)	—	(192,654)
Unrealized loss on hedged transaction, net of tax	—	—	—	(4,646)	(4,646)
Foreign currency translation adjustment	—	—	—	(38,061)	(38,061)
Exercise of stock options and shares issued under share-based compensation plans, net of shares withheld for employee taxes	120,969	(599)	—	—	(599)
Common stock repurchased	(168,068)	(5,432)	—	—	(5,432)
Share-based compensation	—	5,509	—	—	5,509
Balance at June 30, 2020	<u>25,361,298</u>	<u>63,765</u>	<u>747,276</u>	<u>(132,795)</u>	<u>678,246</u>
Net income	—	—	10,795	—	10,795
Unrealized gain on hedged transaction, net of tax	—	—	—	2,249	2,249
Foreign currency translation adjustment	—	—	—	20,778	20,778
Realized foreign currency loss from discontinued operations	—	—	—	11,635	11,635
Exercise of stock options and shares issued under share-based compensation plans, net of shares withheld for employee taxes	138,167	(585)	—	—	(585)
Share-based compensation	—	8,073	—	—	8,073
Balance at June 30, 2021	<u>25,499,465</u>	<u>71,253</u>	<u>758,071</u>	<u>(98,133)</u>	<u>731,191</u>
Net income	—	—	<b>88,798</b>	—	<b>88,798</b>
Unrealized gain on hedged transaction, net of tax	—	—	—	<b>5,833</b>	<b>5,833</b>
Foreign currency translation adjustment	—	—	—	<b>(12,338)</b>	<b>(12,338)</b>
Exercise of stock options and shares issued under share-based compensation plans, net of shares withheld for employee taxes	<b>238,080</b>	<b>(450)</b>	—	—	<b>(450)</b>
Common stock repurchased	<b>(550,194)</b>	<b>(18,203)</b>	—	—	<b>(18,203)</b>
Share-based compensation	—	<b>11,697</b>	—	—	<b>11,697</b>
Balance at June 30, 2022	<u><b>25,187,351</b></u>	<u><b>\$ 64,297</b></u>	<u><b>\$ 846,869</b></u>	<u><b>\$ (104,638)</b></u>	<u><b>\$ 806,528</b></u>

See accompanying notes to consolidated financial statements.

**ScanSource, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**Years Ended June 30, 2022, 2021 and 2020**  
**(in thousands)**

	2022	2021	2020
Cash flows from operating activities:			
Net income (loss)	\$ 88,798	\$ 10,795	\$ (192,654)
Net income (loss) from discontinued operations	100	(34,594)	(113,427)
Net income (loss) from continuing operations	88,698	45,389	(79,227)
Adjustments to reconcile net income to net cash (used in) provided by operating activities of continuing operations:			
Depreciation and amortization	29,884	33,507	35,328
Amortization of debt issue costs	417	417	417
Provision for doubtful accounts	1,514	338	1,621
Share-based compensation	11,663	8,039	5,478
Impairment charges	—	—	120,470
Deferred income taxes	5,737	2,916	(12,193)
Change in fair value of contingent consideration	—	516	6,941
Contingent consideration payments excess	—	(5,457)	(3,050)
Finance lease interest	34	119	85
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(165,939)	(118,859)	57,477
Inventories	(145,962)	(12,301)	86,177
Prepaid expenses and other assets	(27,371)	(18,753)	(13,880)
Other non-current assets	1,123	9,948	(13,563)
Accounts payable	82,969	175,120	(20,846)
Accrued expenses and other liabilities	(4,869)	(493)	11,239
Income taxes payable	(2,252)	(3,679)	(441)
Net cash (used in) provided by operating activities of continuing operations	(124,354)	116,767	182,033
Cash flows from investing activities of continuing operations:			
Capital expenditures	(6,849)	(2,363)	(6,387)
Cash paid for business acquisitions, net of cash acquired	—	—	(48,921)
Cash received for business disposal	3,125	34,356	—
Net cash (used in) provided by investing activities of continuing operations	(3,724)	31,993	(55,308)
Cash flows from financing activities of continuing operations:			
Borrowings on revolving credit, net of expenses	2,166,409	1,881,679	2,085,918
Repayments on revolving credit, net of expenses	(2,030,569)	(1,949,392)	(2,190,595)
Repayments on long-term debt, net	(7,843)	(7,839)	(4,085)
Repayments of finance lease obligations	(1,238)	(1,294)	(1,765)
Contingent consideration payments	—	(41,393)	(35,482)
Exercise of stock options	2,304	451	754
Taxes paid on settlement of equity awards	(2,754)	(1,036)	(1,353)
Repurchase of common stock	(18,203)	—	(6,078)
Net cash provided by (used in) financing activities of continuing operations	108,106	(118,824)	(152,686)

	2022	2021	2020
	<i>(continued)</i>		
Cash flows from discontinued operations:			
Net cash flows provided by operating activities of discontinued operations	—	24,173	44,238
Net cash flows used in investing activities of discontinued operations	—	(58)	(77)
Net cash flows (used in) financing activities of discontinued operations	—	(29,494)	(3,921)
Net cash flows (used in) provided by discontinued operations	—	(5,379)	40,240
Effect of exchange rate changes on cash and cash equivalents	(4,759)	3,706	(3,642)
(Decrease) increase in cash and cash equivalents	(24,731)	28,263	10,637
Cash and cash equivalents at beginning of period	62,718	34,455	23,818
Cash and cash equivalents at end of period	37,987	62,718	34,455
Cash and cash equivalents of discontinued operations	—	—	4,970
Cash and cash equivalents of continuing operations	\$ 37,987	\$ 62,718	\$ 29,485
Supplemental disclosure of consolidated cash flow information:			
Interest paid during the year	\$ 6,066	\$ 6,412	\$ 11,959
Income taxes paid during the year	\$ 29,418	\$ 12,002	\$ 16,869

See accompanying notes to consolidated financial statements.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**June 30, 2022**

**(1) Business and Summary of Significant Accounting Policies**

*Business Description*

ScanSource, Inc. (together with its subsidiaries referred to as “the Company” or “ScanSource”) is a leading hybrid distributor connecting devices to the cloud and accelerating growth for partners across hardware, Software as a Service ("SaaS"), connectivity and cloud. The Company brings technology solutions and services from the world's leading suppliers of mobility and barcode, point-of-sale ("POS"), payments, physical security, unified communications and collaboration, telecom and cloud services to market. The Company operates in the United States, Canada, Brazil and the UK. The Company's two operating segments, Specialty Technology Solutions and Modern Communications & Cloud, are based on technology.

*Segment Changes*

The Company has moved all of its communications and collaboration business to the Modern Communications & Cloud segment. This technology alignment better represents the operating and financial performance information provided to the Company's chief operating decision maker.

The Company has reclassified certain prior-year amounts in the segment results to conform with current year presentation. These reclassifications had no effect on the condensed consolidated financial results. See Note 17 - *Segment Information* for descriptions of the Company's segments.

*Basis of Presentation*

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company accounts and transactions have been eliminated. Unless otherwise indicated, amounts provided in these Notes pertain to continuing operations only.

*Related Party Transactions*

A related party is generally defined as (i) any person that holds 10% or more of the Company’s securities and their immediate families, (ii) the Company’s management, (iii) someone that directly or indirectly controls, is controlled by or is under common control with the Company or (iv) anyone who can significantly influence the financial and operating decisions of the Company. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. There were no material related party transactions for the fiscal years ended June 30, 2022, 2021 and 2020.

*Use of Estimates*

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates, including those related to the allowance for uncollectible accounts receivable, asset impairments, inventory reserves, purchase price allocations, goodwill and intangibles and supplier incentives. Management bases its estimates on assumptions that management believes to be reasonable under the circumstances, the results of which form a basis for making judgments about the carrying value of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, management believes that its estimates, including those for the above-described items, are reasonable and that the actual results will not vary significantly from the estimated amounts.

The following accounting policies relate to the more significant judgments and estimates used in the preparation of the Consolidated Financial Statements:



**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

*(a) Allowances for Trade and Notes Receivable*

The Company maintains an allowance for uncollectible accounts receivable for estimated losses resulting from customers' failure to make payments on accounts receivable due to the Company.

Management determines the estimate of the allowance for uncollectible accounts receivable by considering a number of factors, including: (i) historical experience, (ii) aging of the accounts receivable, (iii) specific information obtained by the Company on the financial condition and the current creditworthiness of its customers, (iv) the current economic and country-specific environment and (v) reasonable and supportable forecasts about collectability. If the financial condition of the Company's customers were to deteriorate and reduce the ability of the Company's customers to make payments on their accounts, the Company may be required to increase its allowance by recording additional bad debt expense. Likewise, should the financial condition of the Company's customers improve and result in payments or settlements of previously reserved amounts, the Company may be required to record a reduction in bad debt expense to reverse the recorded allowance.

*(b) Inventory Reserves*

Management determines the inventory reserves required to reduce inventories to the lower of cost or net realizable value based principally on the effects of technological changes, quantities of goods on hand, length of time on hand and other factors. Net realizable value is determined based on continual inquiries of suppliers who are able to provide credible knowledge of the salability and value of the products. An estimate is made of the net realizable value, less cost to dispose, of products whose value is determined to be impaired. If these products are ultimately sold at less than estimated amounts, additional reserves may be required. The estimates used to calculate these reserves are applied consistently. The adjustments are recorded in the period in which the loss of utility of the inventory occurs, which establishes a new cost basis for the inventory. This new cost basis is maintained until the reserved inventory is disposed of, returned to the supplier or sold. To the extent that specifically reserved inventory is sold, cost of goods sold is expensed for the new cost basis of the inventory sold.

*(c) Purchase Price Allocations*

The Company accounts for business combinations in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations*. For each acquisition, the Company allocates the purchase price to assets acquired, liabilities assumed and goodwill and intangibles. The Company recognizes assets and liabilities acquired at their estimated fair values. Management uses judgment to (i) identify the acquired assets and liabilities assumed, (ii) estimate the fair value of these assets, (iii) estimate the useful life of the assets and (iv) assess the appropriate method for recognizing depreciation or amortization expense over the assets' useful life. See Note 7 - *Acquisitions* for further discussion of the Company's business combinations.

*(d) Goodwill and Intangible Asset Fair Value*

The Company estimates the fair value of its goodwill reporting units, as well as its finite lived intangible assets primarily based on the income approach utilizing the discounted cash flow method. The Company also utilizes fair value estimates derived from the market approach utilizing the public company market multiple method to validate the results of the discounted cash flow method for fair value of goodwill, which requires it to make assumptions about the applicability of those multiples to its reporting units. The discounted cash flow method requires the Company to estimate future cash flows, using key assumptions such as the weighted average cost of capital, revenue growth rates, projected gross margin and operating margin percentage growth, expected working capital changes and a related cash flow impact from working capital changes, and then discount those amounts at an appropriate discount rate to present value.

*(e) Supplier Incentives*

The Company receives incentives from suppliers as achievement-based supplier rebates that require management to make certain estimates about the amount of supplier consideration that will be received. Achievement-based supplier rebates are earned by achieving certain sales or purchase targets on a periodic basis. The Company determines whether, among other

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

items, all qualifying sales and purchases are considered in calculating the rebates and cash receipts or credit memos received are appropriately applied. The determination of achievement-based rebates requires management to make assumptions about future purchases and sales. Estimates are based on the terms of the incentive program and historical experiences.

*Cash and Cash Equivalents*

The Company considers all highly liquid investments with original maturities of three months or less, when purchased, to be cash equivalents. The Company maintains zero-balance disbursement accounts at various financial institutions at which the Company does not maintain significant depository relationships. Due to the terms of the agreements governing these accounts, the Company generally does not have the right to offset outstanding checks written from these accounts against cash on hand, and the respective institutions are not legally obligated to honor the checks until sufficient funds are transferred to fund the checks. As a result, checks released but not yet cleared from these accounts in the amounts of \$18.0 million and \$14.3 million are classified as accounts payable as of June 30, 2022 and 2021, respectively.

The Company maintains its cash with various financial institutions globally that are monitored regularly for credit quality, although it may hold amounts in excess of Federal Deposit Insurance Corporation or other insured limits. Cash and cash equivalents held outside of the United States for continuing operations totaled \$35.0 million and \$52.1 million as of June 30, 2022 and 2021, respectively.

*Concentration of Credit Risk*

The Company sells to a large base of customers throughout the United States, Canada, Brazil and the UK. The Company performs ongoing credit evaluations of its customers' financial condition. In certain cases, the Company will accept tangible assets as collateral to increase the trade credit of its customers. Sales to any one customer were less than 10% of the Company's net sales for fiscal years 2022, 2021 and 2020.

In the event that the Company does not collect payment on accounts receivable within the established trade terms for certain customers, the Company may establish arrangements for longer-term financing. The Company accounts for these arrangements by recording them at their historical cost less specific allowances at balance sheet dates. Interest income is recognized in the period earned and is recorded as interest income in the Consolidated Income Statement.

*Derivative Financial Instruments*

The Company uses derivative instruments to manage certain exposures related to fluctuations in foreign currency exchange rates and changes in interest rates in connection with borrowing activities. The Company records all derivative instruments as either assets or liabilities in the Consolidated Balance Sheet at fair value. The Company does not use derivative financial instruments for trading or speculative purposes.

The Company's exposure to changes in foreign currency exchange rates results from foreign currency denominated assets and liabilities, purchasing and selling internationally in several foreign currencies and from intercompany loans with foreign subsidiaries. The Company's objective is to preserve the economic value of non-functional currency denominated cash flows. The Company's foreign currencies are denominated primarily in Brazilian reais, British pounds and Canadian dollars.

The Company may reduce its exposure to fluctuations in foreign exchange rates by creating offsetting positions through the use of derivative financial instruments. The market risk related to the foreign exchange agreements is offset by changes in the valuation of the underlying items. These contracts are generally for a duration of 90 days or less. The Company has elected not to designate its foreign currency contracts as hedging instruments. They are, therefore, marked-to-market with changes in their fair value recorded in the Consolidated Income Statement each period. Derivative financial instruments related to foreign currency exposure are accounted for on an accrual basis with gains or losses on these contracts recorded in income in the period in which their value changes, with the offsetting entry for unsettled positions reflected in either other assets or other liabilities.

The Company's earnings are affected by changes in interest rates due to the impact those changes have on interest expense from floating rate debt instruments. To manage the exposure, the Company has an interest rate swap agreement and has designated

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

this instrument as a hedge of the cash flows on certain variable rate debt. To the extent the derivative instrument was effective in offsetting the variability of the hedged cash flows, changes in the fair value of the derivative instrument were not included in current earnings, but were reported as other comprehensive income (loss). There was no ineffective portion recorded as an adjustment to earnings for the years ended June 30, 2022, 2021 and 2020.

*Investments*

The Company has investments that are held in a grantor trust formed by the Company related to the ScanSource, Inc. Nonqualified Deferred Compensation Plan and founder's Supplemental Executive Retirement Plan. The Company has classified these investments as trading securities, and they are recorded at fair value with unrealized gains and losses included in the accompanying Consolidated Income Statements. The Company's obligations under this deferred compensation plan change in concert with the performance of the investments along with contributions to and withdrawals from the plan. The fair value of these investments and the corresponding deferred compensation obligation was \$25.2 million and \$31.2 million as of June 30, 2022 and June 30, 2021, respectively. These investments are classified as either prepaid expenses and current assets or other non-current assets in the Consolidated Balance Sheets depending on the timing of planned disbursements. The deferred compensation obligation is classified either within accrued expenses and other current liabilities or other long-term liabilities as well. The amounts of these investments classified as current assets with corresponding current liabilities were \$2.6 million and \$4.9 million at June 30, 2022 and June 30, 2021, respectively.

*Inventories*

Inventories (consisting entirely of finished goods) are stated at the lower of cost (first-in, first-out method) or net realizable value.

*Supplier Programs*

The Company receives incentives from suppliers related to cooperative advertising allowances, volume rebates and other incentive programs. These incentives are generally under quarterly, semi-annual or annual agreements with the suppliers. Some of these incentives are negotiated on an ad hoc basis to support specific programs mutually developed between the Company and the supplier. Suppliers generally require that the Company use the suppliers' cooperative advertising allowances for advertising or other marketing programs. Incentives received from suppliers for specifically identified incremental cooperative advertising programs are recorded as adjustments to net sales. ASC 606, *Revenue from Contracts with Customers* addresses accounting for consideration payable to a customer, which the Company interprets and applies as the customer (i.e., the Company) receiving advertising funds from a supplier. The portion of these supplier funds in excess of our costs are reflected as a reduction of inventory. Such funds are recognized as a reduction of the cost of goods sold when the related inventory is sold.

The Company records unrestricted volume rebates received as a reduction of inventory and reduces the cost of goods sold when the related inventory is sold. Amounts received or receivables from suppliers that are not yet earned are deferred in the Consolidated Balance Sheets. Supplier receivables are generally collected through reductions to accounts payable authorized by the supplier. In addition, the Company may receive early payment discounts from certain suppliers. The Company records early payment discounts received as a reduction of inventory, thereby resulting in a reduction of cost of goods sold when the related inventory is sold. Management makes certain estimates of the amounts of supplier consideration that will be received. Estimates are based on the terms of the incentive program and historical experiences. Actual recognition of the supplier consideration may vary from management estimates.

*Supplier Concentration*

The Company sells products from many suppliers; however, sales of products supplied by Cisco and Zebra each constituted more than 10% of the Company's net sales for the years ended June 30, 2022, 2021 and 2020.

*Product Warranty*

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The Company's suppliers generally provide a warranty on the products provided by the Company and allow the Company to return defective products, including those that have been returned to the Company by its customers. In three of its product lines, the Company offers a self-branded warranty program, in which management has determined that the Company is the primary obligor. The Company purchases contracts from unrelated third parties, generally the original equipment manufacturers, to fulfill any obligation to service or replace defective product claimed on these warranty programs. As a result, the Company has not recorded a provision for estimated service warranty costs. To maintain customer relations, the Company facilitates returns of defective products from the Company's customers by accepting for exchange, with the Company's prior approval, most defective products within 30 days of invoicing.

#### *Property and Equipment*

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over estimated useful lives of 3 to 10 years for furniture, equipment and computer software, 25 to 40 years for buildings and 15 years for building improvements. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life. Maintenance, repairs and minor renewals are charged to expense as incurred. Additions, major renewals and betterments to property and equipment are capitalized.

#### *Capitalized Software*

The Company accounts for capitalized software in accordance with ASC 350-40, *Computer Software Developed for Internal Use*, which provides guidance for computer software developed or obtained for internal use. The Company is required to continually evaluate the stage of the implementation process to determine whether or not costs are expensed or capitalized. Costs incurred during the preliminary project phase or planning and research phase are expensed as incurred. Costs incurred during the development phase, such as material and direct services costs, compensation costs of employees associated with the development and interest cost, are capitalized as incurred. Costs incurred during the post-implementation or operation phase, such as training and maintenance costs, are expensed as incurred. In addition, costs incurred to modify existing software that result in additional functionality are capitalized as incurred.

#### *Goodwill*

The Company accounts for recorded goodwill in accordance with ASC 350, *Goodwill and Other Intangible Assets*, which requires that goodwill be reviewed annually for impairment or more frequently if impairment indicators exist. Goodwill testing utilizes an impairment analysis, whereby the Company compares the carrying value of each identified reporting unit to its fair value. The Company's goodwill reporting units align directly with its operating segments, Specialty Technology Solutions and Modern Communications & Cloud. The fair values of the reporting units are estimated using the net present value of discounted cash flows generated by each reporting unit. Considerable judgment is necessary in estimating future cash flows, discount rates and other factors affecting the estimated fair value of the reporting units, including operating and macroeconomic factors. Historical financial information, internal plans and projections and industry information are used in making such estimates.

Under Accounting Standards Update ("ASU") 2017-04, if fair value of goodwill is determined to be less than carrying value, an impairment loss is recognized for the amount of the carrying value that exceeds the amount of the reporting units' fair value, not to exceed the total amount of goodwill allocated to the reporting unit. Additionally, the Company would consider income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. The Company also assesses the recoverability of goodwill if facts and circumstances indicate goodwill may be impaired. In its most recent annual test, the Company estimated the fair value of its reporting units primarily based on the income approach utilizing the discounted cash flow method. The Company also corroborated the fair value estimates derived from the income approach by considering the implied market multiples of comparable transactions and companies. The discounted cash flow method required the Company to estimate future cash flows and discount those amounts to present value. The key assumptions utilized in determining fair value included:

- Industry weighted-average cost of capital ("WACC"): The Company utilized a WACC relative to each reporting unit's respective geography and industry as the discount rate for estimated future cash flows. The WACC is intended to represent a rate of return that would be expected by a market participant in each respective geography.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

- Operating income: The Company utilized historical and expected revenue growth rates, gross margins and operating expense percentages, as well as the expected impact of COVID-19 and the Company's annualized expense reduction plan, which varied based on the projections of each reporting unit being evaluated.
- Cash flows from working capital changes: The Company utilized a projected cash flow impact pertaining to depreciation, capital expenditures and expected changes in working capital as each of its goodwill reporting units grow.

No goodwill impairment charges were recognized for the fiscal years ended June 30, 2022 and 2021. Goodwill impairment charges totaled \$119.0 million for the fiscal year ended June 30, 2020 and are included in the impairment charges line item in the Consolidated Income Statements. See Note 8 - *Goodwill and Other Identifiable Intangible Assets* for more information regarding goodwill and the results of our testing.

*Intangible Assets*

Intangible assets consist of customer relationships, trade names, distributor agreements, supplier partner programs, developed technology, non-compete agreements and an encryption key library. Customer relationships, trade names, supplier partner programs, developed technology and the encryption key library are amortized using the straight-line method over their estimated useful lives, which range from 3 to 19 years. Non-compete agreements are amortized over their contract life.

These assets are shown in detail in Note 8 - *Goodwill and Other Identifiable Intangible Assets*.

*Impairment of Long-Lived Assets*

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset or asset group may not be recoverable. Tests for recoverability of a long-lived asset to be held and used are measured by comparing the carrying amount of the long-lived asset to the sum of the estimated future undiscounted cash flows expected to be generated by the asset. In estimating the future undiscounted cash flows, the Company uses projections of cash flows directly associated with, and which are expected to arise as a direct result of, the use and eventual disposition of the assets. If it is determined that a long-lived asset is not recoverable, an impairment loss would be calculated equal to the excess of the carrying amount of the long-lived asset over its fair value. No intangible asset or other long-lived asset impairment charges were recognized for the fiscal years ended June 30, 2022 and 2021. Intangible asset impairment charges totaled \$1.4 million for our continuing operations for the fiscal year ended June 30, 2020 and are included in the impairment charges line item in the Consolidated Income Statements. See Note 8 - *Goodwill and Other Identifiable Intangible Assets* for more information regarding intangible asset impairment charges.

*Fair Value of Financial Instruments*

The fair value of financial instruments is the amount at which the instrument could be exchanged in a current transaction between willing parties. The carrying values of financial instruments such as accounts receivable, accounts payable, accrued liabilities, borrowings under the revolving credit facility and subsidiary lines of credit approximate fair value based upon either short maturities or variable interest rates of these instruments. For additional information related to the fair value of derivatives, please see Note 11 - *Fair Value of Financial Instruments*.

*Liability for Contingent Consideration*

In addition to the initial cash consideration paid to former shareholders of Intelisys, the Company agreed to make additional earnout payments based on future results through a specified date based on a multiple of the subsidiary's pro forma earnings as defined in the respective purchase agreements. The Company paid the final earnout payment to the former shareholders of Intelisys during fiscal year 2021.

*Contingencies*

The Company accrues for contingent obligations, including estimated legal costs, when it is probable that a liability is incurred and the amount is reasonably estimable. As facts concerning contingencies become known, management reassesses its position and makes appropriate adjustments to the financial statements. Estimates that are particularly sensitive to future changes include

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

tax, legal and other regulatory matters, which are subject to change as events evolve and as additional information becomes available during the administrative and litigation process.

*Revenue Recognition*

The Company accounts for revenue in accordance with ASC 606, *Revenue from Contracts with Customers*. In determining the appropriate amount of revenue to recognize, the Company applies the following five-step model: (i) identify contracts with customers; (ii) identify performance obligations in the contracts; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations per the contracts; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company recognizes revenue as control of products and services are transferred to customers, which is generally at the point of shipment. The Company delivers products to customers in several ways, including: (i) shipment from a Company warehouse, (ii) drop-shipment directly from the supplier, or (iii) electronic delivery for software licenses. For more detailed disclosures on the Company's revenue recognition policies, see Note 3 - *Revenue Recognition*.

*Advertising Costs*

The Company defers advertising-related costs until the advertising is first run in trade or other publications or, in the case of brochures, until the brochures are printed and available for distribution or posted online. Advertising costs, net of supplier reimbursement, are included in selling, general and administrative expenses and were not significant in any of the three fiscal years ended June 30, 2022, 2021 and 2020. Deferred advertising costs for each of these three fiscal years were also not significant.

*Foreign Currency*

The currency effects of translating the financial statements of the Company's foreign entities that operate in their local currency are included in the cumulative currency translation adjustment component of accumulated other comprehensive income or loss. The Company's functional currencies include U.S. dollars, Brazilian reais, British pounds, euros and Canadian dollars. The assets and liabilities of these foreign entities are translated into U.S. dollars using the exchange rate at the end of the respective period. Sales, costs and expenses are translated at average exchange rates effective during the respective period. Foreign currency transactional and re-measurement gains and losses are included in other expense (income) in the Consolidated Income Statements. Such amounts are not significant to any of the periods presented.

*Income Taxes*

Income taxes are accounted for under the asset and liability method. Deferred income taxes reflect tax consequences on future years of differences between the tax bases of assets and liabilities and their financial reporting amounts. In accordance with ASC 740, *Accounting for Income Taxes*, valuation allowances are provided against deferred tax assets when it is more likely than not that an asset will not be realized. Additionally, the Company maintains reserves for uncertain tax provisions. See Note 14 - *Income Taxes* for further discussion.

*Share-Based Payments*

The Company accounts for share-based compensation using the provisions of ASC 718, *Accounting for Stock Compensation*, which requires the recognition of the fair value of share-based compensation. Furthermore, the Company adopted ASU 2016-09, which simplified several aspects of the accounting for share-based compensation, including income tax effects, forfeitures, statutory withholding requirements and cash flow statement classifications. Share-based compensation is estimated at the grant date based on the fair value of the awards. Since this compensation cost is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. ASU 2016-09 allows companies to elect an accounting policy to estimate the total number of awards for which the requisite service period will not be rendered or to account for forfeitures when they occur. The Company estimates the total number of awards expected to be forfeited at the time of grant and revise such estimates, if necessary, in subsequent periods if actual forfeitures differ. The Company has elected to expense grants of awards with graded vesting on a straight-line basis over the requisite service period for each separately vesting portion of the award.

*Common stock repurchases*

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

Repurchases of common stock are accounted for at cost, which includes brokerage fees, and are included as a component of shareholder's equity on the Consolidated Balance Sheets.

*Comprehensive Income*

ASC 220, *Comprehensive Income*, defines comprehensive income as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. The components of comprehensive income for the Company include net income, unrealized gains or losses on hedged transactions, net of tax and foreign currency translation adjustments arising from the consolidation of the Company's foreign subsidiaries.

**Recent Accounting Pronouncements**

In February 2016, the FASB issued ASU 2016-02, *Leases* (ASC 842) requiring lessees to reflect most leases on their balance sheets and recognize expenses on their income statements in a manner similar to current guidance. Under the new guidance, lessees are required to recognize a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. The asset is measured at the lease liability amount, adjusted for lease prepayments, lease incentives received and the lessee's initial direct costs. For leases with a lease term of 12 months or less, as long as the lease does not include options to purchase the underlying assets, lessees can elect not to recognize a lease liability and right-of-use asset. Under the new guidance, lessor accounting is largely unchanged, and the accounting for sale and leaseback transactions is simplified. This ASU was effective for the Company beginning in the first quarter of fiscal 2020. Entities are required to use the modified retrospective approach of adoption, with the option of applying the requirements of the standard either (1) retrospectively to each prior comparative reporting period presented or (2) retrospectively at the beginning of the period of adoption. The Company adopted the standard on July 1, 2019 and applied it at the beginning of the period of adoption. The adoption of this standard was not material to the Company's Condensed Consolidated Income Statements. See Note 15 - *Leases* for additional lease disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326)*. In November 2018, the FASB issued ASU 2018-19, *Codification Improvements to Topic 326: Financial Instruments - Credit Losses*, which provides supplemental guidance and clarification to ASU 2016-13 and must be adopted concurrently. The pronouncement revises the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. The Company adopted this standard effective July 1, 2020, and it did not have a material impact on the Company's consolidated financial statements. See Note 2 - *Trade Accounts and Notes Receivable* for disclosures related to the adoption of ASU 2016-13.

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

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

**(2) Trade Accounts and Notes Receivable, Net**

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

Management determines the estimate of the allowance for doubtful accounts receivable by considering a number of factors, including: (i) historical experience, (ii) aging of the accounts receivable, (iii) specific information obtained by the Company on the financial condition and the current creditworthiness of its customers, (iv) the current economic and country-specific environment and (v) reasonable and supportable forecasts about collectability. Expected credit losses are estimated on a pool basis when similar risk characteristics exist using an age-based reserve model. Receivables that do not share risk characteristics are evaluated on an individual basis. Estimates of expected credit losses on trade receivables are recorded at inception and adjusted over the contractual life.

The changes in the allowance for doubtful accounts for the fiscal years ended June 30, 2022, 2021 and 2020 are set forth in the tables below.

Description	Balance at Beginning of Period	Amounts Charged to Expense	Write-offs	Other <sup>(1)</sup>	Balance at End of Period
	<i>(in thousands)</i>				
Allowance for bad debt:					
Year ended June 30, 2020	\$ 27,521	1,621	(5,176)	(2,060)	\$ 21,906
Trade and current note receivable allowance					\$ 21,906
Year ended June 30, 2021	\$ 21,906	338	(4,556)	1,653	\$ 19,341
Trade and current note receivable allowance					\$ 19,341
<b>Year ended June 30, 2022</b>	<b>\$ 19,341</b>	<b>1,514</b>	<b>(1,751)</b>	<b>(2,298)</b>	<b>\$ 16,806</b>
<b>Trade and current note receivable allowance</b>					<b>\$ 16,806</b>

(1) "Other" amounts include recoveries and the effect of foreign currency fluctuations for the fiscal years ended June 30, 2022, 2021 and 2020, respectively.



**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

**(3) Revenue Recognition**

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

*Significant Judgments:*

*Principal versus Agent Considerations*

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

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

*Variable Considerations*

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

*Contract Balances*

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

*Practical Expedients & Accounting Policy Elections*

- *Incremental costs of obtaining a contract* - These costs are included in selling, general and administrative expenses as the amortization period is generally one year or less. The Company expenses costs associated with obtaining and fulfilling contracts as incurred.
- *Shipping costs* - The Company accounts for certain shipping and handling activities as fulfillment costs and expenses them as incurred.
- *Significant financing components* - The Company has elected not to adjust the promised amount of consideration for the effects of a significant financing component as the Company expects, at contract inception, that the period between when the entity transfers a promised good or service to a customer and when the customer pays for that good or service will generally be one year or less.
- *Sales tax and other related taxes* - Sales and other tax amounts collected from customers for remittance to governmental authorities are excluded from revenue.

*Disaggregation of Revenue*

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

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	Fiscal year ended June 30, 2022		
	Specialty Technology Solutions	Modern Communications & Cloud	Total
<b>Revenue by product/service type:</b>	<i>(in thousands)</i>		
Hardware, software and cloud (excluding Intelisys)	\$ 2,082,321	\$ 1,373,342	\$ 3,455,663
Intelisys connectivity and cloud	—	74,272	74,272
	\$ 2,082,321	\$ 1,447,614	\$ 3,529,935

	Fiscal year ended June 30, 2021		
	Specialty Technology Solutions	Modern Communications & Cloud	Total
<b>Revenue by product/service type:</b>	<i>(in thousands)</i>		
Hardware, software and cloud (excluding Intelisys)	\$ 1,815,933	\$ 1,269,930	\$ 3,085,863
Intelisys connectivity and cloud	—	64,943	64,943
	\$ 1,815,933	\$ 1,334,873	\$ 3,150,806

	Fiscal year ended June 30, 2020		
	Specialty Technology Solutions	Modern Communications & Cloud	Total
<b>Revenue by product/service type:</b>	<i>(in thousands)</i>		
Hardware, software and cloud (excluding Intelisys)	\$ 1,580,441	\$ 1,409,872	\$ 2,990,313
Intelisys connectivity and cloud	—	57,421	57,421
	\$ 1,580,441	\$ 1,467,293	\$ 3,047,734

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

**(4) Earnings per Share**

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

	Fiscal year ended June 30,		
	2022	2021	2020
<i>(in thousands, except per share data)</i>			
Numerator:			
Net income (loss) from continuing operations	\$ 88,698	\$ 45,389	\$ (79,227)
Net income (loss) from discontinued operations	100	(34,594)	(113,427)
Net income (loss)	\$ 88,798	\$ 10,795	\$ (192,654)
Denominator:			
Weighted-average shares, basic	25,504	25,423	25,378
Dilutive effect of share-based payments	254	95	—
Weighted-average shares, diluted <sup>(1)</sup>	25,758	25,518	25,378
Net income (loss) from continuing operations per common share, basic	\$ 3.48	\$ 1.79	\$ (3.12)
Net loss from discontinued operations per common share, basic	—	(1.36)	(4.47)
Net income (loss) per common share, basic	\$ 3.48	\$ 0.42	\$ (7.59)
Net income (loss) from continuing operations per common share, diluted	\$ 3.44	\$ 1.78	\$ (3.12)
Net loss from discontinued operations per common share, diluted	—	(1.36)	(4.47)
Net income (loss) per common share, diluted	\$ 3.45	\$ 0.42	\$ (7.59)

<sup>(1)</sup> The Company calculates weighted average shares of common stock in accordance with *ASC 260, Earnings per Share*. The Company's diluted weighted average shares for the year ended June 30, 2020 are the same as basic weighted average shares due to net loss from continuing operations.

For the years ended June 30, 2022, 2021 and 2020, weighted-average shares outstanding excluded from the computation of diluted earnings per share because their effect would have been antidilutive were 926,286, 1,297,214 and 1,040,226, respectively.

**(5) Property and Equipment**

Property and equipment is comprised of the following:

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	June 30,	
	2022	2021
	<i>(in thousands)</i>	
Land	\$ 2,999	\$ 3,319
Buildings and leasehold improvements	19,838	20,947
Computer software and equipment	72,289	74,432
Furniture, fixtures and equipment	15,223	15,359
Construction in progress	209	123
Rental equipment	9,539	9,379
	<u>120,097</u>	<u>123,559</u>
Less accumulated depreciation	<u>(82,620)</u>	<u>(80,723)</u>
	<u>\$ 37,477</u>	<u>\$ 42,836</u>

Depreciation expense recorded as selling, general and administrative costs in the accompanying Consolidated Income Statements was \$11.1 million, \$12.5 million and \$13.0 million for the fiscal years ended June 30, 2022, 2021 and 2020, respectively. Depreciation expense recorded as cost of goods sold in the accompanying Consolidated Income Statements was \$1.0 million, \$1.5 million and \$2.3 million for the fiscal years ended June 30, 2022, 2021 and 2020, respectively.

**(6) Other Assets and Liabilities, Current and Noncurrent**

The table below details prepaid expenses and other current assets.

	June 30,	
	2022	2021
	<i>(in thousands)</i>	
Other receivables	\$ 70,105	\$ 73,113
Prepaid expense	51,013	23,641
Other taxes receivable	5,177	9,473
Other current assets	15,267	11,633
	<u>\$ 141,562</u>	<u>\$ 117,860</u>

The table below details accrued expenses and other current liabilities.

	June 30,	
	2022	2021
	<i>(in thousands)</i>	
Deferred warranty revenue	\$ 9,640	\$ 9,752
Accrued compensation	25,180	27,340
Other taxes payable	10,852	15,183
Accrued marketing expense	7,697	5,536
Accrued freight	3,421	3,528
Short-term operating lease liability	4,499	4,284
Other accrued liabilities	27,166	22,167
	<u>\$ 88,455</u>	<u>\$ 87,790</u>

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The table below details other long-term liabilities.

	<b>June 30,</b>	
	<b>2022</b>	<b>2021</b>
	<i>(in thousands)</i>	
Long-term deferred warranty revenue	\$ 4,706	\$ 2,958
Long-term deferred compensation liability	22,558	26,229
Interest rate swap	—	6,280
Long-term income taxes payable	5,269	5,971
Long-term operating lease liability	13,085	16,550
Other long-term liabilities	8,302	10,281
	<u>\$ 53,920</u>	<u>\$ 68,269</u>

**(7) Acquisitions**

*intY*

On July 1, 2019, the Company acquired all of the outstanding shares of intY and its CASCADE cloud services distribution platform. The purchase price of this acquisition, net of cash acquired, was approximately \$48.9 million. The purchase price was allocated to the assets acquired and liabilities assumed based on their estimated fair values on the transaction date. Intangible assets acquired include trade names, customer relationships, and developed technology. Goodwill recognized on this acquisition is not deductible for tax purposes. See Note 8 - *Goodwill and Other Identifiable Intangible Assets* for the amounts of goodwill and intangible assets recognized in connection with this acquisition. The impact of this acquisition was not material to the consolidated financial statements. The Company recognized \$0.3 million for the fiscal year ended June 30, 2020 in acquisition-related costs included in selling, general and administrative expenses on the Condensed Consolidated Income Statements in connection with this acquisition. This acquisition is included in the Modern Communications & Cloud segment.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

**(8) Goodwill and Other Identifiable Intangible Assets**

In accordance with ASC 350, *Intangibles - Goodwill and Other Intangible Assets*, the Company performs its annual goodwill impairment test during the fourth quarter of each fiscal year, or whenever indicators of impairment are present. The reporting units utilized for goodwill impairment tests align directly with our operating segments, Specialty Technology Solutions and Modern Communications & Cloud. The testing includes the determination of each reporting unit's fair value using a discounted cash flows model compared to each reporting unit's carrying value. Key assumptions used in determining fair value include projected growth and operating margin, working capital requirements and discount rates. During fiscal years ended June 30, 2022 and 2021, no impairment charges related to goodwill were recorded. For the fiscal year ended June 30, 2020, the Company's projected growth and operating margins were impacted by the worldwide economic hardships created by COVID-19 and as such recognized a goodwill impairment charge of \$119.0 million, which is recorded to the impairment charges line item in the Consolidated Income Statements.

Changes in the carrying amount of goodwill for the years ended June 30, 2022 and 2021, by reportable segment, are set forth in the table below.

	Specialty Technology Solutions	Modern Communications & Cloud	Total
	<i>(in thousands)</i>		
Balance at June 30, 2020	\$ 16,370	\$ 197,918	\$ 214,288
Unrealized gain on foreign currency translation	—	4,589	4,589
Balance at June 30, 2021	\$ 16,370	\$ 202,507	\$ 218,877
Unrealized loss on foreign currency translation	—	(4,442)	(4,442)
Balance at June 30, 2022	<u>\$ 16,370</u>	<u>\$ 198,065</u>	<u>\$ 214,435</u>

The following table shows the Company's identifiable intangible assets as of June 30, 2022 and 2021, respectively.

	June 30, 2022			June 30, 2021		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
	<i>(in thousands)</i>					
Amortized intangible assets:						
Customer relationships	\$ 137,366	\$ 79,147	\$ 58,219	\$ 139,262	\$ 68,716	\$ 70,546
Trade names	19,480	12,469	7,011	19,750	10,102	9,648
Non-compete agreements	2,410	2,396	14	2,410	2,271	139
Supplier partner program	4,085	2,051	2,034	4,085	1,621	2,464
Encryption key library	19,900	12,230	7,670	19,900	9,743	10,157
Developed technology	13,865	4,386	9,479	15,165	3,259	11,906
Total intangibles	<u>\$ 197,106</u>	<u>\$ 112,679</u>	<u>\$ 84,427</u>	<u>\$ 200,572</u>	<u>\$ 95,712</u>	<u>\$ 104,860</u>

During fiscal year 2020, the Company recorded \$1.4 million in impairment charges in customer relationships, trade names and non-compete agreements related to the acquisition of Canpango. This charge is included in the impairment charges line item in the Consolidated Income Statements. No impairment charges were recognized in fiscal years ended June 30, 2022 and 2021.

The weighted-average amortization period for all intangible assets was approximately 10 years for the fiscal years ended June 30, 2022, 2021 and 2020. Amortization expense for continuing operations for the years ended June 30, 2022, 2021 and 2020 was \$17.9 million, \$19.5 million and \$20.0 million, respectively, all of which relates to selling, general and administrative costs, not the cost of selling goods, and has been presented as such in the accompanying Consolidated Income Statements.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

Estimated future amortization expense is as follows:

<b>Year Ended June 30,</b>	<b>Amortization Expense</b>
	<b>(in thousands)</b>
2023	\$ 16,746
2024	16,642
2025	16,642
2026	12,775
2027	6,602
Thereafter	15,020
<b>Total</b>	<b>\$ 84,427</b>

**(9) Short Term Borrowings and Long Term Debt**

The following table shows the Company's short-term and long-term debt as of June 30, 2022 and 2021, respectively.

	<b>June 30,</b>	
	<b>2022</b>	<b>2021</b>
	<b>(in thousands)</b>	
Current portion of long-term debt	\$ 11,598	\$ 7,843
Mississippi revenue bond, net of current portion	3,733	4,081
Senior secured term loan facility, net of current portion	120,000	131,250
Borrowings under revolving credit facility	135,839	—
<b>Total debt</b>	<b>\$ 271,170</b>	<b>\$ 143,174</b>

*Credit Facility*

The Company has a multi-currency senior secured credit facility with JPMorgan Chase Bank N.A., as administrative agent, and a syndicate of banks. On April 30, 2019, the Company amended this credit facility to expand the borrowing capacity and extend its maturity to April 30, 2024. On December 23, 2021, the Company entered into an amendment to the Amended Credit Agreement which, among other things, replaced LIBOR as the benchmark rate for non-U.S. Dollar loans and provided for an interpolated rate for 7-day LIBOR for U.S. Dollar loans. The Amended Credit Agreement includes (i) a five-year \$350 million multi-currency senior secured revolving credit facility and (ii) a five-year \$150 million senior secured term loan facility. Pursuant to an "accordion feature," the Company may increase its borrowings up to an additional \$250 million for a total of up to \$750 million, subject to obtaining additional credit commitments from the lenders participating in the increase. The Amended Credit Agreement allows for the issuance of up to \$50 million for letters of credit, subject to obtaining additional credit commitments from the lenders participating in the increase. Borrowings under the Amended Credit Agreement are secured by substantially all of the domestic assets of the Company and a pledge of up to 65% of capital stock or other equity interest in certain foreign subsidiaries determined to be either material or a subsidiary borrower as defined in the Amended Credit Agreement. Under the terms of the revolving credit facility, the payment of cash dividends is restricted.

At the Company's option, loans denominated in U.S. dollars under the Amended Credit Agreement, other than swingline loans, bear interest at a rate equal to a spread over the LIBOR or alternate base rate depending upon the Company's net leverage ratio, calculated as total debt less up to \$15 million of unrestricted domestic cash ("Credit Facility Net Debt") to trailing four-quarter adjusted earnings before interest expense, taxes, depreciation and amortization ("Credit Facility EBITDA") (the "Leverage Ratio"). This spread ranges from 1.00% to 1.75% for LIBOR-based loans and 0.00% to 0.75% for alternate base rate loans. Additionally, the Company is charged commitment fees ranging from 0.15% to 0.30%, depending upon the Leverage Ratio, on non-utilized borrowing availability, excluding swingline loans. The Amended Credit Agreement provides for the substitution of a new interest rate benchmark upon the transition from LIBOR, subject to agreement between the Company and the administrative agent.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The spread in effect as of June 30, 2022 was 1.25% for LIBOR-based loans and 0.25% for alternate base rate loans. The commitment fee rate in effect as of June 30, 2022 was 0.20%. The Amended Credit Agreement includes customary representations, warranties and affirmative and negative covenants, including financial covenants. Specifically, the Company's Leverage Ratio must be less than or equal to 3.50 to 1.00 at all times. In addition, the Company's Interest Coverage Ratio (as such term is defined in the Amended Credit Agreement) must be at least 3.00 to 1.00 as of the end of each fiscal quarter. In the event of a default, customary remedies are available to the lenders, including acceleration and increased interest rates. The Company was in compliance with all covenants under the Amended Credit Agreement as of June 30, 2022.

The average daily balance on the revolving credit facility, excluding the term loan facility, was \$69.0 million during the fiscal year ended June 30, 2022. Including borrowings for both continuing and discontinued operations, the average daily balance on the revolving credit facility was \$54.6 million for the fiscal year ended June 30, 2021. There was \$214.2 million and \$350.0 million available for additional borrowings as of June 30, 2022 and 2021, respectively. There were no letters of credit issued under the multi-currency revolving credit facility as of June 30, 2022 and 2021.

*Mississippi Revenue Bond*

On August 1, 2007, the Company entered into an agreement with the State of Mississippi in order to provide financing for the acquisition and installation of certain equipment to be utilized at the Company's Southaven, Mississippi facility through the issuance of an industrial development revenue bond. The bond matures on September 1, 2032 and accrues interest at a rate equal to 30-day LIBOR plus a spread of 0.85%. The terms of the bond allow for payment of interest only for the first 10 years of the agreement and then, starting on September 1, 2018 through 2032, principal and interest payments are due until the maturity date or the redemption of the bond. The agreement also provides the bondholder with a put option, exercisable only within 180 days of each 5th anniversary of the agreement, requiring the Company to pay back the bonds at 100% of the principal amount outstanding. As of June 30, 2022, the Company was in compliance with all covenants under this bond. The interest rates at June 30, 2022 and 2021 were 1.97% and 0.94%, respectively.

Scheduled maturities of the Company's short-term borrowings, revolving credit facility from continuing operations and long-term debt at June 30, 2022 are as follows:

	<b>Revolving Credit Facility</b>	<b>Term Loan Facility</b>	<b>Mississippi Bond</b>
	<i>(in thousands)</i>		
Fiscal year:			
2023	\$ —	\$ 11,250	\$ 348
2024	135,839	120,000	352
2025	—	—	357
2026	—	—	361
2027	—	—	366
Thereafter	—	—	2,297
Total principal payments	<u>\$ 135,839</u>	<u>\$ 131,250</u>	<u>\$ 4,081</u>

*Debt Issuance Costs*

As of June 30, 2022, net debt issuance costs associated with the credit facility and bonds totaled \$0.8 million and are being amortized on a straight-line basis through the maturity date of each respective debt instrument.

**(10) Derivatives and Hedging Activities**

The Company's results of operations could be materially impacted by significant changes in foreign currency exchange rates and interest rates. In an effort to manage the exposure to these risks, the Company periodically enters into various derivative instruments. The Company's accounting policies for these instruments are based on whether the instruments are designated as hedge or non-hedge instruments in accordance with U.S. GAAP. The Company records all derivatives on the consolidated



**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

balance sheet at fair value. Derivatives that are not designated as hedging instruments or the ineffective portions of cash flow hedges are adjusted to fair value through earnings in other income and expense.

*Foreign Currency Derivatives* – The Company conducts a portion of its business internationally in a variety of foreign currencies and is exposed to market risk for changes in foreign currency exchange rates. The Company attempts to hedge transaction exposures with natural offsets to the fullest extent possible and once these opportunities have been exhausted the Company uses currency options and forward contracts or other hedging instruments with third parties. These contracts will periodically hedge the exchange of various currencies, including the U.S. dollar, Brazilian real, British pound, euro and Canadian dollar for continuing operations. See Note 1- *Business and Summary of Significant Accounting Policies* for more information regarding the Company's policy on derivative financial instruments.

The Company had contracts outstanding with notional amounts of \$34.5 million and \$27.9 million for the exchange of foreign currencies as of June 30, 2022 and 2021, respectively. To date, the Company has chosen not to designate these derivatives as hedging instruments, and accordingly, these instruments are adjusted to fair value through earnings in other income and expense. Summarized financial information related to these derivative contracts and changes in the underlying value of the foreign currency exposures are as follows:

	Fiscal year ended June 30,		
	2022	2021	2020
	<i>(in thousands)</i>		
Net foreign exchange derivative contract (gains) losses	\$ (304)	\$ 3,462	\$ (3,975)
Net foreign currency transactional and re-measurement losses (gains)	2,382	(2,617)	4,500
Net foreign currency losses	\$ 2,078	\$ 845	\$ 525

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

*Interest Rates* – The Company's earnings are also affected by changes in interest rates due to the impact those changes have on interest expense from floating rate debt instruments. The Company manages its exposure to changes in interest rates by using interest rate swaps to hedge this exposure and to achieve a desired proportion of fixed versus floating rate debt. The Company entered into an interest rate swap agreement, which was subsequently settled, and entered into a new amended agreement on April 30, 2019. The swap agreement has a notional amount of \$100.0 million, with a \$50.0 million tranche scheduled to mature on April 30, 2024 and a \$50.0 million tranche scheduled to mature April 30, 2026. This swap agreement is designated as a cash flow hedge to hedge the variable rate interest payments on the revolving credit facility. Interest rate differentials paid or received under the swap agreement are recognized as adjustments to interest expense. To the extent the swap is effective in offsetting the variability of the hedged cash flows, changes in the fair value of the swap are not included in current earnings but are reported as other comprehensive income (loss). There was no ineffective portion to be recorded as an adjustment to earnings for fiscal years ended June 30, 2022 and 2021.

The components of the cash flow hedge included in accumulated other comprehensive (loss) income, net of income taxes, in the Consolidated Statements of Shareholders' Equity, are as follows:

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	Fiscal Year Ended June 30,		
	2022	2021	2020
	<i>(in thousands)</i>		
Net interest expense recognized as a result of interest rate swap	\$ 2,088	\$ 2,250	\$ 799
Unrealized gain (loss) in fair value of interest swap rates	5,748	731	(6,900)
Net increase (decrease) in accumulated other comprehensive income (loss)	7,836	2,981	(6,101)
Income tax effect	(2,003)	(732)	1,455
Net increase (decrease) in accumulated other comprehensive income, net of tax	\$ 5,833	\$ 2,249	\$ (4,646)

The Company has the following derivative instruments for continuing operations located on the Consolidated Balance Sheets as of June 30, 2022, utilized for the risk management purposes detailed above:

		June 30, 2022		
Balance Sheet Location	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments		
		<i>(in thousands)</i>		
Derivative assets:				
Interest rate swap agreement	Other current assets	\$ 1,686	\$	—
Derivative liabilities:				
Foreign exchange contracts	Accrued expenses and other current liabilities	\$ —	\$	5
Foreign currency hedge	Other current liabilities	\$ 93	\$	—

The Company has the following derivative instruments located on the Consolidated Balance Sheets as of June 30, 2021, utilized for the risk management purposes detailed above:

		June 30, 2021		
Balance Sheet Location	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments		
		<i>(in thousands)</i>		
Derivative assets:				
Foreign currency hedge	Other current assets	\$ 187	\$	—
Derivative liabilities:				
Foreign exchange contracts	Accrued expenses and other current liabilities	\$ —	\$	5
Interest rate swap agreement	Other current liabilities	\$ 6,280	\$	—

**(11) Fair Value of Financial Instruments**

Accounting guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Under this guidance, the Company is required to

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

classify certain assets and liabilities based on the fair value hierarchy, which groups fair value-measured assets and liabilities based upon the following levels of inputs:

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

The assets and liabilities maintained by the Company that are required to be measured at fair value on a recurring basis include deferred compensation plan investments, forward foreign currency exchange contracts, foreign currency hedge agreements, interest rate swap agreements and contingent consideration owed to the previous owners of Intelisys. The carrying value of debt listed in Note 8 - *Short-Term Borrowings and Long Term Debt* is considered to approximate fair value, as the Company's debt instruments are indexed to a variable rate using the market approach (Level 2 criteria).

The following table summarizes the valuation of the Company's remaining assets and liabilities measured at fair value on a recurring basis as of June 30, 2022:

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>(in thousands)</i>				
<b>Assets:</b>				
Deferred compensation plan investments, current and non-current portion	\$ 25,178	\$ 25,178	\$ —	\$ —
Interest rate swap agreement	1,686	—	1,686	—
Total assets at fair value	<u>\$ 26,864</u>	<u>\$ 25,178</u>	<u>\$ 1,686</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Deferred compensation plan investments, current and non-current portion	\$ 25,178	\$ 25,178	\$ —	\$ —
Forward foreign currency exchange contracts	5	—	5	—
Foreign currency hedge	93	—	93	—
Total liabilities at fair value	<u>\$ 25,276</u>	<u>\$ 25,178</u>	<u>\$ 98</u>	<u>\$ —</u>

The following table presents assets and liabilities measured at fair value on a recurring basis as of June 30, 2021:

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	Total	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<i>(in thousands)</i>				
<b>Assets:</b>				
Deferred compensation plan investments, current and non-current portion	\$ 31,168	\$ 31,168	\$ —	\$ —
Foreign currency hedge	187	—	187	—
Total assets at fair value	<u>\$ 31,355</u>	<u>\$ 31,168</u>	<u>\$ 187</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Deferred compensation plan investments, current and non-current portion	\$ 31,168	\$ 31,168	\$ —	\$ —
Forward foreign currency exchange contracts	5	—	5	—
Interest rate swap agreement	6,280	—	6,280	—
Total liabilities at fair value	<u>\$ 37,453</u>	<u>\$ 31,168</u>	<u>\$ 6,285</u>	<u>\$ —</u>

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

Derivative instruments, such as foreign currency forward contracts, are measured using the market approach on a recurring basis considering foreign currency spot rates and forward rates quoted by banks or foreign currency dealers and interest rates quoted by banks (Level 2). Fair values of interest rate swaps are measured using standard valuation models with inputs that can be derived from observable market transactions, including LIBOR spot and forward rates (Level 2). Foreign currency contracts and interest rate swap agreements are classified in the Consolidated Balance Sheet as prepaid expenses and other current assets or accrued expenses and other current liabilities, depending on the respective instruments' favorable or unfavorable positions. See Note 10 - *Derivatives and Hedging Activities*.

The Company recorded contingent consideration liabilities at the acquisition date of Intelisys representing the amounts payable to former shareholders, as outlined under the terms of the purchase agreement, based upon the achievement of a projected earnings measure, net of specific pro forma adjustments. Intelisys is part of the Company's Modern Communications & Cloud segment. The fair value of the contingent considerations (Level 3) is determined using a form of a probability weighted discounted cash flow model.

The table below provides a summary of the changes in fair value of the Company's contingent considerations for the Intelisys earnout, which is measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the fiscal year ended June 30, 2021.

	<b>June 30, 2021</b>	
	<b>Modern Communications &amp; Cloud</b>	
	<i>(in thousands)</i>	
Fair value at beginning of period	\$	46,334
Payments		(46,850)
Change in fair value		516
Fair value at end of period	<u>\$</u>	<u>—</u>

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The fair values of amounts owed were recorded in the current portion of contingent consideration and the long-term portion of contingent consideration in the Company's Consolidated Balance Sheets. In accordance with ASC 805, the Company revalued the contingent consideration liability at each reporting date through the last payment, with changes in the fair value of the contingent consideration reflected in the change in fair value of contingent consideration line item on the Company's Consolidated Income Statement that is included in the calculation of operating income. The fair value of the contingent consideration liability that was associated with future earnout payments was based on several factors, including:

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

The final earnout payment was paid to the former shareholders of Intelisys during the fiscal year ended June 30, 2021. The expense from the change in fair value of the contingent consideration recognized in the Condensed Consolidated Income Statement totaled \$0.5 million for the fiscal year ended June 30, 2021. The change in fair value for the fiscal year is due to the recurring amortization of the unrecognized fair value discount.

**(12) Share-Based Compensation**

*Share-Based Compensation Plans*

The Company has awards outstanding from two share-based compensation plans (the 2013 Long-Term Incentive Plan and the 2021 Long-Term Incentive Plan). The 2021 Long-Term Incentive Plan was approved at the annual meeting of the shareholders on January 27, 2022. The 2021 Plan permits the grant of any or all of the following types of awards to grantees: stock options, including non-qualified options and ISOs; SARs; restricted stock ("RSA"); deferred stock and restricted stock units ("RSU"); performance units ("PU") and performance shares; dividend equivalents; and other stock-based awards. Eligible grantees include employees, officers, non-employee consultants and non-employee directors of the Company and its affiliates. Awards are currently only being granted under the 2021 Long-Term Incentive Plan. As of June 30, 2022, there were 1,606,475 shares available for future grant under the 2021 Long-Term Incentive Plan. All of the Company's share-based compensation plans are shareholder approved, and it is the Company's belief that such awards align the interests of its employees and directors with those of its shareholders. An RSA is common stock that is subject to risk of forfeiture or other restrictions that lapse upon satisfaction of specified conditions. An RSU represents the right to receive shares of common stock in the future with the right to future delivery of the shares subject to risk of forfeiture or other restrictions that lapse upon satisfaction of specified conditions. A PU represents the right to receive shares of common stock in the future contingent on performance against predetermined objectives over a specified performance period.

The Company accounts for its share-based compensation awards in accordance with ASC 718, *Stock Compensation*, which requires all share-based compensation to be recognized in the income statement based on fair value and applies to all awards granted, modified, canceled or repurchased after the effective date. Total share-based compensation included as a component of selling, general and administrative expenses in our Consolidated Income Statements was as follows:

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
Share-based compensation related to:			
Equity classified stock options	\$ 1,848	\$ 1,332	\$ 508
Equity classified restricted stock	9,815	6,707	4,970
Total share-based compensation	\$ 11,663	\$ 8,039	\$ 5,478

*Stock Options*

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The Company did not grant stock options during the fiscal year ended June 30, 2022 or June 30, 2020. The Company granted stock options for 640,782 shares during the fiscal year ended June 30, 2021 that vest annually over 3 years and have a 10-year contractual life. These options were granted with an exercise price that is no less than 100% of the fair market value of the underlying shares on the date of the grant.

The fair value of each option (for purposes of calculation of share-based compensation) was estimated on the date of grant using the Black-Scholes-Merton option pricing formula that uses assumptions determined at the date of grant. Use of this option pricing model requires the input of subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them ("expected term"), the estimated volatility of the Company's common stock price over the expected term ("expected volatility") and the number of options that will ultimately not complete their vesting requirements ("forfeitures"). Changes in the subjective assumptions can materially affect the estimate of the fair value of share-based compensation and, consequently, the related amount recognized in the Consolidated Income Statements.

The Company used the following weighted-average assumptions for the options granted in fiscal year ended June 30, 2021:

	<b>Fiscal Year Ended June 30,</b>
	<b>2021</b>
Expected term	5 years
Expected volatility	42.78%
Risk-free interest rate	0.36%
Dividend yield	0.00%
Weighted-average fair value per option	\$9.01

The weighted-average expected term of the options represents the period of time the options are expected to be outstanding based on historical trends and behaviors of certain groups and individuals receiving these awards. The expected volatility is predominantly based on the historical volatility of our common stock for a period approximating the expected term. The risk-free interest rate reflects the interest rate at grant date on zero-coupon United States governmental bonds that have a remaining life similar to the expected option term. The dividend yield assumption was based on the Company's dividend payment history and management's expectations of future dividend payments.

A summary of activity under our stock option plans is presented below:

	<b>Fiscal Year Ended June 30, 2022</b>			
	<b>Options</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Life</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, beginning of year	1,235,569	\$ 31.84		
Granted during the period	—	—		
Exercised during the period	(78,126)	29.47		
Canceled, forfeited, or expired during the period	(34,344)	24.50		
Outstanding, end of year	<u>1,123,099</u>	32.23	5.77	\$ 3,343,205
Vested and expected to vest at June 30, 2022	<u>1,119,804</u>	32.26	5.76	\$ 3,320,639
Exercisable, end of year	<u>738,461</u>	\$ 35.92	4.40	\$ —

The aggregate intrinsic value was calculated using the market price of the Company's stock on June 30, 2022, and the exercise price for only those options that have an exercise price that is less than the market price of our stock. This amount will change as the market price per share changes. The aggregate intrinsic value of options exercised during the fiscal years ended June 30, 2022, 2021 and 2020 was \$0.6 million, less than \$0.1 million and \$0.2 million, respectively.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

A summary of the status of the Company's shares subject to unvested options is presented below:

	Fiscal Year Ended June 30, 2022		
	Options	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Unvested, beginning of year	633,582	\$ 25.10	\$ 9.02
Granted	—	—	—
Vested	(214,600)	25.11	9.03
Canceled or forfeited	(34,344)	24.50	8.31
Unvested, end of year	384,638	\$ 25.16	\$ 9.08

As of June 30, 2022, there was approximately \$2.4 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the plans in the form of stock options. This cost is expected to be recognized over a weighted-average period of 0.88 years. The total fair value of options vested during the fiscal years ended June 30, 2022, 2021 and 2020 is \$1.9 million, \$0.3 million and \$0.7 million, respectively. The following table summarizes information about stock options outstanding and exercisable as of June 30, 2022:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Shares Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$22.27 - \$26.38	418,853	8.38	24.52	128,480	24.55
\$26.38 - \$30.49	142,825	8.40	27.14	48,560	27.14
\$30.49 - \$34.60	73,303	5.46	34.06	73,303	34.06
\$34.60 - \$38.71	208,669	3.84	37.71	208,669	37.71
\$38.71 - \$42.82	279,449	2.02	41.82	279,449	41.83
	1,123,099	5.77	\$ 32.23	738,461	\$ 35.92

The Company issues shares to satisfy the exercise of options.

**Restricted Stock**

*Grants of Restricted Shares*

During the fiscal year ended June 30, 2022, the Company granted 381,204 shares of restricted stock to employees and non-employee directors, all of which were issued in the form of RSUs:

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	<b>Fiscal Year Ended June 30, 2022</b>			
	<b>Shares granted</b>	<b>Date granted</b>	<b>Grant date fair value</b>	<b>Vesting period</b>
<i>Employees</i>				
Certain employees based on performance	255,438	August 27, 2021	\$ 36.05	Annually over 4 years
Certain employees based on performance	36,927	August 27, 2021	\$ 36.05	Annually over 3 years
Certain employees based on performance	36,931	August 27, 2021	\$ 41.26	Annually over 3 years
Certain employees based upon hire	8,671	September 1, 2021	\$ 34.60	Annually over 4 years
Certain employees based on performance	3,041	December 1, 2021	\$ 30.46	Annually over 4 years
Certain employees based on performance	3,020	March 1, 2022	\$ 35.51	Annually over 4 years
Certain employees based on performance	1,294	June 1, 2022	\$ 38.73	Annually over 4 years
Certain employees based on hire	2,582	June 1, 2022	\$ 38.73	Annually over 4 years
<i>Non-Employee Directors</i>				
Certain Directors	33,300	August 27, 2021	\$ 36.05	6 months

A summary of the status of the Company's outstanding restricted stock is presented below:

	<b>Fiscal Year Ended June 30, 2022</b>	
	<b>Shares</b>	<b>Weighted-Average Grant Date Fair Value</b>
Outstanding, beginning of year	537,983	\$ 27.99
Granted during the period	381,204	36.47
Vested during the period	(237,943)	30.54
Cancelled, forfeited, or expired during the period	(41,902)	28.93
Outstanding, end of year	<u>639,342</u>	<u>\$ 32.04</u>

As of June 30, 2022, there was approximately \$15.3 million of unrecognized compensation cost related to unvested restricted stock awards and restricted stock units granted, which is expected to be recognized over a weighted-average period of 1.28 years. The Company withheld 77,989 shares for income taxes during the fiscal year ended June 30, 2022.

### (13) Employee Benefit Plans

The Company maintains defined contribution plans that cover all employees located in the United States that meet certain eligibility requirements and provides a matching contribution equal to 50% of each participant's contribution, up to a maximum of 6% of the participant's eligible compensation. Employer contributions are vested based upon tenure over a five-year period.

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
Matching contributions	<u>\$ 2,929</u>	<u>\$ 1,262</u>	<u>\$ 1,214</u>

Internationally, the Company contributes to either plans required by local governments or to various employee annuity plans. Additionally, the Company maintains a non-qualified, unfunded deferred compensation plan that allows eligible members of management to defer a portion of their compensation in addition to receiving discretionary matching contributions from the Company. Employer contributions are vested over a five-year period.

### (14) Income Taxes



**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

As of fiscal year ended June 30, 2022, the Company maintains the ability to access the earnings of foreign subsidiaries. The Company considered recording a deferred tax liability related to federal, state and withholding tax and determined that no liability should be recorded. There is no certainty as to the timing of the distributions of such earnings to the U.S. in whole or in part.

Income tax expense (benefit) consists of:

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
Current:			
Federal	\$ 16,895	\$ 9,132	\$ 13,892
State	5,238	1,261	3,244
Foreign	3,896	874	1,188
Total current	<u>26,029</u>	<u>11,267</u>	<u>18,324</u>
Deferred:			
Federal	3,429	207	(8,526)
State	129	(1,297)	(2,667)
Foreign	338	1,969	320
Total deferred	<u>3,896</u>	<u>879</u>	<u>(10,873)</u>
Provision for income taxes	<u>\$ 29,925</u>	<u>\$ 12,146</u>	<u>\$ 7,451</u>

A reconciliation is provided below of the U.S. Federal income tax expense for the fiscal years ended June 30, 2022, June 30, 2021 and June 30, 2020 with the applicable statutory rate of 21%.

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
U.S. statutory rate	21.0 %	21.0 %	21.0 %
U.S. Federal income tax at statutory rate	\$ 24,911	\$ 12,082	\$ (15,073)
Increase (decrease) in income taxes due to:			
State and local income taxes, net of Federal benefit	4,265	996	1,316
Tax credits	(796)	(170)	(1,419)
Valuation allowance	(200)	3,472	1,699
Effect of varying statutory rates in foreign operations, net	1,145	1,051	1,374
Stock compensation	(121)	1,094	41
Capitalized acquisition costs	—	—	59
Disallowed interest	—	86	1,639
Earnings from foreign subsidiaries	928	124	1,661
Net favorable recovery	—	—	(6,517)
Losses on dispositions	—	(2,897)	—
Global intangible low taxed income tax	630	(45)	(128)
Non-deductible goodwill impairment	—	—	20,180
Nontaxable income	(2,050)	(1,628)	—
Notional interest deduction on net equity	(780)	(568)	—
Other	1,993	(1,451)	2,619
Provision for income taxes	<u>\$ 29,925</u>	<u>\$ 12,146</u>	<u>\$ 7,451</u>

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are presented below:

	June 30,	
	2022	2021
	<i>(in thousands)</i>	
Deferred tax assets derived from:		
Allowance for accounts receivable	\$ 3,630	\$ 5,557
Inventories	3,510	5,577
Nondeductible accrued expenses	7,859	8,024
Net operating loss carryforwards	705	892
Tax credits	6,410	7,138
Deferred compensation	6,548	7,893
Stock compensation	4,001	2,977
Capital loss carryforwards	7,831	7,633
Timing of amortization deduction from intangible assets	5,676	4,880
Total deferred tax assets	<u>46,170</u>	<u>50,571</u>
Valuation allowance	<u>(13,181)</u>	<u>(13,996)</u>
Total deferred tax assets, net of allowance	<u>32,989</u>	<u>36,575</u>
Deferred tax liabilities derived from:		
Timing of depreciation and other deductions from building and equipment	(3,035)	(3,749)
Timing of amortization deduction from goodwill	(5,693)	(582)
Timing of amortization deduction from intangible assets	(11,737)	(14,345)
Total deferred tax liabilities	<u>(20,465)</u>	<u>(18,676)</u>
Net deferred tax assets	<u>\$ 12,524</u>	<u>\$ 17,899</u>

The components of pretax earnings are as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	<i>(in thousands)</i>		
Domestic	\$ 93,586	\$ 39,511	\$ (83,517)
Foreign	25,037	18,024	11,741
Worldwide pretax earnings	<u>\$ 118,623</u>	<u>\$ 57,535</u>	<u>\$ (71,776)</u>

As of June 30, 2022, the Company will maintain the ability to access the earnings of foreign subsidiaries. The Company considered recording a deferred tax liability related to federal, state and withholding tax and determined that no liability should be recorded. There is no certainty as to the timing of the distribution of such earnings to the U.S. in whole or in part.

As of June 30, 2022, there were (i) gross net operating loss carryforwards of approximately \$1.4 million for U.S. federal income tax purposes; (ii) gross state net operating loss carryforwards of approximately \$5.6 million; (iii) foreign gross net operating loss carryforwards of approximately \$0.8 million; (iv) state income tax credit carryforwards of approximately \$2.5 million that began to expire in the 2021 tax year; (v) withholding tax credits of approximately \$4.3 million; (vi) foreign tax credits of \$0.1 million, and (vii) gross capital loss carryovers of \$30.4 million. The Company maintains a valuation allowance of \$0.3 million for U.S. federal income tax purposes, \$7.9 million for capital loss carryforwards, \$0.2 million for foreign net operating losses, a less than \$0.1 million valuation allowance for state net operating losses, a \$4.3 million valuation allowance for withholding tax credits, a \$0.1 million valuation allowance for foreign tax credits, and a \$0.3 million valuation allowance for state income tax credits, where it was determined that, in accordance with ASC 740, it is more likely than not that they cannot be utilized.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The Company adopted ASU 2016-09 during fiscal year 2018 which required the Company to recognize excess tax benefits and tax deficiencies as income tax expense or benefit for stock award settlements. The Company recognized net tax benefit of \$0.3 million for the fiscal year ended June 30, 2022, net tax expense of \$1.1 million for the fiscal year ended June 30, 2021 and net tax expense of less than \$0.1 million for the fiscal year ended June 30, 2020.

As of June 30, 2022, the Company had gross unrecognized tax benefits of \$1.1 million, \$0.8 million of which, if recognized, would affect the effective tax rate. This reflects a decrease of less than \$0.1 million on a gross basis over the prior fiscal year. The Company does not expect that the total amounts of unrecognized tax benefits will significantly increase or decrease within the next twelve months.

The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying Consolidated Income Statement. Accrued interest and penalties are included within the related tax liability line in the Consolidated Balance Sheet. The total amount of interest and penalties accrued, but excluded from the table below, were \$1.2 million, \$1.1 million and \$1.0 million for the fiscal years ended June 30, 2022, 2021 and 2020, respectively. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	<b>June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
Beginning Balance	\$ 1,121	\$ 1,156	\$ 1,234
Additions based on tax positions related to the current year	139	68	137
Reduction for tax positions of prior years	(195)	(103)	(215)
Ending Balance	<u>\$ 1,065</u>	<u>\$ 1,121</u>	<u>\$ 1,156</u>

The Company conducts business globally and, as a result, one or more of its subsidiaries files income tax returns in the United States federal, various state, local and foreign jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities in countries in which it operates. With certain exceptions, the Company is no longer subject to state and local, or non-United States income tax examinations by tax authorities for tax years before June 30, 2017.

**(15) Leases**

In accordance with ASC 842, *Leases*, at contract inception the Company determines if a contract contains a lease by assessing whether the contract contains an identified asset and whether the Company has the ability to control the asset. The Company also determines if the lease meets the classification criteria for an operating lease versus a finance lease under ASC 842. Substantially all of the Company's leases are operating leases for real estate, warehouse and office equipment ranging in duration from 1 year to 10 years. The Company has elected not to record short-term operating leases with an initial term of 12 months or less on the Condensed Consolidated Balance Sheets. Operating leases are recorded as other non-current assets, accrued expenses and other current liabilities and other long-term liabilities on the Condensed Consolidated Balance Sheets. The Company has finance leases for information technology equipment expiring through fiscal year 2024. Finance leases are recorded as property and equipment, net, accrued expenses and other current liabilities and other long-term liabilities on the Condensed Consolidated Balance Sheets. The gross amount of the balances recorded related to finance leases is immaterial to the financial statements at June 30, 2022 and 2021.

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

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

The following table presents amounts recorded on the Condensed Consolidated Balance Sheet related to operating leases at June 30, 2022 and 2021:

Operating leases	Balance Sheet location	June 30, 2022		June 30, 2021	
		<i>(in thousands)</i>			
Operating lease right-of-use assets	Other non-current assets	\$	16,217	\$	19,246
Current operating lease liabilities	Accrued expenses and other current liabilities		4,499		4,284
Long-term operating lease liabilities	Other long-term liabilities		13,085		16,550

The following table presents amounts recorded in operating lease expense as part of selling general and administrative expenses on the Condensed Consolidated Income Statements during the fiscal years ended June 30, 2022, 2021 and 2020. Operating lease costs contain immaterial amounts of short-term lease costs for leases with an initial term of 12 months or less.

	Fiscal year ended June 30,		
	2022	2021	2020
<i>(in thousands)</i>			
Operating lease cost	\$ 5,239	\$ 5,256	\$ 6,135
Variable lease cost	1,208	1,068	1,485
	<u>\$ 6,447</u>	<u>\$ 6,324</u>	<u>\$ 7,620</u>

Supplemental cash flow information related to the Company's operating leases for the fiscal year ended June 30, 2022, 2021 and 2020 are presented in the table below:

	Fiscal year ended June 30,		
	2022	2021	2020
<i>(in thousands)</i>			
Cash paid for amounts in the measurement of lease liabilities	\$ 5,182	\$ 5,456	\$ 5,773
Right-of-use assets obtained in exchange for lease obligations	2,313	—	1,672

The weighted-average remaining lease term and discount rate at June 30, 2022 and 2021 are presented in the table below:

	June 30, 2022	June 30, 2021
Weighted-average remaining lease term	4.37	5.22
Weighted-average discount rate	3.98 %	4.11 %

The following table presents the maturities of the Company's operating lease liabilities at June 30, 2022:

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	<b>Operating leases</b>
	<i>(in thousands)</i>
2023	\$ 5,245
2024	4,545
2025	3,417
2026	2,878
2027	2,597
Thereafter	649
Total future payments	19,331
Less: amounts representing interest	1,747
Present value of lease payments	<u>\$ 17,584</u>

### **(16) Commitments and Contingencies**

A majority of the Company's net revenues in fiscal years 2022, 2021 and 2020 were received from the sale of products purchased from the Company's ten largest suppliers. The Company has entered into written agreements with substantially all of its major suppliers. While the Company's agreements with most of its suppliers contain standard provisions for periodic renewals, these agreements generally permit termination by either party without cause upon 30 to 120 days' notice.

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

#### *Capital Projects*

The Company expects total capital expenditures to range from \$6.5 million to \$8.5 million during fiscal year 2023 primarily for IT investments and facility improvements.

#### *Pre-Acquisition Contingencies*

During the Company's due diligence for the Network1 acquisition, several pre-acquisition contingencies were identified regarding various Brazilian federal and state tax exposures. The Company recorded indemnification receivables that are reported gross of the pre-acquisition contingency liabilities as the funds were escrowed as part of the acquisition. There were no deposits into, or releases from the escrow account during the fiscal year ended June 30, 2022. There were no deposits into the escrow account and \$1.1 million was released from the escrow account during the fiscal year ended June 30, 2021. The amount available after the impact of foreign currency translation, as of June 30, 2022 and 2021, for future pre-acquisition contingency settlements or to be released to the sellers was \$4.1 million and \$4.0 million, respectively.

The table below summarizes the balances and line item presentation of Network1's pre-acquisition contingencies and corresponding indemnification receivables in the Company's consolidated balance sheet:

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
	<i>(in thousands)</i>	
<b>Assets</b>		
Prepaid expenses and other assets (current)	\$ 15	\$ 16
Other assets (noncurrent)	\$ 3,818	\$ 3,998
<b>Liabilities</b>		
Other current liabilities	\$ 15	\$ 16
Other long-term liabilities	\$ 3,818	\$ 3,998

The amount of reasonably possible undiscounted pre-acquisition contingencies as of June 30, 2022 is estimated to range from \$3.8 million to \$15.5 million at this time, of which all exposures are indemnifiable under the share purchase agreement.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

**(17) Segment Information**

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

*Specialty Technology Solutions Segment*

The Specialty Technology Solutions segment includes the Company's business in mobility and barcode, POS, payments, security and networking technologies. Mobility and barcode solutions include mobile computing, barcode scanners and imagers, radio frequency identification devices, barcode printing and services. POS and payments solutions include POS systems, integrated POS software platforms, self-service kiosks including self-checkout, payment terminals and mobile payment devices. Security solutions include video surveillance and analytics, video management software and access control. Networking solutions include switching, routing and wireless products and software. The Company has business operations within this segment in the United States, Canada and Brazil.

*Modern Communications & Cloud Segment*

The Modern Communications & Cloud segment includes the Company's business in communications and collaboration, connectivity and cloud services. Communications and collaboration solutions, delivered in the cloud, on-premise or hybrid, include voice, video, integration of communication platforms and contact center solutions. The Intelisys connectivity and cloud marketplace offers telecom, cable, Unified Communications as a Service ("UCaaS"), Contact Center as a Service ("CCaaS"), Infrastructure as a Service, Software-Defined Wide-Area Network and other cloud services. This segment includes SaaS and subscription services, which the Company offers using digital tools and platforms. The Company has business operations within this segment in the United States, Canada, Brazil and the UK.

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

Selected financial information for each business segment is presented below:

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
<b>Sales:</b>			
Specialty Technology Solutions	\$ 2,082,321	\$ 1,815,933	\$ 1,580,441
Modern Communications & Cloud	1,447,614	1,334,873	1,467,293
	<u>\$ 3,529,935</u>	<u>\$ 3,150,806</u>	<u>\$ 3,047,734</u>
<b>Depreciation and amortization:</b>			
Specialty Technology Solutions	\$ 11,754	\$ 13,193	\$ 14,453
Modern Communications & Cloud	15,110	17,287	17,696
Corporate	3,020	3,027	3,179
	<u>\$ 29,884</u>	<u>\$ 33,507</u>	<u>\$ 35,328</u>
<b>Change in fair value of contingent consideration:</b>			
Specialty Technology Solutions	\$ —	\$ —	\$ —
Modern Communications & Cloud	—	516	6,941
	<u>\$ —</u>	<u>\$ 516</u>	<u>\$ 6,941</u>
<b>Operating income:</b>			
Specialty Technology Solutions	\$ 66,686	\$ 29,566	\$ (67,706)
Modern Communications & Cloud	55,511	43,551	6,739
Corporate <sup>(1)</sup>	(30)	(11,634)	(4,000)
	<u>\$ 122,167</u>	<u>\$ 61,483</u>	<u>\$ (64,967)</u>
<b>Capital expenditures:</b>			
Specialty Technology Solutions	\$ (1,667)	\$ (1,282)	\$ (3,171)
Modern Communications & Cloud	(5,182)	(1,067)	(3,216)
Corporate	—	(14)	—
	<u>\$ (6,849)</u>	<u>\$ (2,363)</u>	<u>\$ (6,387)</u>
<b>Sales by Geography Category:</b>			
United States	\$ 3,178,829	\$ 2,854,179	\$ 2,787,475
International	356,241	310,075	292,600
Less intercompany sales	(5,135)	(13,448)	(32,341)
	<u>\$ 3,529,935</u>	<u>\$ 3,150,806</u>	<u>\$ 3,047,734</u>

<sup>(1)</sup> For the year ended June 30, 2022, the amounts shown above include divestiture costs. For the year ended June 30, 2021, the amounts shown above include acquisition, divestiture, and restructuring costs. For the year ended June 30, 2020, the amounts shown above include acquisition and divestiture costs.



**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
	<i>(in thousands)</i>	
<b>Assets:</b>		
Specialty Technology Solutions	\$ 1,030,538	\$ 775,704
Modern Communications & Cloud	906,890	868,752
Corporate	—	27,228
	<u>\$ 1,937,428</u>	<u>\$ 1,671,684</u>
<b>Property and equipment, net by Geography Category:</b>		
United States	\$ 32,715	\$ 39,930
International	4,762	2,906
	<u>\$ 37,477</u>	<u>\$ 42,836</u>

**(18) Accumulated Other Comprehensive Income**

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

	<u>Fiscal Years Ended June 30,</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
	<i>(in thousands)</i>		
Currency translation adjustment	\$ (105,899)	\$ (93,561)	\$ (125,974)
Unrealized loss on fair value of interest rate swap, net of tax	1,261	(4,572)	(6,821)
Accumulated other comprehensive loss	<u>\$ (104,638)</u>	<u>\$ (98,133)</u>	<u>\$ (132,795)</u>

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

	<u>Fiscal years ended June 30,</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
	<i>(in thousands)</i>		
Tax expense	<u>\$ 1,741</u>	<u>\$ 2,084</u>	<u>\$ 1,025</u>

**(19) Discontinued Operations**

On August 20, 2019, the Company announced plans to divest the product distribution businesses in Europe, the UK, Mexico, Colombia, Chile, Peru and the Miami-based export operations, (the "Divestitures"), as these businesses were performing below management's expectations. The Company continues to operate its digital business in these countries. Management determined that the Company did not have sufficient scale in these markets to maximize the value-added model for product distribution, leading the Company to focus and invest in its higher-growth, higher margin businesses. Results from the Divestitures were included within each reportable segment: Specialty Technology Solutions and Modern Communications & Cloud.

The Company finalized the sale of the Latin America businesses on October 30, 2020. The Company also finalized the sale of the Europe and UK businesses on November 12, 2020.

During the fiscal year ended June 30, 2020, the Company recorded a pre-tax loss on sale classification of \$88.9 million to reduce the carrying value of the Divestitures to its estimate of fair value (the net proceeds received at closing), less estimated costs to sell. As this loss was determined not to be attributable to any individual components in the Divestitures' net assets, it was reflected as a valuation allowance against the total assets of the Divestitures. During the fiscal year ended June 30, 2021, the Company recorded an additional pre-tax loss on disposal group of \$34.5 million, which was primarily attributable to a reduction in the net proceeds realized at closing for the Divestitures. During the quarter ended December 31, 2021, the

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

Company received the second and final payment of \$3.1 million for its businesses in Latin America, outside of Brazil, related to working capital adjustments and in accordance with the Share Purchase Agreement between Intcomex and the Company. The receipt of payment resulted in a gain on disposal group of \$0.1 million. Cash received for the sale of the Divestitures totaled \$3.1 million and \$34.4 million for the fiscal years ended June 30, 2022 and 2021, respectively.

Major components of net loss from discontinued operations for the years ended June 30, 2022, 2021 and 2020 were as follows:

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
Net sales	\$ —	\$ 213,373	\$ 561,496
Cost of goods sold	—	198,512	513,003
Gross profit	—	14,861	48,493
Selling, general and administrative expenses	—	17,291	53,946
Depreciation expense	—	—	975
Intangible amortization expense	—	—	1,403
Impairment charges	—	—	13,747
Operating loss	—	(2,430)	(21,578)
Interest expense, net	—	394	1,399
(Income) loss on held for sale classification	(100)	34,597	88,923
Other expense, net	—	310	1,124
Income (loss) from discontinued operations before taxes	100	(37,731)	(113,024)
Income tax (benefit) expense	—	(3,137)	403
Net income (loss) from discontinued operations	<u>\$ 100</u>	<u>\$ (34,594)</u>	<u>\$ (113,427)</u>

For fiscal year ended June 30, 2020, the Company allocated goodwill to discontinued operations based on relative fair value of the discontinued operations compared to the consolidated reporting units and impaired such goodwill totaling \$1.0 million for the Specialty Technology Solutions segment and \$7.5 million for the Modern Communications & Cloud segment. Identifiable intangible assets, including customer relationships and distributor agreements, were also impaired, totaling \$5.2 million for fiscal year ended June 30, 2020. The impairment charges are included in net loss from discontinued operations in the Consolidated Income Statements.

Significant non-cash operating items and capital expenditures reflected in the cash flows from discontinued operations for the fiscal years ended June 30, 2022, 2021 and 2020 were as follows:

	<b>Fiscal Year Ended June 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<i>(in thousands)</i>		
Loss on held for sale classification	\$ —	\$ 34,597	\$ 88,923
Impairment charges	—	—	13,747
Depreciation and amortization	—	—	2,378
Capital expenditures	—	(58)	(77)

**(20) Restructuring**

In July 2020, as part of a strategic review of organizational structure and operations, the Company announced a global cost reduction and restructuring program. These actions were designed to better align the cost structure for the wholesale distribution

**SCANSOURCE, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements—(Continued)**  
**June 30, 2022**

business with lower sales volumes as a result of the COVID-19 pandemic. The Company also initiated the closure of its Canpango business, its Salesforce implementation and consulting business. There has been limited adoption by the Company's partner community of the services Canpango offers. These actions included entering into severance and termination agreements with employees, legal fees to execute the reduction in force and costs associated with lease terminations.

There were no restructuring or severance costs incurred during the fiscal years ended June 30, 2022 or 2020. The following table presents the restructuring and severance costs incurred for the fiscal year ended June 30, 2021:

	<b>Fiscal year ended June 30, 2021</b>
	<i>(in thousands)</i>
Severance and benefit costs	\$ 8,824
Other	434
<b>Total restructuring and other charges</b>	<b>\$ 9,258</b>

For the fiscal year ended June 30, 2021, all restructuring costs are recognized in the Corporate reporting unit and have not been allocated to the Modern Communications & Cloud or Specialty Technology Solutions segment.

Accrued restructuring and severance costs were included in accrued expenses and other current liabilities on the Condensed Consolidated Balance Sheets. The following table represents activity for the fiscal year ended June 30, 2022:

	<b>Accrued Expenses</b>
	<i>(in thousands)</i>
<b>Balance at July 1, 2021</b>	<b>\$ 1,199</b>
Charged to expense	—
Cash payments	(1,199)
<b>Balance at June 30, 2022</b>	<b>\$ —</b>

**ITEM 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.**

Not applicable.

**ITEM 9A. Controls and Procedures.**

**(a) Evaluation of Disclosure Controls and Procedures**

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, 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. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply judgment in evaluating the cost-benefit relationship of those disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Our disclosure controls and procedures are designed to provide reasonable assurance that the controls and procedures will meet their objectives.

Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures, as of June 30, 2022, were effective in providing reasonable assurance that the objectives of the disclosure controls and procedures are met.

**(b) Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of June 30, 2022. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *2013 Internal Control – Integrated Framework*. Based on its assessment using those criteria, our management concluded that our internal control over financial reporting was effective as of June 30, 2022.

The effectiveness of our internal control over financial reporting as of June 30, 2022 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their Report of Independent Registered Certified Public Accounting Firm on Internal Control Over Financial Reporting which is included with the Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K and is incorporated herein by reference.

**(c) Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the fiscal year ended June 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. Other Information.**

None.

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

Not applicable.

### **PART III**

Information called for by Part III (Items 10, 11, 12, 13 and 14) of this Annual Report on Form 10-K has been omitted as we intend to file with the SEC not later than 120 days after the end of our fiscal year ended June 30, 2022, an amendment to this Form 10-K or a definitive Proxy Statement relating to the 2023 Annual Meeting pursuant to Regulation 14A promulgated under the Exchange Act (the "Part III Filing"). Such information will be set forth in such Part III Filing and is incorporated herein by reference.

#### **ITEM 10. Directors, Executive Officers and Corporate Governance.**

The information required to be included by Item 10 of Form 10-K will be included in our Part III Filing and such information is incorporated by reference herein.

#### **ITEM 11. Executive Compensation.**

The information required to be included by Item 11 of the Form 10-K will be included in our Part III Filing and such information is incorporated by reference herein.

#### **ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required to be included by Item 12 of Form 10-K will be included in our Part III Filing and such information is incorporated by reference herein.

#### **ITEM 13. Certain Relationships and Related Transactions, and Director Independence.**

The information required to be included by Item 13 of Form 10-K will be included in our Part III Filing and such information is incorporated by reference herein.

#### **ITEM 14. Principal Accountant Fees and Services.**

The information required to be included by Item 14 of Form 10-K will be included in our Part III Filing and such information is incorporated by reference herein.

**PART IV**

**ITEM 15. Exhibits and Financial Statement Schedules.**

(a)(1) *Financial Statements*. For a list of the financial statements included in this Annual Report on Form 10-K, see "Index to Financial Statements" included herein.

(a)(2) *Financial Statement Schedules*. See Schedule II – "Valuation and Qualifying Accounts," which appears below.

(a)(3) *Exhibits*. The list of exhibits filed as a part of this Annual Report on Form 10-K is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated by reference in this Item 15(a)(3).

(b) *Exhibits*. See Exhibit Index.

(c) *Separate Financial Statements and Schedules*. None.

[Table of Contents](#)

[Index to Financial Statements](#)

**ITEM 16. FORM 10-K SUMMARY**

None

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SCANSOURCE, INC.**

Date: August 23, 2022

By: /s/ MICHAEL L. BAUR

Michael L. Baur

Chairman and Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ MICHAEL L. BAUR</u> Michael L. Baur	Chairman and Chief Executive Officer (Principal Executive Officer)	August 23, 2022
<u>/s/ STEVE JONES</u> Steve Jones	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 23, 2022
<u>/s/ PETER C. BROWNING</u> Peter C. Browning	Lead Independent Director	August 23, 2022
<u>/s/ FRANK E. EMORY, JR.</u> Frank E. Emory, Jr.	Director	August 23, 2022
<u>/s/ MICHAEL J. GRAINGER</u> Michael J. Grainger	Director	August 23, 2022
<u>/s/ CHARLES A. MATHIS</u> Charles A. Mathis	Director	August 23, 2022
<u>/s/ DOROTHY F. RAMONEDA</u> Dorothy F. Ramoneda	Director	August 23, 2022
<u>/s/ JEFFREY R. RODEK</u> Jeffrey R. Rodek	Director	August 23, 2022
<u>/s/ ELIZABETH O. TEMPLE</u> Elizabeth O. Temple	Director	August 23, 2022
<u>/s/ CHARLES R. WHITCHURCH</u> Charles R. Whitchurch	Director	August 23, 2022



**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Exhibit</b>	<b>Filing Date</b>
2.1	<a href="#">Letter Agreement between Registrant and Intersmart Comércio Importação/Exportação de Equipamentos Eletrônicos, S.A., dated August 14, 2014</a>		8-K	10.1	8/15/2014
2.2	<a href="#">Share Purchase and Sale Agreement for Global Data Network LLP dated January 8, 2015</a>		10-Q	2.1	2/3/2015
2.3	<a href="#">Asset Purchase Agreement for Intelisys, Inc. dated August 5, 2016</a>		10-Q	10.1	11/7/2016
2.4	<a href="#">Sale and Purchase Agreement, dated November 12, 2020, by and among ScanSource Europe C.V. and SSE Services Holdings, LLC</a>		8-K	2.1	11/13/2020
3.1	<a href="#">Second Amended and Restated Articles of Incorporation and Articles of Amendment</a>		8-K	3.1	1/27/2022
3.2	<a href="#">Amended and Restated Bylaws</a>		8-K	3.2	1/27/2022
4.1	Form of Common Stock Certificate		SB-2	4.1	2/7/1994
4.2	<a href="#">Description of Securities</a>		10-K	4.2	8/22/2019
	<b>Executive Compensation Plans and Arrangements</b>				
10.1	<a href="#">ScanSource, Inc. Nonqualified Deferred Compensation Plan, as Amended and Restated Effective January 1, 2021</a>		10-Q	10.3	5/10/2021
10.2	<a href="#">Amended and Restated 2002 Long-Term Incentive Plan</a>		8-K	10.1	12/7/2009
10.3	<a href="#">2013 Long-Term Incentive Plan</a>		S-8	99	12/5/2013
10.4	<a href="#">ScanSource, Inc. 2021 Omnibus Incentive Compensation Plan</a>		DEF14A	A	12/7/2021
10.5	<a href="#">Employee Stock Purchase Plan</a>		S-8	99	12/5/2013
10.6	<a href="#">Founder's Supplemental Executive Retirement Plan Agreement</a>		10-Q	10.2	5/6/2011
10.7	<a href="#">Executive Severance Plan</a>		8-K	10.3	6/21/2017
10.8	<a href="#">Form of Incentive Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2009</a>		8-K	10.3	12/7/2009
10.9	<a href="#">Form of Incentive Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2010</a>		10-Q	10.2	2/4/2011
10.10	<a href="#">Form of Non-Qualified Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2009</a>		8-K	10.4	12/7/2009
10.11	<a href="#">Form of Non-Qualified Stock Option Award Certificate under the Amended and Restated 2002 Long-Term Incentive Plan for grants on or after December 3, 2010</a>		10-Q	10.3	2/4/2011
10.12	<a href="#">Form of Restricted Stock Unit Award Certificate under ScanSource, Inc. 2013 Long-Term Incentive Plan for grants on or after December 5, 2013</a>		10-Q	10.1	2/6/2014
10.13	<a href="#">Form of Director Restricted Stock Unit Award Certificate under ScanSource, Inc. 2013 Long-Term Incentive Plan for grants on or after December 5, 2013</a>		10-Q	10.2	2/6/2014
10.14	<a href="#">Form of Incentive Stock Option Award Certificate under ScanSource, Inc. 2013 Long-Term Incentive Plan for grants on or after December 5, 2013</a>		10-Q	10.3	2/6/2014

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Exhibit</b>	<b>Filing Date</b>
10.15	<a href="#">Form of Non-Qualified Stock Option Award Certificate under ScanSource, Inc. 2013 Long-Term Incentive Plan for grants on or after December 5, 2013</a>		10-Q	10.4	2/6/2014
10.16	<a href="#">Form of Other Stock Based Award Certificate under ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		10-K	10.33	8/28/2014
10.17	<a href="#">Form of Performance and Service - Based Restricted Stock Unit Award Certificate under ScanSource Inc. 2013 Long-Term Incentive Plan</a>		10-K	10.34	8/28/2014
10.18	<a href="#">Form of Restricted Stock Unit Award (Performance and Service-Based) under the 2013 Long-Term Incentive Plan (2017 version)</a>		8-K	10.1	12/8/2017
10.19	<a href="#">Form of Restricted Stock Unit Award (Service-Based) under the 2013 Long-Term Incentive Plan (2017 version)</a>		8-K	10.2	12/8/2017
10.20	<a href="#">Form of Non-Qualified Stock Option Agreement under the 2013 Long-Term Incentive Plan (2017 version)</a>		8-K	10.3	12/8/2017
10.21	<a href="#">Form of Incentive Stock Option Agreement under the 2013 Long-Term Incentive Plan (2017 version)</a>		8-K	10.4	12/8/2017
10.22	<a href="#">Amended and Restated Employment Agreement, effective as of July 1, 2017, of Michael L. Bauw</a>		8-K	10.1	6/21/2017
10.23	<a href="#">Employment Letter, dated January 11, 2018 of Matthew Dean</a>		10-K	10.27	8/22/2019
10.24	<a href="#">Employment Letter, dated September 17, 2019 of John Eldh</a>		10-K	10.26	8/24/2021
10.25	<a href="#">Severance Plan for John C. Eldh</a>		10-K	10.27	8/24/2021
10.26	<a href="#">Employment Letter, dated November 16, 2020, of Stephen Jones</a>		10-Q	10.1	2/2/2021
10.27	<a href="#">Employment Letter, dated May 6, 2021 of Rachel Hayden</a>		10-K	10.29	8/24/2021
10.28	<a href="#">ScanSource, Inc. 2022 Board of Directors Compensation Program</a>	X			
10.29	<a href="#">First Amendment to Nonqualified Deferred Compensation Plan</a>		8-K	10.1	11/30/2018
10.30	<a href="#">Form of Director Restricted Stock Award Certificate for grants on or after January 1, 2019 under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		8-K	10.2	11/30/2018
10.31	<a href="#">Form of Director Restricted Stock Unit Certificate for grants on or after January 1, 2019 under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		8-K	10.3	11/30/2018
10.32	<a href="#">Form of Director Restricted Stock Award Certificate under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		8-K	10.4	11/30/2018
10.33	<a href="#">Form of Restricted Stock Unit Award Certificate under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		8-K	10.5	11/30/2018
10.34	<a href="#">Form of Restricted Stock Unit Award Certificate under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		8-K	10.1	1/30/2020
10.35	<a href="#">Form of Restricted Stock Unit Award Certificate under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		10-K/A	10.37	10/26/2021
10.36	<a href="#">Form of Restricted Stock Unit Award Certificate under the ScanSource, Inc. 2013 Long-Term Incentive Plan</a>		10-K	10.38	8/24/2021
10.37	<a href="#">Form of Employee Restricted Stock Award Certificate under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.2	1/27/2022

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Exhibit</b>	<b>Filing Date</b>
10.38	<a href="#">Form of Director Restricted Stock Award Certificate under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.3	1/27/2022
10.39	<a href="#">Form of Restricted Stock Award Certificate (Service-Based) under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.4	1/27/2022
10.40	<a href="#">Form of Director Restricted Stock Award Certificate (Service-Based) under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.5	1/27/2022
10.41	<a href="#">Form of Employee Restricted Stock Award Certificate (Performance and Service-Based) under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.6	1/27/2022
10.42	<a href="#">Form of Incentive Stock Option Award Certificate under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.7	1/27/2022
10.43	<a href="#">Form of Non-Qualified Stock Option Award Certificate under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.8	1/27/2022
10.44	<a href="#">Form of Director Stock Award Certificate (Stock) under the 2021 Omnibus Incentive Compensation Plan</a>		8-K	10.9	1/27/2022
	<b>Bank Agreements</b>				
10.45	<a href="#">Second Amended and Restated Credit Agreement</a>		8-K	10.1	5/1/2019
10.46	<a href="#">Amendment No. 1 to Second Amended and Restated Credit Agreement</a>		8-K	10.1	12/23/2021
	<b>Other Agreements</b>				
10.47	+ <a href="#">Industrial Lease Agreement dated April 27, 2007 between Registrant and Industrial Developments International, Inc.</a>		10-K	10.40	8/24/2021
10.48	+ <a href="#">Third Amendment to Industrial Lease Agreement between Registrant and Industrial Developments International, Inc.</a>		10-K	10.41	8/24/2021
10.49	<a href="#">Fourth Amendment to Industrial Lease Agreement</a>		10-Q	10.1	5/9/2019
10.50	+ <a href="#">Nonexclusive Value Added Distributor Agreement between ScanSource, Inc. and Cisco Systems, Inc.</a>		10-K	10.38	8/22/2019
10.51	+ <a href="#">Amendment No. 3 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.39	8/22/2019
10.52	+ <a href="#">Amendment No. 5 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.40	8/22/2019
10.53	+ <a href="#">Amendment No. 6 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.41	8/22/2019
10.54	+ <a href="#">Amendment No. 7 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.42	8/22/2019
10.55	<a href="#">Amendment No. 9 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.43	8/22/2019
10.56	+ <a href="#">Amendment No. 11 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.44	8/22/2019
10.57	<a href="#">Amendment No. 12 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.45	8/22/2019
10.58	<a href="#">Amendment No. 13 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.46	8/22/2019
10.59	<a href="#">Amendment No. 14 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.47	8/22/2019
10.60	<a href="#">Amendment No. 16 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-Q	10.1	5/10/2021

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed herewith</b>	<b>Form</b>	<b>Exhibit</b>	<b>Filing Date</b>
10.61	<a href="#">Amendment No. 17 to Cisco Nonexclusive Value Added Distributor Agreement</a>		10-Q	10.2	5/10/2021
10.62	+ <a href="#">Addendum to Cisco Nonexclusive Value Added Distributor Agreement dated March 25, 2019</a>		10-K	10.48	8/22/2019
10.63	+ <a href="#">Addendum to Cisco Nonexclusive Value Added Distributor Agreement dated March 2, 2015</a>		10-K	10.49	8/22/2019
10.64	+ <a href="#">Affiliate Agreement under Cisco Nonexclusive Value Added Distributor Agreement</a>		10-K	10.50	8/22/2019
10.65	+ <a href="#">Distribution Agreement with US Motorola (f/k/a Symbol Technologies, Inc.)</a>		10-K	10.58	8/24/2021
10.66	+ <a href="#">Amendment to PartnerEmpower Distribution Agreement with Zebra</a>		10-K	10.59	8/24/2021
10.67	<a href="#">Participation Agreement Relating to Distribution Agreement with Zebra</a>		10-K	10.51	8/29/2016
10.68	+ <a href="#">Amendment to PartnerConnect EVM Distributor Agreement</a>		10-K	10.61	8/24/2021
10.69	+ <a href="#">Addendum to Zebra PartnerConnect Distributor Agreement</a>		10-Q	10.2	5/9/2019
10.70	<a href="#">Letter of Agreement to PartnerConnect EVM Distributor Agreement</a>		10-K	10.55	8/31/2020
10.71	<a href="#">Addendum to Zebra PartnerConnect EVM Distributor Agreement</a>		10-K	10.64	8/24/2021
21.1	<a href="#">Subsidiaries of the Company</a>	X			
23.1	<a href="#">Consent of Grant Thornton LLP</a>	X			
31.1	<a href="#">Certification of the Chief Executive Officer</a>	X			
31.2	<a href="#">Certification of the Chief Financial Officer</a>	X			
32.1	<a href="#">Certification of the Chief Executive Officer</a>	X			
32.2	<a href="#">Certification of the Chief Financial Officer</a>	X			
	The following materials from our Annual Report on Form 10-K for the year ended June 30, 2022, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as of June 30, 2022 and June 30, 2021, (ii) the Consolidated Income Statements for the years ended June 30, 2022, June 30, 2021 and June 30, 2020, (iii) the Consolidated Statements of Shareholders' Equity for the years ended June 30, 2022, June 30, 2021 and June 30, 2020, (iv) the Consolidated Statements of Cash Flows for the years ended June 30, 2022, June 30, 2021 and June 30, 2020, and (v) the Notes to the Consolidated Financial Statements, tagged as blocks of text. The instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.				
101		X			
104	Cover page Inline XBRL File (Included in Exhibit 101)	X			
+	Portions of this exhibit have been omitted pursuant to Item 601(b) of Regulation S-K.				

Our SEC file number for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 000-26926.

**Board of Directors Compensation Program**  
**Effective as of August 17, 2022**

Effective as of August 17, 2022, ScanSource, Inc.'s Annual Board Compensation Program:

Retainer (All Directors)	\$	85,000
Equity Grant Value (All Directors)	\$	150,000
Board Chair Retainer	\$	70,000
Audit Committee Chair Retainer	\$	25,000
Compensation Committee Chair Retainer	\$	15,000
Compensation for Other Committee Retainer	\$	15,000

Cash retainers are paid quarterly in arrears.

Equity awards are made in accordance with the Company's standard practice for directors.

Directors are reimbursed for travel and other expenses reasonably incurred in connection with their service as directors.

**ScanSource, Inc.**  
**Schedule of Subsidiaries**

<b>Name of Subsidiary</b>	<b>State/Country of Incorporation</b>
4100 Quest, LLC	South Carolina
ScanSource Properties, LLC	South Carolina
Logue Court Properties, LLC	South Carolina
8650 Commerce Drive, LLC	Mississippi
ScanSource Canada, Inc.	Canada
Canpango, Inc.	South Carolina
Intelisys, Inc.	South Carolina
ScanSource Payments, Inc.	South Carolina
POS Portal, Inc.	California
Outsourcing Unlimited, Inc.	Georgia
RPM Software, LLC	South Carolina
intY USA, Inc.	Florida
Canpango, S.A.	South Africa
intY Holdings Ltd.	United Kingdom
intY Cascade, Ltd.	Ireland
IntY Ltd.	United Kingdom
ScanSource Europe CV	Rotterdam,NL
ScanSource Europe BV	Amsterdam,NL
ScanSource Brasil Distribuidora de Tecnologias Ltda.	Brazil
Intersmart Technologies LLC	Florida

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated August 23, 2022, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of ScanSource, Inc. on Form 10-K for the year ended June 30, 2022. We consent to the incorporation by reference of said reports in the Registration Statements of ScanSource, Inc. on Forms S-8 (File No. 333-262370; File No. 333-110220; File No. 333-144121; File No. 333-153653; File No. 333-169064; File No. 333-192664; and File No. 333-192665).

/s/ Grant Thornton LLP

Columbia, South Carolina  
August 23, 2022

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

I, Michael L. Baur, certify that:

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

/s/ MICHAEL L. BAUR

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

Date: August 23, 2022



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

I, Steve Jones, certify that:

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

/s/ STEVE JONES

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

Date: August 23, 2022

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

In connection with the annual report of ScanSource, Inc. (the “Company”) on Form 10-K for the year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: August 23, 2022

/s/ MICHAEL L. BAUR

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

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

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

In connection with the annual report of ScanSource, Inc. (the “Company”) on Form 10-K for the year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officer of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: August 23, 2022

/s/ STEVE JONES

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

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