

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

FORM 10-Q

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

For the quarterly period ended September 30, 2025

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 No. 000-26408

Climb Global Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3136104

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

4 Industrial Way West, Suite 300, Eatontown, New Jersey 07724

(Address of principal executive offices)

(732) 389-8950

(Registrant's Telephone Number)

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, \$.01 par value per share	CLMB	The Nasdaq Global Market

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

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

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

Large Accelerated Filer ☐

Accelerated Filer ☒

Non-Accelerated Filer ☐

Smaller Reporting Company ☐

Emerging Growth Company ☐

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

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

There were 4,613,446 outstanding shares of common stock, par value \$.01 per share ("Common Stock") as of October 30, 2025.

CLIMB GLOBAL SOLUTIONS, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2025

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (“Quarterly Report”) includes statements of our expectations, intentions, plans and beliefs that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), and are intended to come within the safe harbor protection provided by those sections. The statements, other than statements of historical fact, included in this Quarterly Report are forward-looking statements. Many of the forward-looking statements contained in this Quarterly Report may be identified by the use of forward-looking words such as “believes,” “expects,” “intends,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” “should,” “could,” “would,” “will,” “confident,” “may,” “can,” “potential,” “possible,” “proposed,” “in process,” “in development,” “opportunity,” “target,” “outlook,” “maintain,” “continue,” “goal,” “aim,” “commit,” or similar expressions or when we discuss our future operating results, priorities, strategy, goals, vision, mission, opportunities, projections, intentions or expectations. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Because these forward-looking statements are subject to risks and uncertainties, actual results could differ materially from those indicated by such forward-looking statements. These risks and uncertainties include, but are not limited to, the continued acceptance of the Company’s distribution channel by vendors and customers, the timely availability and acceptance of new products, product mix, market conditions, competitive pricing pressures, the successful integration of acquisitions, contribution of key vendor relationships and support programs, including vendor rebates and discounts, inflation, import and export tariffs, interest rate risk and impact thereof, as well as factors that affect the software industry in general and other factors generally. We strongly urge current and prospective investors to carefully consider the cautionary statements and risk factors contained in this report and our annual report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Securities and Exchange Commission (the “SEC”) on March 11, 2025.

The Company operates in a rapidly changing business, and new risk factors emerge from time to time. Management cannot predict every risk factor, nor can it assess the impact, if any, of all such risk factors on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements.

Accordingly, forward-looking statements should not be relied upon as a prediction of actual results and readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as may be required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The statements concerning future sales, future gross profit margin and future selling and administrative expenses are forward looking statements involving certain risks and uncertainties such as availability of products, product mix, pricing pressures, market conditions and other factors, which could result in a fluctuation of sales below recent experience.

Unless otherwise specified, the “Company,” “we,” “us” or “our” refers to Climb Global Solutions, Inc., a Delaware corporation, and its consolidated subsidiaries.

PART I — FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS

Climb Global Solutions, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)
(Amounts in thousands, except share and per share amounts)

	September 30, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 49,842	\$ 29,778
Accounts receivable, net of allowance for doubtful accounts of \$666 and \$588, respectively	224,471	341,597
Inventory, net	3,187	2,447
Prepaid expenses and other current assets	10,016	6,874
Total current assets	287,516	380,696
Equipment and leasehold improvements, net	13,485	12,853
Goodwill	36,777	34,924
Other intangibles, net	33,765	36,550
Right-of-use assets, net	1,881	1,965
Accounts receivable, net of current portion	878	1,174
Other assets	585	824
Deferred income tax assets	1,204	193
Total assets	\$ 376,091	\$ 469,179
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 258,990	\$ 370,397
Lease liability, current portion	798	654
Term loan, current portion	334	560
Total current liabilities	260,122	371,611
Lease liability, net of current portion	1,405	1,685
Deferred income tax liabilities	4,921	4,723
Term loan, net of current portion	—	191
Other non-current liabilities	381	381
Total liabilities	266,829	378,591
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$.01 par value; 10,000,000 shares authorized; 5,284,500 shares issued: 4,613,446 and 4,601,302 shares outstanding, respectively	53	53
Additional paid-in capital	41,136	37,977
Treasury stock, at cost, 671,054 and 683,198 shares, respectively	(14,588)	(13,337)
Retained earnings	80,829	68,787
Accumulated other comprehensive income (loss)	1,832	(2,892)
Total stockholders' equity	109,262	90,588
Total liabilities and stockholders' equity	\$ 376,091	\$ 469,179

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

Climb Global Solutions, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings
(Unaudited)
(Amounts in thousands, except per share data)

	Nine months ended September 30,		Three months ended September 30,	
	2025	2024	2025	2024
Net sales	\$ 458,671	\$ 303,847	\$ 161,343	\$ 119,349
Cost of sales	383,234	244,014	135,610	95,092
Gross profit	75,437	59,833	25,733	24,257
Selling, general, and administrative expenses	49,339	39,433	16,226	13,937
Acquisition related costs	733	1,201	594	609
Depreciation and amortization expense	5,696	2,933	1,976	1,197
Income from operations	19,669	16,266	6,937	8,514
Other income and (expense):				
Interest, net	562	755	224	198
Foreign currency transaction (loss) gain	(566)	(688)	2	(442)
Change in fair value of acquisition contingent consideration	(1,374)	(1,152)	(860)	(1,152)
Income before provision for income taxes	18,291	15,181	6,303	7,118
Provision for income taxes	3,945	3,561	1,607	1,659
Net income	<u>\$ 14,346</u>	<u>\$ 11,620</u>	<u>\$ 4,696</u>	<u>\$ 5,459</u>
Income per common share-Basic	<u>\$ 3.13</u>	<u>\$ 2.54</u>	<u>\$ 1.02</u>	<u>\$ 1.19</u>
Income per common share-Diluted	<u>\$ 3.13</u>	<u>\$ 2.54</u>	<u>\$ 1.02</u>	<u>\$ 1.19</u>
Weighted average common shares outstanding — Basic	<u>4,518</u>	<u>4,458</u>	<u>4,536</u>	<u>4,476</u>
Weighted average common shares outstanding — Diluted	<u>4,518</u>	<u>4,458</u>	<u>4,536</u>	<u>4,476</u>

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

Climb Global Solutions, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)
(Amounts in thousands)

	Nine months ended		Three months ended	
	September 30,		September 30,	
	2025	2024	2025	2024
Net income	\$ 14,346	\$ 11,620	\$ 4,696	\$ 5,459
Other comprehensive income (loss):				
Foreign currency translation adjustments	4,724	1,678	(611)	2,517
Other comprehensive income (loss)	4,724	1,678	(611)	2,517
Comprehensive income	<u>\$ 19,070</u>	<u>\$ 13,298</u>	<u>\$ 4,085</u>	<u>\$ 7,976</u>

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

Climb Global Solutions, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(Amounts in thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Treasury		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount		Shares	Amount			
Balance at January 1, 2025	5,284,500	\$ 53	\$ 37,977	683,198	\$ (13,337)	\$ 68,787	\$ (2,892)	\$ 90,588
Net income	—	—	—	—	—	3,684	—	3,684
Translation adjustment	—	—	—	—	—	—	1,553	1,553
Dividends paid (per common share \$0.17)	—	—	—	—	—	(766)	—	(766)
Share-based compensation expense	—	—	1,378	—	—	—	—	1,378
Restricted stock unit grants (net of forfeitures)	—	—	177	10,137	(177)	—	—	—
Treasury shares repurchased	—	—	—	7,110	(883)	—	—	(883)
Balance at March 31, 2025	5,284,500	\$ 53	\$ 39,532	700,445	\$ (14,397)	\$ 71,705	\$ (1,339)	\$ 95,554
Net income	—	—	—	—	—	5,968	—	5,968
Translation adjustment	—	—	—	—	—	—	3,782	3,782
Dividends paid (per common share \$0.17)	—	—	—	—	—	(769)	—	(769)
Share-based compensation expense	—	—	1,181	—	—	—	—	1,181
Restricted stock unit grants (net of forfeitures)	—	—	(670)	(38,402)	670	—	—	—
Treasury shares repurchased	—	—	—	5,251	(539)	—	—	(539)
Balance at June 30, 2025	5,284,500	\$ 53	\$ 40,043	667,294	\$ (14,266)	\$ 76,904	\$ 2,443	\$ 105,177
Net income	—	—	—	—	—	4,696	—	4,696
Translation adjustment	—	—	—	—	—	—	(611)	(611)
Dividends paid (per common share \$0.17)	—	—	—	—	—	(771)	—	(771)
Share-based compensation expense	—	—	1,077	—	—	—	—	1,077
Restricted stock grants (net of forfeitures)	—	—	16	905	(16)	—	—	—
Treasury shares repurchased	—	—	—	2,855	(306)	—	—	(306)
Balance at September 30, 2025	5,284,500	\$ 53	\$ 41,136	671,054	\$ (14,588)	\$ 80,829	\$ 1,832	\$ 109,262

	Common Stock		Additional Paid-In Capital	Treasury		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount		Shares	Amount			
Balance at January 1, 2024	5,284,500	\$ 53	\$ 34,647	711,052	\$ (12,623)	\$ 53,215	\$ (522)	\$ 74,770
Net income	—	—	—	—	—	2,731	—	2,731
Translation adjustment	—	—	—	—	—	—	(718)	(718)
Dividends paid (per common share \$0.17)	—	—	—	—	—	(756)	—	(756)
Share-based compensation expense	—	—	854	—	—	—	—	854
Restricted stock unit grants (net of forfeitures)	—	—	(331)	(18,938)	331	—	—	—
Treasury shares repurchased	—	—	—	7,255	(432)	—	—	(432)
Balance at March 31, 2024	5,284,500	\$ 53	\$ 35,170	699,369	\$ (12,724)	\$ 55,190	\$ (1,240)	\$ 76,449
Net income	—	—	—	—	—	3,430	—	3,430
Translation adjustment	—	—	—	—	—	—	(121)	(121)
Dividends paid (per common share \$0.17)	—	—	—	—	—	(758)	—	(758)
Share-based compensation expense	—	—	1,113	—	—	—	—	1,113
Restricted stock unit grants (net of forfeitures)	—	—	(545)	(31,213)	545	—	—	—
Treasury shares repurchased	—	—	—	4,817	(283)	—	—	(283)
Balance at June 30, 2024	5,284,500	\$ 53	\$ 35,738	672,973	\$ (12,462)	\$ 57,862	\$ (1,361)	\$ 79,830
Net income	—	—	—	—	—	5,459	—	5,459
Translation adjustment	—	—	—	—	—	—	2,517	2,517
Dividends paid (per common share \$0.17)	—	—	—	—	—	(761)	—	(761)
Share-based compensation expense	—	—	938	—	—	—	—	938
Restricted stock grants (net of forfeitures)	—	—	—	—	—	—	—	—
Treasury shares repurchased	—	—	—	4,737	(315)	—	—	(315)
Balance at September 30, 2024	5,284,500	\$ 53	\$ 36,676	677,710	\$ (12,777)	\$ 62,560	\$ 1,156	\$ 87,668

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

Climb Global Solutions, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(Amounts in thousands)

	Nine months ended September 30,	
	2025	2024
Cash flows from operating activities		
Net income	\$ 14,346	\$ 11,620
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:		
Depreciation and amortization expense	5,696	2,933
Provision for doubtful accounts	104	88
Deferred income tax benefit	(1,179)	(163)
Share-based compensation expense	3,574	2,810
Gain on disposal of fixed assets	(5)	—
Amortization of discount on accounts receivable	(34)	(23)
Amortization of right-of-use assets	448	307
Change in fair value of contingent earn-out consideration	1,374	1,152
Changes in operating assets and liabilities:		
Accounts receivable	124,269	(24,145)
Inventory	(579)	(690)
Prepaid expenses and other current assets	(3,118)	435
Accounts payable and accrued expenses	(116,139)	25,407
Lease liability, net	(502)	(361)
Other assets and liabilities	240	(1,608)
Net cash and cash equivalents provided by operating activities	<u>28,495</u>	<u>17,762</u>
Cash flows from investing activities		
Purchase of equipment and leasehold improvements and capitalization of internal-use software	(1,672)	(3,592)
Payment for acquisition	—	(20,672)
Net cash and cash equivalents used in investing activities	<u>(1,672)</u>	<u>(24,264)</u>
Cash flows from financing activities		
Purchase of treasury stock	(1,730)	(1,030)
Repayments of borrowings under credit facilities	—	(4,252)
Repayments of borrowings under term loan	(418)	(403)
Dividends paid	(2,305)	(2,275)
Contingent consideration paid	(3,559)	(152)
Net cash and cash equivalents used in financing activities	<u>(8,012)</u>	<u>(8,112)</u>
Effect of foreign exchange rate on cash and cash equivalents	<u>1,253</u>	<u>458</u>
Net increase in cash and cash equivalents	20,064	(14,156)
Cash and cash equivalents at beginning of period	29,778	36,295
Cash and cash equivalents at end of period	<u>\$ 49,842</u>	<u>\$ 22,139</u>
Supplementary disclosure of cash flow information:		
Income taxes paid	\$ 6,889	\$ 2,867
Interest paid	\$ 114	\$ 177

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

Climb Global Solutions, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
September 30, 2025
(Unaudited)
(Amounts in tables in thousands, except share and per share amounts)

1. Basis of Presentation:

The accompanying unaudited condensed consolidated financial statements of Climb Global Solutions, Inc. and its subsidiaries (collectively, the “Company”), have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, as permitted by the rules and regulation of the Securities and Exchange Commission, the financial statements do not include all of the information and footnotes required by U.S. GAAP for complete audited financial statements.

The preparation of these condensed consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to product returns, bad debts, inventories, intangible assets, income taxes, stock-based compensation, evaluation of performance obligations and allocation of revenue to distinct items, contingencies and litigation. The Company bases its estimates on its historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In the opinion of the Company’s management, all adjustments that are of a normal recurring nature, considered necessary for fair presentation of the results for the periods presented, have been included in the accompanying condensed consolidated financial statements. The Company’s actual results may differ from these estimates under different assumptions or conditions. The unaudited condensed consolidated statements of earnings for the interim periods are not necessarily indicative of results for the full year. For further information, refer to the consolidated financial statements and notes thereto included in the Company’s annual report on Form 10-K filed with the Securities Exchange Commission for the fiscal year ended December 31, 2024.

The consolidated financial statements include the accounts of Climb Global Solutions, Inc. and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated.

2. Recently Issued Accounting Standards:

In September 2025, the FASB issued ASU No. 2025-06, *“Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software”*. This ASU amends the guidance under ASC 350-40 for internal-use software. The amendments remove referenced to development-stages, clarify when capitalization may begin, and require entities to apply to property, plant and equipment disclosure requirements under ASC 350-10 to capitalize internal-use software costs. The ASU is effective for annual periods beginning after December 15, 2027, and for interim periods within those annual periods. Early adoption of ASU No. 2025-06 is permitted. The Company has performed an initial assessment and currently does not expect the adoption of ASU No. 2025-06 to have a material effect on its financial position, results of operations or cash flows.

In July 2025, the FASB issued ASU No. 2025-05, *“Financial Instruments - Credit Losses (Topic 326): Measurements of Credit Losses for Accounts Receivable and Contract Assets”*. The update amends the guidance in ASC 326-20 to introduce a practical expedient when estimating credit losses that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. The amendments apply to current accounts receivable and current contract assets arising from transactions under ASC 606 (Revenue from Contracts with Customers). The amendments are applied prospectively and are effective for annual reporting periods beginning after December 15, 2025, and interim periods within those years. Early adoption of ASU No. 2025- 05 is permitted. The Company has evaluated the impact of ASU No. 2025- 05 on its accounting policies and internal controls related to its credit-customer receivables. The Company has determined that, given (i) the nature of its receivables (primarily receivables from customers on credit terms), (ii) its historical credit-loss experience and collection patterns, and (iii) its allowance methodology, adoption of ASU No. 2025- 05 is not expected to have a material effect on the Company’s consolidated financial position.

In November 2024, the FASB issued ASU No. 2024-03, *“Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses”*. This ASU requires entities to disaggregate expense items in the notes to the financial statements and requires disclosure of specified information related to purchases of inventory, employee compensation, depreciation, and intangible asset amortization. The amendments in this ASU are effective for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027. Companies have the option to apply the guidance either on a retrospective or prospective basis, and early adoption is permitted. The Company is currently evaluating the impact of the ASU on its condensed consolidated financial statements and related disclosures. In January 2025, the FASB issued ASU No. 2025-01, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date*. This ASU amends the effective date of ASU No. 2024-03 to clarify that all public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption of ASU No. 2024-03 is permitted.

In December 2023, the FASB issued ASU No. 2023-09, *“ Income Taxes (Topic 740): Improvements to Income Tax Disclosures ”*. Upon adoption of this ASU, the Company will disclose specific new categories in its income tax rate reconciliation and provide additional information for reconciling items above a quantitative threshold. The Company will also disclose the amount of income taxes paid disaggregated by federal, state, and foreign taxes, and also disaggregated by individual jurisdictions in which income taxes paid were above a threshold. The Company expects these amendments will first be applied in the Company’s annual report on Form 10-K for the fiscal year ending December 31, 2025, on a prospective basis.

3. Foreign Currency Translation:

Assets and liabilities of the Company’s foreign subsidiaries have been translated using the end of the reporting period exchange rates, and related revenues and expenses have been translated at average rates of exchange in effect during the period. Transactions denominated in currencies other than the applicable functional currency are converted to the functional currency at the exchange rate on the transaction date. Foreign currency transaction gains and losses are recorded as income or expenses as amounts are settled. The net sales from our foreign operations for the three months ended September 30, 2025 and 2024 were \$33.3 million and \$37.5 million, respectively. The net sales from our foreign operations for the nine months ended September 30, 2025 and 2024 were \$107.0 million and \$88.6 million, respectively.

The Company’s foreign currency exposure relates primarily to international transactions where the currency collected from customers can be different from the currency used to purchase the product. In cases where the Company is not able to create a natural hedge by maintaining offsetting asset and liability amounts in the same currency, it may enter into foreign exchange contracts, typically in the form of forward purchase agreements, to facilitate the hedging of foreign currency exposures to mitigate the impact of changes in foreign currency exchange rates. These contracts generally have terms of no more than three months. The Company does not apply hedge accounting to these contracts and therefore the changes in fair value are recorded in earnings. The Company does not enter into foreign exchange contracts for trading purposes and the risk of loss on a foreign exchange contract is the risk of nonperformance by the counterparties, which the Company minimizes by limiting its counterparties to major financial institutions. The Company recognized an unrealized gain of less than \$0.1 million on contracts outstanding as of September 30, 2025, which is included in foreign currency transaction loss in the Consolidated Statements of Earnings.

4. Comprehensive Income:

Cumulative translation adjustments have been classified within accumulated other comprehensive loss, which is a separate component of stockholders' equity in accordance with FASB ASC Topic 220, "Comprehensive Income."

5. Revenue Recognition:

The Company's revenues primarily result from the sale of various technology products and services, including third-party products, third-party software and third-party maintenance, software support and services. The Company recognizes revenue when control of the third-party products and third-party software is transferred to customers, which generally happens at the point of shipment or fulfillment and at the point that our customers and vendors accept the terms and conditions of the arrangement for third-party maintenance, software support and services.

The Company has contracts with certain customers where the Company's performance obligation is to arrange for the products or services to be provided by another party. In these arrangements, as the Company assumes an agency relationship in the transaction, revenue is recognized in the amount of the net fee associated with serving as an agent. These arrangements primarily relate to third party maintenance, cloud services and certain security software whose intended functionality is dependent on third party maintenance.

The Company allows its customers to return product for exchange or credit subject to certain limitations. A liability is recorded at the time of sale for estimated product returns based upon historical experience, which is included in accounts payable and accrued expenses on the Consolidated Balance Sheets, and an asset is recognized for the amount expected to be recorded upon product return, which is included in prepaid expenses and other current assets on the Consolidated Balance Sheets. If actual sales returns are greater than estimated by management, an additional returns allowance may be required as an offset to net sales. The Company also provides rebates and other discounts to certain customers which are considered variable consideration. A provision for customer rebates and other discounts is recorded as a reduction of revenue at the time of sale based on an evaluation of the contract terms and historical experience.

The Company considers shipping and handling activities as costs to fulfill the sales of products. Shipping revenue is included in net sales when control of the product is transferred to the customer, and the related shipping and handling costs are included in cost of sales. Taxes imposed by governmental authorities on the Company's revenue producing activities with customers, such as sales taxes and value added taxes, are excluded from net sales.

The Company disaggregates its operating revenue by segment, geography and timing of revenue recognition, which the Company believes provides a meaningful depiction of the nature of its revenue. For additional information, see Note 17 – Segment Information.

Hardware and software products sold by the Company are generally delivered via shipment from the Company's facilities, drop shipment directly from the vendor, or by electronic delivery of keys for software products. The majority of the Company's business involves shipments directly from its vendors to its customers, in these transactions, the Company is generally responsible for negotiating price both with the vendor and customer, fulfillment of the order, payment to the vendor, establishing payment terms with the customer, product returns, and has risk of loss if the customer does not make payment. As the principal with the customer, the Company recognizes revenue upon receiving notification from the vendor that the product was shipped. Control of software products is deemed to have passed to the customer when they acquire the right to use or copy the software under license as substantially all product functionality is available to the customer at the time of sale.

The Company performs an analysis of the number of days of sales in-transit to customers at the end of each reporting period based on an analysis of commercial delivery terms that include drop-shipment arrangements. This analysis is the basis upon which the Company estimates the amount of net sales in-transit at the end of the period and adjusts revenue and the related costs to reflect only what has been delivered to the customer. Changes in delivery patterns may result in a different number of business days estimated to make this adjustment. The Company also performs a weighted average analysis of the estimated number of days between order fulfillment and beginning of the renewal term for term licenses recorded on a gross basis, and a deferral estimate is recorded for term license renewals fulfilled prior to commencement date.

Generally, software products are sold with accompanying third-party delivered software assurance, which is a product that allows customers to upgrade, at no additional cost, to the latest technology if new capabilities are introduced during the period that the software assurance is in effect. The Company evaluates whether the software assurance is a separate performance obligation by assessing if the third-party delivered software assurance is critical or essential to the core functionality of the software itself. This involves considering if the software provides its original intended functionality to the customer without the updates, if the customer would ascribe a higher value to the upgrades versus the up-front deliverable, if the customer would expect frequent intelligence updates to the software (such as updates that maintain the original functionality), and if the customer chooses to not delay or always install upgrades. If the Company determines that the accompanying third-party delivered software assurance is critical or essential to the core functionality of the software license, the software license and the accompanying third-party delivered software assurance are recognized as a single performance obligation. The value of the product is primarily the accompanying support delivered by a third party and therefore the Company is acting as an agent in these transactions and recognizes them on a net basis at the point the associated software license is delivered to the customer. The Company sells cloud computing solutions that utilize third-party vendors to enable customers to access data center functionality in a cloud-based solution, including storage, computing and networking and access to software in the cloud that enhances office productivity, provides security or assists in collaboration. The Company recognizes revenue for cloud computing solutions for arrangements with one-time invoicing to the customer at the time of invoice on a net basis as the Company is acting as an agent in the transaction. For monthly subscription-based arrangements, the Company is acting as an agent in the transaction and recognizes revenue as it invoices the customer for its monthly usage on a net basis. For software licenses where the accompanying third-party delivered software assurance is not critical or essential to the core functionality, the software assurance is recognized as a separate performance obligation, with the associated revenue recognized on a net basis at the point the related software license is delivered to the customer.

The Company also sells some of its products and services as part of bundled contract arrangements containing multiple deliverables, which may include a combination of products and services. For each deliverable that represents a distinct performance obligation, total arrangement consideration is allocated based upon the standalone selling prices ("SSP") of each performance obligation. SSP is determined based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through established standard prices, we use judgement and estimate the standalone selling price considering available information such as market pricing and pricing related to similar products.

The Company pays commissions and related payroll taxes to sales personnel when customers are invoiced. These costs are recorded as selling, general and administrative expenses in the period earned as all our performance obligations are complete within a short window of processing the order.

6. Acquisition:

On July 31, 2024, Climb Global Solutions DSS, LLC, a wholly-owned subsidiary of the Company, entered into a Membership Interest Purchase Agreement (the "Purchase Agreement") and purchased the entire share capital of Douglas Stewart Software & Services, LLC ("DSS"), a Florida limited liability company, for an aggregate purchase price of approximately \$20.3 million (subject to certain adjustments) plus a potential post-closing earnout payment. DSS distributes software to value added resellers ("VARs") and campus stores across North America in both the K-12 and higher education markets, furthering the Company's reach into these markets. The Purchase Agreement contains customary representations, warranties, covenants and indemnities. The acquisition was funded utilizing cash from the Company's balance sheet.

The purchase consideration included approximately \$1.7 million fair value for potential earn-out consideration if certain targets were achieved by September 30, 2025, payable in cash. As of September 30, 2025, the Company reassessed the earn-out liability and increased the fair value of the earn out liability to approximately \$3.2 million, with \$0.9 million and \$1.4 million adjustment recognized within change in fair value of acquisition contingent consideration during the three and nine months ended September 30, 2025, respectively. The fair value earn-out measurement was primarily based on inputs that are not observable, which are categorized as a Level 3 measurement in the fair value hierarchy (See Note 18 – Fair Value Measurements), reflecting its assessment of the assumptions market participants would use to value these liabilities. The undiscounted payment of the earn-out can range from zero up to approximately \$4.2 million and achievement is based on the post-acquisition results of DSS.

7. Goodwill and Other Intangible Assets:

The following table summarizes the changes in the carrying amount of goodwill for the nine months ended September 30, 2025:

	Distribution	Solutions	Consolidated
Balance December 31, 2024	\$ 26,530	\$ 8,394	\$ 34,924
Translation adjustments	1,247	606	1,853
Balance September 30, 2025	<u>\$ 27,777</u>	<u>\$ 9,000</u>	<u>\$ 36,777</u>

Information related to the Company's other intangibles, net is as follows:

	As of September 30, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer and vendor relationships	\$ 46,022	\$ 12,604	\$ 33,418
Trade name	516	169	347
Total	<u>\$ 46,538</u>	<u>\$ 12,773</u>	<u>\$ 33,765</u>

	As of December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer and vendor relationships	\$ 43,805	\$ 7,603	\$ 36,202
Trade name	481	133	348
Total	<u>\$ 44,286</u>	<u>\$ 7,736</u>	<u>\$ 36,550</u>

Customer relationships are amortized over thirteen years. Vendor relationships are amortized between four and fifteen years. Trade name is amortized over fifteen years.

During the three months ended September 30, 2025 and 2024, the Company recognized total amortization expense for other intangibles, net of \$1.6 million and \$1.1 million, respectively. During the nine months ended September 30, 2025 and 2024, the Company recognized total amortization expense for other intangibles, net of \$4.4 million and \$2.5 million, respectively.

Estimated future amortization expense of the Company's other intangibles, net as of September 30, 2025 is as follows:

2025 (excluding the nine months ended September 30, 2025)	\$ 1,576
2026	5,819
2027	4,226
2028	3,961
2029	3,695
Thereafter	14,488
Total	<u>\$ 33,765</u>

8. Right-of-use Asset and Lease Liability:

The Company has entered into operating leases for office and warehouse facilities, which have terms at lease commencement that range from 2 years to 12 years. The Company determines if an arrangement is a lease at inception. Leases with an initial term of 12 months or less are not recorded on the Consolidated Balance Sheets and lease expense for these leases is recognized on a straight-line basis over the lease term.

Right-of-use (“ROU”) assets represent the Company’s right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date of the lease based on the present value of the lease payments over the lease term. As our leases do not provide a readily determinable implicit rate, we use an incremental borrowing rate based on the information available at commencement date, including lease term, in determining the present value of future payments. The operating lease asset also includes any lease payments made and excludes lease incentives. Operating lease expense is recognized on a straight-line basis over the lease term and included in selling, general and administrative expenses.

Information related to the Company’s ROU assets and related lease liabilities were as follows:

	Nine months ended September 30,	
	2025	2024
Cash paid for operating lease liabilities	\$ 615	\$ 500
Right-of-use assets obtained in exchange for new operating lease obligations	\$ 1,061	\$ 360
Weighted-average remaining lease term (years)	4.9	2.6
Weighted-average discount rate	6.4%	4.4%

Maturities of lease liabilities as of September 30, 2025 were as follows:

2025 (excluding the nine months ended September 30, 2025)	\$ 237
2026	969
2027	559
2028	339
2029	317
Thereafter	408
	<u>2,829</u>
Less: imputed interest	(626)
Total lease liabilities	<u>\$ 2,203</u>
Lease liabilities, current portion	798
Lease liabilities, net of current portion	1,405
Total lease liabilities	<u>\$ 2,203</u>

9. Fair Value:

The carrying amounts of financial instruments, including cash and cash equivalents, short-term accounts receivable, accounts payable and term loan approximated fair value at September 30, 2025 and December 31, 2024 because of the relative short maturity of these instruments. The Company’s accounts receivable long-term are discounted to their present value at prevailing market rates at the time of sale.

10. Balance Sheet Detail:

Equipment and leasehold improvements consist of the following:

	September 30, 2025	December 31, 2024
Equipment	\$ 3,143	\$ 2,951
Capitalized software	13,167	11,821
Buildings	755	668
Leasehold improvements	2,457	2,426
	<u>19,522</u>	<u>17,866</u>
Less accumulated depreciation and amortization	(6,037)	(5,013)
	<u>\$ 13,485</u>	<u>\$ 12,853</u>

During the three months ended September 30, 2025 and 2024, the Company recorded depreciation and amortization expense of \$0.4 million and \$0.1 million, respectively. During the nine months ended September 30, 2025 and 2024, the Company recorded depreciation and amortization expense of \$1.2 million and \$0.4 million, respectively.

In limited circumstances, the Company offers extended payment terms to customers for periods of 12 to 36 months. The related customer receivables are classified as accounts receivable long-term and discounted to their present value at prevailing market rates at the time of sale. In subsequent periods, the accounts receivable is increased to the amounts due and payable by the customers through the accretion of interest income on the unpaid accounts receivable due in future years. The amounts under these long-term accounts receivable due within one year are reclassified to the current portion of accounts receivable. Accounts receivable long term, net consists of the following:

	September 30, 2025	December 31, 2024
Total amount due from customer	\$ 1,806	\$ 2,459
Less: unamortized discount	(78)	(102)
Less: current portion included in accounts receivable	(850)	(1,183)
	<u>\$ 878</u>	<u>\$ 1,174</u>

The undiscounted cash flows to be received by the Company relating to these accounts receivable long-term is expected to be \$0.4 million, \$0.5 million and \$0.9 million, respectively, during each of the 12-month periods ending September 30, 2025, 2026 and 2027.

Accounts payable and accrued expenses consist of the following:

	September 30, 2025	December 31, 2024
Trade accounts payable	\$ 233,714	\$ 331,654
Accrued expenses	13,622	17,179
Other accounts payable and accrued expenses	11,654	21,564
	<u>\$ 258,990</u>	<u>\$ 370,397</u>

11. Credit Facility:

On May 18, 2023, the Company entered into a revolving credit agreement (the “Credit Agreement”) with JPMorgan Chase Bank, N.A. (“JPM”), providing for a revolving credit facility of up to \$50.0 million, including the issuance of letters of credit and swingline loans not to exceed \$2.5 million and \$5.0 million, respectively, at any time outstanding. In addition, subject to certain conditions enumerated in the Credit Agreement, the Company has the right to increase the revolving credit facility by a total amount not to exceed \$20.0 million. The proceeds of the revolving loans, letters of credit and swingline loans under the Credit Agreement may be used for working capital needs, general corporate purposes and for acquisitions permitted by the terms of the Credit Agreement.

All outstanding loans issued pursuant to the Credit Agreement become due and payable, on May 18, 2028. There were no amounts outstanding under the Credit Agreement as of September 30, 2025 and December 31, 2024.

Outstanding Loans comprising (i) ABR Borrowings bear interest at the ABR plus the Applicable Rate, (ii) Term Benchmark Borrowings bear interest at the Adjusted Term SOFR Rate or the Adjusted EURIBOR Rate, as applicable, plus the Applicable Rate and (iii) RFR Loans bear interest at a rate per annum equal to the applicable Adjusted Daily Simple RFR plus the Applicable Rate. The Applicable Rate for borrowings varies (i) in the case of ABR Borrowings, from 0.50% to 0.75% and (ii) in the case of Term Benchmark Borrowings and RFR Loans, from 1.50% to 1.75%. Capitalized terms used in this paragraph are defined in the Credit Agreement.

The Credit Agreement contains customary affirmative covenants, such as financial statement and collateral reporting requirements. The Credit Agreement also contains customary negative covenants that limit the ability of the Company to, among other things, incur indebtedness, create liens or permit encumbrances, or undergo certain fundamental changes. Additionally, under certain circumstances, the Company is required to maintain a minimum fixed charge coverage ratio.

On April 8, 2022, the Company entered into a \$2.1 million term loan (the “Term Loan”) with First American Commercial Bancorp, Inc. (“First American”) pursuant to a Master Loan and Security Agreement. The proceeds from the Term Loan were used to fund certain capital expenditures. The borrowing under the Term Loan bears interest at a rate of 3.73% per annum and is being repaid over forty-eight monthly installments of principal and interest through April 2026.

At September 30, 2025 and December 31, 2024, the Company had \$0.3 million and \$0.8 million outstanding under the Term Loan, respectively. At September 30, 2025, future principal payments under the Term Loan are as follows:

2025 (excluding the nine months ended September 30, 2025)	142
2026	192
Total	\$ 334

In connection with the acquisition of Data Solutions, which was completed October 6, 2023, the Company acquired an invoice discounting facility (“IDF”) that was with recourse to the Company. Data Solutions had previously entered into the IDF with AIB Commercial Finance Limited (“AIB”) pursuant to a Debt Purchase Agreement. The Company subsequently terminated the IDF during the year ended December 31, 2024. The proceeds from the IDF were used for working capital needs of Data Solutions. Borrowings under the IDF were based on accounts receivable up to 80% of the outstanding accounts receivable balance. The discount rate under the IDF was equal to 2.5% above AIB’s applicable lending rates that varied based on the currency of the accounts receivable.

12. Earnings Per Share:

Our basic and diluted earnings per share are computed using the two-class method in accordance with ASC 260. The two-class method is an earnings allocation that determines net income per share for each class of common stock and participating securities according to their participation rights in dividends and undistributed earnings or losses. Non-vested restricted stock awards that include non-forfeitable rights to dividends are considered participating securities. Per share amounts are computed by dividing net income available to common shareholders by the weighted average shares outstanding during each period. Diluted and basic earnings per share are the same because the restricted shares are the only potentially dilutive security.

A reconciliation of the numerators and denominators of the basic and diluted per share computations follows:

	Nine months ended September 30,		Three months ended September 30,	
	2025	2024	2025	2024
Numerator:				
Net income	\$ 14,346	\$ 11,620	\$ 4,696	\$ 5,459
Less distributed and undistributed income allocated to participating securities	214	288	69	139
Net income attributable to common shareholders	14,132	11,332	4,627	5,320
Denominator:				
Weighted average common shares (Basic)	4,518	4,458	4,536	4,476
Weighted average common shares including assumed conversions (Diluted)	4,518	4,458	4,536	4,476
Basic net income per share	\$ 3.13	\$ 2.54	\$ 1.02	\$ 1.19
Diluted net income per share	\$ 3.13	\$ 2.54	\$ 1.02	\$ 1.19

13. Major Customers and Vendors:

The Company had one major vendor that accounted for 13% of total purchases during the three months ended September 30, 2025, compared to no major vendors during the three months ended September 30, 2024. During the nine months ended September 30, 2025, the Company had no major vendors, compared to one major vendor that accounted for 11% of total purchases during the nine months ended September 30, 2024.

The Company had two major customers that accounted for 22% and 14%, respectively, of its net sales during the three months ended September 30, 2025, and 16% and 13%, respectively, of its net sales during the three months ended September 30, 2024. The Company had two major customers that accounted for 24% and 13% of net sales during the nine months ended September 30, 2025, and 18% and 15%, of net sales during the nine months ended September 30, 2024. These same customers accounted for 16% and 7% of total net accounts receivable as of September 30, 2025, and 12% and 6% of total net accounts receivable as of December 31, 2024.

14. Income Taxes:

The Company has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these jurisdictions. The Company's policy is to recognize interest related to unrecognized tax benefits as interest expense and penalties as operating expenses. The Company believes that it has appropriate support for the income tax positions it takes and expects to take on its tax returns, and that its accruals for tax liabilities are adequate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter.

During the three months ended September 30, 2025 and 2024, the Company recorded a provision for income taxes of \$1.6 million and \$1.7 million, respectively. The effective tax rate for the three months ended September 30, 2025 and 2024 was 25.5% and 23.3%, respectively. During the nine months ended September 30, 2025 and 2024, the Company recorded a provision for income taxes of \$3.9 million and \$3.6 million, respectively. The effective tax rate for the nine months ended September 30, 2025 and 2024 was 21.6% and 23.5%, respectively. The change in effective tax rate for the three and nine months ended September 30, 2025, compared to the same period in the prior year was primarily impacted by a discrete item for the recognition of excess tax benefits related to share-based compensation in income tax expense, changes in the mix of jurisdictions in which taxable income was earned, as well as limitations on the deductibility of certain executive compensation amounts during both periods. The recognition of excess tax benefit related to share-based compensation in income tax expense resulted in a net tax benefit of \$0.1 million and \$0.8 million, respectively, which reduced our effective tax rate by 1.9% and 4.6% during the three and nine months ended September 30, 2025.

The One Big Beautiful Bill Act was enacted on July 4, 2025. The Company is evaluating the impacts of the newly enacted legislation and does not expect it to have a material impact on its effective tax rate or cash flows in the current year.

15. Stockholders' Equity and Stock Based Compensation:

The 2021 Omnibus Incentive Plan (the "2021 Plan") authorizes the grant of Stock Options, Restricted Stock Units, Stock Appreciation Rights, Restricted Stock, Deferred Stock, Stock Bonuses and other equity-based awards. The 2021 Plan was approved by the Company's stockholders at the 2021 Annual Meeting in June 2021. The total number of shares of the Company's common stock, par value \$0.01 per share ("Common Stock") initially available for award under the 2021 Plan was 500,000 shares. As of September 30, 2025, the number of shares of Common Stock available for future award grants to employees, officers and directors under the 2021 Plan is 163,895.

During the nine months ended September 30, 2025, the Company granted a total of 43,736 Restricted Stock Units to directors, officers and employees. These Restricted Stock Units vest immediately, over time in three equal installments or over time in sixteen equal quarterly installments. During the nine months ended September 30, 2025, a total of 16,376 Restricted Stock Units were forfeited.

During the nine months ended September 30, 2024, the Company granted a total of 51,812 Restricted Stock Units to directors, officers and employees. These Restricted Stock Units vest immediately, over time in three equal installments or over time in sixteen equal quarterly installments. During the nine months ended September 30, 2024, a total of 1,661 Restricted Stock Units were forfeited.

A summary of nonvested Restricted Stock Unit awards outstanding under the 2021 Plan as of September 30, 2025, and changes during the three months then ended is as follows:

	Shares	Weighted Average Grant Date Fair Value
Nonvested shares at January 1, 2025	114,710	\$ 47.41
Granted in 2025	43,736	93.97
Vested in 2025	(65,621)	49.78
Forfeited in 2025	(16,376)	50.27
Nonvested shares at September 30, 2025	<u>76,449</u>	<u>\$ 71.14</u>

As of September 30, 2025, there is approximately \$4.8 million of total unrecognized compensation costs related to nonvested share-based compensation arrangements. The unrecognized compensation cost is expected to be recognized over a weighted-average period of 2.0 years.

During the three months ended September 30, 2025 and 2024, the Company recognized share-based compensation expense of \$1.1 million and \$0.9 million, respectively. During the nine months ended September 30, 2025 and 2024, the Company recognized share-based compensation expense of \$3.6 million and \$2.8 million, respectively.

16. Commitments and Contingencies

Severance Plan

The Board of Directors of the Company previously approved the Climb Global Solutions, Inc. Executive Severance and Change in Control Plan (the “Severance Plan”), which supersedes and replaces all other severance arrangements between the Company and its executive officers, which previously had been governed by separate legacy employment agreements and offer letters. The Severance Plan provides severance benefits upon a qualifying termination of employment (“Covered Termination”) of an executive officer. The Severance Plan provides for three tiers of severance benefits in the event of a Covered Termination based on the executive’s seniority and position, including payment of 6-18 months of base salary, a pro rata payment of such executive’s bonus for the year in which the Covered Termination occurred, and a COBRA subsidy during the severance period. In the event the Covered Termination in connection with a change of control, the Severance Plan provides for increased severance benefits, including payment of 18-24 months of base salary, payment of such executive’s target bonus for the year in which the Covered Termination occurred, double trigger vesting acceleration of equity awards, and a COBRA subsidy during the severance period.

Other

As of September 30, 2025, the Company has no standby letters of credit, has no standby repurchase obligations or other commercial commitments. The Company has a line of credit see Note 11 (Credit Facility). Other than employment agreements and management compensation arrangements, the Company is not engaged in any other transactions with related parties.

17. Segment Information:

The Company distributes software developed by others through resellers indirectly to customers worldwide. We also resell computer software and hardware developed by others and provide technical services directly to customers worldwide.

FASB ASC Topic 280, “Segment Reporting,” requires that public companies report profits and losses and certain other information on their “reportable operating segments” in their annual and interim financial statements. The internal organization used by the public company’s Chief Operating Decision Maker (“CODM”) to assess performance and allocate resources determines the basis for reportable operating segments. The Company’s Chief Executive Officer, who has been identified as the Company’s CODM, evaluates the performance of both reportable segments based on segment income. Net sales, gross profit, and operating expenses are also monitored closely. This information is used to measure segment profitability, allocate resources, and make budgeting and forecasting decisions about the reportable segments. The CODM also uses these measures to monitor trends in year over year performance comparisons, sequential quarter performance comparisons, and to compare actual results to forecasts. More disaggregated information about operating expense is only reviewed by the CODM on a consolidated basis. Segment income represents net sales less costs of sales, excluding depreciation and amortization expense and operating expenses. Net sales and cost of sales, excluding depreciation and amortization expense are directly attributed to each segment. The majority of operating expenses are also directly attributed to each segment, while certain other operating expenses are allocated to the segments in a reasonable manner considering the specific facts and circumstances of the expenses being allocated.

The Company is organized into two reportable operating segments. The “Distribution” segment distributes technical software to corporate resellers, VARs, consultants and systems integrators worldwide. The “Solutions” segment is a provider of cloud solutions and value-added reseller of software, hardware and services to customers worldwide. The Company’s reportable segments are based on products and services delivered, and the Company’s CODM decides how to assess performance and allocate resources based on segment.

Segment income is based on segment revenue less the respective segment's cost of revenues as well as segment direct costs (including such items as payroll costs and payroll related costs, such as profit sharing, incentive awards and insurance) and excluding general and administrative expenses not attributed to an individual segment business unit. The Company only identifies accounts receivable, vendor prepayments, inventory, goodwill and intangible assets by segment as shown below as "Selected Assets" by segment; it does not allocate its other assets, including capital expenditures by segment. The following segment reporting information of the Company is provided:

	Nine months ended		Three months ended	
	September 30,		September 30,	
	2025	2024	2025	2024
Net Sales:				
Distribution	\$ 439,584	\$ 286,523	\$ 154,413	\$ 111,861
Solutions	19,087	17,324	6,930	7,488
	<u>458,671</u>	<u>303,847</u>	<u>161,343</u>	<u>119,349</u>
Cost of Sales:				
Distribution	\$ 373,737	\$ 235,069	\$ 132,013	\$ 90,304
Solutions	9,497	8,945	3,597	4,788
	<u>383,234</u>	<u>244,014</u>	<u>135,610</u>	<u>95,092</u>
Direct Costs:				
Distribution	\$ 29,944	\$ 23,342	\$ 9,826	\$ 8,430
Solutions	4,708	4,013	1,605	1,330
	<u>34,652</u>	<u>27,355</u>	<u>11,431</u>	<u>9,760</u>
Segment Income: (1)				
Distribution	\$ 35,903	\$ 28,112	\$ 12,574	\$ 13,127
Solutions	4,882	4,366	1,728	1,370
Segment Income	<u>40,785</u>	<u>32,478</u>	<u>14,302</u>	<u>14,497</u>
General and administrative	\$ 14,687	\$ 12,078	\$ 4,795	\$ 4,177
Acquisition related costs	733	1,201	594	609
Depreciation and amortization expense	5,696	2,933	1,976	1,197
Interest, net	562	755	224	198
Foreign currency transaction (loss) gain	(566)	(688)	2	(442)
Change in fair value of acquisition contingent consideration	(1,374)	(1,152)	(860)	(1,152)
Income before taxes	<u>\$ 18,291</u>	<u>\$ 15,181</u>	<u>\$ 6,303</u>	<u>\$ 7,118</u>

(1) Excludes general corporate expenses including acquisition related costs, amortization and depreciation expense, interest, foreign currency transaction (loss) gain, and change in fair value of acquisition contingent consideration.

Selected Assets by Segment:	As of	As of
	September 30, 2025	December 31, 2024
Distribution	\$ 276,632	\$ 394,809
Solutions	22,447	21,882
Segment Select Assets	<u>299,079</u>	<u>416,691</u>
Corporate Assets	77,012	52,488
Total Assets	<u>\$ 376,091</u>	<u>\$ 469,179</u>

Geographic areas and net sales mix related to operations for the three and nine months ended September 30, 2025 and 2024 were as follows. Revenue is allocated to a geographic area based on the location of the sale, which is generally the customer's country of domicile.

	Nine months ended			Three months ended		
	September 30, 2025			September 30, 2025		
	Distribution	Solutions	Total	Distribution	Solutions	Total
Geography						
USA	\$ 345,023	\$ 6,622	\$ 351,645	\$ 125,573	\$ 2,442	\$ 128,015
Europe and United Kingdom	70,222	11,964	82,186	19,816	4,368	24,184
Canada	24,339	501	24,840	9,024	120	9,144
Total net sales	<u>\$ 439,584</u>	<u>\$ 19,087</u>	<u>\$ 458,671</u>	<u>\$ 154,413</u>	<u>\$ 6,930</u>	<u>\$ 161,343</u>
Timing of Revenue Recognition						
Transferred at a point in time where the Company is principal (1)	\$ 402,385	\$ 13,942	\$ 416,327	\$ 143,222	\$ 5,177	\$ 148,399
Transferred at a point in time where the Company is agent (2)	37,199	5,145	42,344	11,191	1,753	12,944
Total net sales	<u>\$ 439,584</u>	<u>\$ 19,087</u>	<u>\$ 458,671</u>	<u>\$ 154,413</u>	<u>\$ 6,930</u>	<u>\$ 161,343</u>
	Nine months ended			Three months ended		
	September 30, 2024			September 30, 2024		
	Distribution	Solutions	Total	Distribution	Solutions	Total
Geography						
USA	\$ 208,462	\$ 6,808	\$ 215,270	\$ 78,012	\$ 3,818	\$ 81,830
Europe and United Kingdom	62,135	9,702	71,837	29,494	3,418	32,912
Canada	15,926	814	16,740	4,355	252	4,607
Total net sales	<u>\$ 286,523</u>	<u>\$ 17,324</u>	<u>\$ 303,847</u>	<u>\$ 111,861</u>	<u>\$ 7,488</u>	<u>\$ 119,349</u>
Timing of Revenue Recognition						
Transferred at a point in time where the Company is principal (1)	\$ 253,027	\$ 10,969	\$ 263,996	\$ 101,561	\$ 5,074	\$ 106,635
Transferred at a point in time where the Company is agent (2)	33,496	6,355	39,851	10,300	2,414	12,714
Total net sales	<u>\$ 286,523</u>	<u>\$ 17,324</u>	<u>\$ 303,847</u>	<u>\$ 111,861</u>	<u>\$ 7,488</u>	<u>\$ 119,349</u>

(1) Includes net sales from third-party hardware and software products.

(2) Includes net sales from third-party maintenance, software support and services.

Geographic identifiable assets related to operations as of September 30, 2025 and December 31, 2024 were as follows.

Identifiable Assets by Geographic Areas	September 30, 2025	December 31, 2024
USA	\$ 225,882	\$ 278,957
Canada	30,479	34,352
Europe and United Kingdom	119,730	155,870
Total	<u>\$ 376,091</u>	<u>\$ 469,179</u>

18. Fair Value Measurements

Fair value is defined under U.S. GAAP 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. A fair value hierarchy has been established for valuation inputs to prioritize the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which is determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1 – observable inputs such as quoted prices for identical instruments traded in active markets.

Level 2 – inputs are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – inputs are generally unobservable and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models and similar techniques.

The Company’s assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of September 30, 2025 and December 31, 2024, respectively, are as follows:

As of September 30, 2025				
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent earn-out	\$ —	\$ —	\$ 3,240	\$ 3,240
Total liabilities	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,240</u>	<u>\$ 3,240</u>
As of December 31, 2024				
Liabilities:				
Contingent earn-out	\$ —	\$ —	\$ 5,896	\$ 5,896
Total liabilities	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5,896</u>	<u>\$ 5,896</u>

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s assumptions based on the best information available. The approach to estimating the contingent earn-out associated with the Company’s business combinations uses unobservable factors such as projected cash flows over the term of the contingent earn-out periods.

The Company's contingent earn-out liability is measured at fair value on a recurring basis and is classified as level 3 within the fair value hierarchy. During the fourth quarter of each year, the Company evaluates goodwill for impairment at the reporting unit level. The Company uses qualitative factors to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a goodwill impairment test. This measurement is classified based on level 3 input.

The following table presents the changes in the Company's level 3 financial instruments measured at fair value on a recurring basis:

Balance December 31, 2024	\$	5,896
Contingent earnout paid		(4,000)
Change in fair value of acquisition contingent consideration		1,374
Discount on escrow reserve		(30)
Translation adjustments		—
Balance September 30, 2025	\$	<u>3,240</u>

During the nine months ended September 30, 2025, the Company made a contingent consideration payment of \$4.0 million in cash related to the acquisition of Spinnakar Limited, which was completed on August 18, 2022. The payment was made based on Spinnakar's achievement of targets outlined in the acquisition agreement.

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

This following information should be read in conjunction with the consolidated financial statements and the notes included in Item 1 of Part I of this Quarterly Report and the audited consolidated financial statements and notes, and Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in the Company's Annual Report on Form 10-K filed with the SEC on for the fiscal year ended December 31, 2024. In addition to historical information, the following discussion contains certain forward-looking information. See "Cautionary Note Regarding Forward-Looking Statements" above for certain information concerning -forward-looking statements.

Overview

Our Company is a value added IT distribution and solutions company, primarily selling software and other third-party IT products and services through two reportable operating segments. Through our "Distribution" segment we sell products and services to corporate resellers, VARs, consultants and systems integrators worldwide, who in turn sell these products to end users. Through our "Solutions" segment we act as a cloud solutions provider and value-added reseller, selling computer software and hardware developed by others and provide technical services directly to end user customers worldwide. We offer an extensive line of products from leading software vendors and tools for virtualization/cloud computing, security, networking, storage and infrastructure management, application lifecycle management and other technically sophisticated domains as well as computer hardware. We market these products through creative marketing communications, including our web sites, local seminars, webinars, social media, direct e-mail, and printed materials.

We have subsidiaries in the United States, Canada, Netherlands, United Kingdom and Ireland, through which sales are made.

Factors Influencing Our Financial Results

We derive most of our net sales through the sale of third-party software licenses, maintenance and service agreements. In our Distribution segment, sales are impacted by the number of product lines we distribute, and sales penetration of those products into the reseller channel, product lifecycle competition, and demand characteristics of the products which we are authorized to distribute. In our Solutions segment, sales are generally driven by sales force effectiveness and success in providing superior customer service and cloud solutions support, competitive pricing, and flexible payment solutions to our customers. Our sales are also impacted by external factors such as levels of IT spending and customer demand for products we distribute.

We sell in a competitive environment where gross product margins have historically declined due to competition and changes in product mix towards products where no delivery of a physical product is required. In addition, we grant discounts, allowances, and rebates to certain customers, which may vary from period to period, based on volume, payment terms and other criteria. To date, we have been able to implement cost efficiencies such as the use of drop shipments, electronic digital interchange and other capabilities to be able to operate our business profitably as gross margins have declined. We evaluate the profitability of our business based on return on equity and effective margin (see discussions below).

Gross profit is calculated as net sales less cost of sales. We record customer rebates, discounts and returns as a component of net sales and record vendor rebates, discounts and returns as a component of cost of sales.

Selling, general and administrative expenses are comprised mainly of employee salaries, commissions and other employee related expenses, facility costs, costs to maintain our IT infrastructure, public company compliance costs and professional fees. We monitor our level of accounts payable, inventory turnover and accounts receivable turnover which are measures of how efficiently we utilize capital in our business.

The Company's sales, gross profit and results of operations have fluctuated and are expected to continue to fluctuate on a quarterly basis as a result of a number of factors, including but not limited to: the condition of the software industry in general, shifts in demand for software products, pricing, industry shipments of new software products or upgrades, fluctuations in merchandise returns, adverse weather conditions that affect response, distribution or shipping, import and export tariffs, shifts in the timing of holidays and changes in the Company's product offerings. The Company's operating expenditures are based on sales forecasts. If sales do not meet expectations in any given quarter, operating results may be materially adversely affected.

Dividend Policy and Share Repurchase Program. Historically we have sought to return value to investors through the payment of quarterly dividends and share repurchases. Total dividends paid and the dollar value of the shares repurchased were \$0.8 million and \$0.3 million, for the three months ended September 30, 2025 and 2024. The payment of future dividends and share repurchases is at the discretion of our Board of Directors and dependent on results of operations, projected capital requirements, and other factors the Board of Directors may find relevant.

Stock Volatility. The technology, distribution and services sectors of the United States stock markets is subject to substantial volatility. Numerous conditions which impact these sectors or the stock market in general or the Company in particular, whether or not such events relate to or reflect upon the Company's operating performance, could adversely affect the market price of the Company's Common Stock. Furthermore, fluctuations in the Company's operating results, announcements regarding litigation, the loss of a significant vendor partner or customer, increased competition, reduced vendor incentives and trade credit, higher operating expenses, and other developments, could have a significant impact on the market price of our Common Stock.

Inflation. We have historically not been adversely affected by inflation, as abrupt changes in technology, rapid changes in customer preferences, short product life cycles and evolving industry standards within the IT industry have generally caused the prices of the products we sell to decline. This requires us to sell new products and have growth in unit sales of existing products in order to increase our net sales. We believe that most price increases could be passed on to our customers, as prices charged by us are not set by long-term contracts; however, as a result of competitive pressure, there can be no assurance that the full effect of any such price increases could be passed on to our customers or cause a reduction in our customers spending.

Financial Overview

Net sales increased 35%, or \$42.0 million, to \$161.3 million for the three months ended September 30, 2025 compared to \$119.3 million for the same period in the prior year. Gross profit increased 6%, or \$1.4 million, to \$25.7 million for the three months ended September 30, 2025, compared to \$24.3 million for the same period in the prior year. Selling, general and administrative ("SG&A") expenses increased 16%, or \$2.3 million, to \$16.2 million for the three months ended September 30, 2025 compared to \$13.9 million for the same period in the prior year. Depreciation and amortization expense increased 65%, or \$0.8 million, to \$2.0 million for the three months ended September 30, 2025 compared to \$1.2 million for the same period in the prior year. Net income decreased 14%, or \$0.8 million, to \$4.7 million for the three months ended September 30, 2025 compared to \$5.5 million for the same period in the prior year. Diluted income per share decreased 14%, or \$0.17 to \$1.02 for the three months ended September 30, 2025 compared to \$1.19 for the same period in the prior year.

Critical Accounting Policies and Estimates

Management's discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements that have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, the Company evaluates its estimates, including those related to product returns, bad debts, inventories, intangible assets, income taxes, stock-based compensation, contingencies and litigation.

The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The Company believes the following critical accounting policies used in the preparation of its consolidated financial statements affect its more significant judgments and estimates.

Revenue

The Company utilizes judgment regarding performance obligations inherent in the products for services it sells including, whether ongoing maintenance obligations performed by third party vendors are distinct from the related software licenses, and allocation of sales prices among distinct performance obligations. These estimates require significant judgment to determine whether the software's functionality is dependent on ongoing maintenance or if substantially all functionality is available in the original software download. We also use judgment in the allocation of sales proceeds among performance obligations, utilizing observable data such as stand-alone selling prices, or market pricing for similar products and services.

Allowances for Expected Credit Losses

The Company maintains allowances for expected credit losses for estimated losses resulting from the inability of its customers to make required payments. Management determines the estimate of the allowance for expected credit losses by considering a number of factors, including historical experience, aging of the accounts receivable, as well as current market conditions and future forecasts of our customers' ability to make payments for goods and services.

Business Combinations

We apply the provisions of ASC 805, Business Combinations ("ASC 805"), in accounting for our acquisitions. ASC 805 requires that we evaluate whether a transaction pertains to an acquisition of assets, or to an acquisition of a business. A business is defined as an integrated set of assets and activities that is capable of being conducted and managed for the purpose of providing a return to investors. Asset acquisitions are accounted for by allocating the cost of the acquisition to the individual assets and liabilities assumed on a relative fair value basis; whereas the acquisition of a business requires us to recognize separately from goodwill the assets acquired and the liabilities assumed at the acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed.

Our valuation of acquired assets and assumed liabilities requires estimates, especially with respect to intangible assets that was derived using valuation techniques and models such as the income approach. Such models require use of estimates including discount rates, and future expected revenue. The approach to estimating an initial contingent consideration associated with the purchase price also uses similar unobservable factors such as projected cash flows over the term of the contingent earn-out period, discounted for the period over which the initial contingent consideration is measured and expected volatility. Based upon these assumptions, the initial contingent consideration is then valued using a Monte Carlo simulation.

We have used third-party qualified specialists to assist management in determining the fair value of assets acquired and liabilities assumed. This includes assistance with the determination of economic useful lives and valuation of identifiable intangibles.

We estimate the fair value based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from our estimates. Estimates associated with the accounting for acquisitions may change as additional information becomes available regarding the assets acquired and liabilities assumed. As a result, during the measurement period, which may be up to one year from the business acquisition date, we record certain adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill.

All acquisition-related costs are accounted for as expenses in the period in which they are incurred. Contingent consideration is remeasured each reporting period using Level 3 inputs, and the change in fair value, including accretion for the passage of time, is recognized in change in fair value of acquisition contingent consideration in the consolidated statement of earnings.

Goodwill

We test goodwill for impairment on an annual basis and between annual tests if an event occurs, or circumstances change, that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company performs an evaluation of goodwill, utilizing either a qualitative or quantitative impairment test. The annual test for impairment is conducted as of October 1. The Company's reporting units included in the assessment of potential goodwill impairment are the same as its operating segments. Goodwill is not amortized but is subject to periodic testing for impairment at the reporting unit level.

In a qualitative assessment, we assess qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. If, after assessing the totality of events or circumstances, we determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the quantitative goodwill impairment test is unnecessary.

If, after assessing the totality of events or circumstances, we determine that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then we perform the quantitative goodwill impairment test. We may also elect the unconditional option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the quantitative goodwill impairment test.

In the quantitative impairment test, we compare the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. Conversely, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

Determining the fair value of a reporting unit is judgmental in nature and requires the use of significant estimates and assumptions, including net sales growth rates, gross profit margins, operating margins, discount rates and future market conditions, among others. Any changes in the judgments, estimates or assumptions used could produce significantly different results.

Intangible Assets

Intangible assets with determinable lives are amortized on a straight-line basis over their respective estimated useful lives, which is determined based on their expected period of benefit or are amortized weighted toward their expected periods of benefit. Intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset's carrying amount over its fair value. In addition, each quarter, the Company evaluates whether events and circumstances warrant a revision to the remaining estimated useful life of each of these intangible assets. If the Company were to determine that a change to the remaining estimated useful life of an intangible asset was necessary, then the remaining carrying amount of the intangible asset would be amortized prospectively over that revised remaining useful life.

Income Taxes

The Company has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance related to deferred tax assets. In the event the Company were to determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to income in the period such determination was made.

Foreign Exchange

The Company's foreign currency exposure relates primarily to international transactions where the currency collected from customers can be different from the currency used to purchase the product. In cases where the Company is not able to create a natural hedge by maintaining offsetting asset and liability amounts in the same currency, it may enter into foreign exchange contracts, typically in the form of forward purchase agreements, to facilitate the hedging of foreign currency exposures to mitigate the impact of changes in foreign currency exchange rates. These contracts generally have terms of no more than three months. The Company does not apply hedge accounting to these contracts and therefore the changes in fair value are recorded in earnings. The Company does not enter into foreign exchange contracts for trading purposes and the risk of loss on a foreign exchange contract is the risk of nonperformance by the counterparties, which the Company minimizes by limiting its counterparties to major financial institutions. The Company recognized an unrealized gain of less than \$0.1 million on contracts outstanding as of September 30, 2025, which is included in foreign currency transaction loss in the Consolidated Statement of Earnings.

Recently Issued Accounting Pronouncements

In September 2025, the FASB issued ASU No. 2025-06, "*Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*". This ASU amends the guidance under ASC 350-40 for internal-use software. The amendments remove referenced to development-stages, clarify when capitalization may begin, and require entities to apply to property, plant and equipment disclosure requirements under ASC 350-10 to capitalize internal-use software costs. The ASU is effective for annual periods beginning after December 15, 2027, and for interim periods within those annual periods. Early adoption of ASU No. 2025-06 is permitted. The Company has performed an initial assessment and currently does not expect the adoption of ASU No. 2025-06 to have a material effect on its financial position, results of operations or cash flows.

In July 2025, the FASB issued ASU No. 2025-05, "*Financial Instruments - Credit Losses (Topic 326): Measurements of Credit Losses for Accounts Receivable and Contract Assets*". The update amends the guidance in ASC 326-20 to introduce a practical expedient when estimating credit losses that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. The amendments apply to current accounts receivable and current contract assets arising from transactions under ASC 606 (Revenue from Contracts with Customers). The amendments are applied prospectively and are effective for annual reporting periods beginning after December 15, 2025, and interim periods within those years. Early adoption of ASU No. 2025-05 is permitted. The Company has evaluated the impact of ASU No. 2025-05 on its accounting policies and internal controls related to its credit-customer receivables. The Company has determined that, given (i) the nature of its receivables (primarily receivables from customers on credit terms), (ii) its historical credit-loss experience and collection patterns, and (iii) its allowance methodology, adoption of ASU No. 2025-05 is not expected to have a material effect on the Company's consolidated financial position.

In November 2024, the FASB issued ASU No. 2024-03, "*Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*". This ASU requires entities to disaggregate expense items in the notes to the financial statements and requires disclosure of specified information related to purchases of inventory, employee compensation, depreciation, and intangible asset amortization. The amendments in this ASU are effective for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027. Companies have the option to apply the guidance either on a retrospective or prospective basis, and early adoption is permitted. The Company is currently evaluating the impact of the ASU on its condensed consolidated financial statements and related disclosures. In January 2025, the FASB issued ASU No. 2025-01, "*Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date*". This ASU amends the effective date of ASU No. 2024-03 to clarify that all public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption of ASU No. 2024-03 is permitted.

In December 2023, the FASB issued ASU No. 2023-09, "*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*". Upon adoption of this ASU, the Company will disclose specific new categories in its income tax rate reconciliation and provide additional information for reconciling items above a quantitative threshold. The Company will also disclose the amount of income taxes paid disaggregated by federal, state, and foreign taxes, and also disaggregated by individual jurisdictions in which income taxes paid were above a threshold. The Company expects these amendments will first be applied in the Company's annual report on Form 10-K for the fiscal year ending December 31, 2025, on a prospective basis.

Results of Operations

The following table sets forth for the periods indicated certain financial information derived from the Company's unaudited condensed consolidated statements of earnings expressed as a percentage of net sales. This comparison of financial results is not necessarily indicative of future results:

	Nine months ended		Three months ended	
	September 30,		September 30,	
	2025	2024	2025	2024
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	83.6	80.3	84.1	79.7
Gross profit	16.4	19.7	15.9	20.3
Selling, general and administrative expenses	10.8	13.0	10.1	11.7
Acquisition related costs	0.2	0.4	0.4	0.5
Depreciation and amortization expense	1.2	1.0	1.2	1.0
Income from operations	4.3	5.4	4.3	7.1
Other income	(0.0)	0.0	0.1	(0.2)
Income before income taxes	4.0	5.0	3.9	6.0
Income tax provision	0.9	1.2	1.0	1.4
Net income	3.1%	3.8%	2.9%	4.6%

Key Business Metrics

GAAP and Non-GAAP Financial Measures

Our management monitors several financial and non-financial measures and ratios on a regular basis in order to track the progress of our business. We believe that the most important of these measures and ratios include net sales, gross profit and net income, in each case based on information prepared in accordance with U.S. GAAP, as well as certain non-GAAP financial measures and ratios which include adjusted EBITDA and adjusted EBITDA as a percentage of gross profit, or effective margin. Generally, a non-GAAP financial measure is a numerical measure of a company's performance or financial position that either excludes or includes amounts that are correspondingly not normally excluded or included in the most directly comparable measure calculated and presented in accordance with U.S. GAAP. Our use of non-GAAP information as analytical tools has limitations, and you should not consider them in isolation or as substitutes for analysis of our financial results reported under U.S. GAAP, as these measures used by management may differ from similar measures used by other companies, even when similar terms are used to identify such measures.

	Nine months ended		Three months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
Net income reconciled to adjusted EBITDA (Non-GAAP):				
Net income	\$ 14,346	\$ 11,620	\$ 4,696	\$ 5,459
Provision for income taxes	3,945	3,561	1,607	1,659
Depreciation and amortization	5,696	2,933	1,976	1,197
Interest expense	226	266	67	105
EBITDA	24,213	18,380	8,346	8,420
Share-based compensation	3,574	2,810	1,078	904
Acquisition related costs	733	1,201	594	609
Change in fair value of acquisition contingent consideration	1,374	1,152	860	1,152
Adjusted EBITDA	<u>\$ 29,894</u>	<u>\$ 23,543</u>	<u>\$ 10,878</u>	<u>\$ 11,085</u>

We define adjusted EBITDA, as net income, plus provision for income taxes, depreciation, amortization, share-based compensation, interest, acquisition related costs and changes in the fair value of contingent considerations. We define effective margin as adjusted EBITDA as a percentage of gross profit. We provided a reconciliation of adjusted EBITDA to net income, which is the most directly comparable U.S. GAAP measure. We use adjusted EBITDA as a supplemental measure of our performance to gain insight into our businesses profitability, operating performance and performance trends, and to provide management and investors a useful measure for period-to-period comparisons by excluding items that management believes are not reflective of our underlying operating performance. Accordingly, we believe that Adjusted EBITDA and effective margin provide useful information to investors and others in understanding and evaluating our operating results. Adjusted EBITDA is also a component to our financial covenants in our credit facility. Our use of adjusted EBITDA has limitations, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under U.S. GAAP. In addition, other companies, including companies in our industry, might calculate adjusted EBITDA, or similarly titled measures differently, which may reduce their usefulness as comparative measures.

Key Operational Metrics

We also use a variety of operating and other information to evaluate the operating performance of our business, develop financial forecasts, make strategic decisions, and prepare and approve annual budgets. Gross billings are the total dollar value of customer purchases of goods and services during the period, net of customer returns and credit memos, sales, or other taxes. Gross billings include the transaction values for certain sales transactions that are recognized on a net basis, and, therefore, include amounts that will not be recognized as revenue. We use gross billings and gross profit as a percentage of gross billings, or gross billings margin, as operational metrics to assess the volume of transactions or market share for our business as well as to understand changes in our accounts receivable and accounts payable. We believe gross billings and gross billings margin will aid investors in the same manner.

	Nine months ended		Three months ended	
	September 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024
Net sales	\$ 458,671	\$ 303,847	\$ 161,343	\$ 119,349
Gross profit	\$ 75,437	\$ 59,833	\$ 25,733	\$ 24,257
Gross profit - Distribution	\$ 65,847	\$ 51,454	\$ 22,400	\$ 21,557
Gross profit - Solutions	\$ 9,590	\$ 8,379	\$ 3,333	\$ 2,700
<u>Non-GAAP Financial Measures:</u>				
Adjusted EBITDA (Non-GAAP)	\$ 29,894	\$ 23,543	\$ 10,878	\$ 11,085
Effective margin % - Adjusted EBITDA (Non-GAAP)	39.6%	39.3%	42.3%	45.7%
<u>Operational Metrics:</u>				
Gross billings	\$ 1,479,750	\$ 1,180,294	\$ 504,600	\$ 465,184
Gross billings - Distribution	\$ 1,412,503	\$ 1,113,575	\$ 481,884	\$ 441,389
Gross billings - Solutions	\$ 67,247	\$ 66,719	\$ 22,716	\$ 23,795
Gross billings margin % - Gross billings	5.1%	5.1%	5.1%	5.2%

We consider gross profit growth and effective margin to be key metrics in evaluating our business. During the three months ended September 30, 2025, gross profit increased 6%, or \$1.4 million, to \$25.7 million compared to \$24.3 million for the same period in the prior year while effective margin decreased to 42.3% compared to 45.7% for the same period in the prior year. During the nine months ended September 30, 2025, gross profit increased 26%, or \$15.6 million, to \$75.4 million compared to \$59.8 million for the same period in the prior year while effective margin increased to 39.6% compared to 39.3% for the same period in the prior year.

Acquisitions

On July 31, 2024, we completed the acquisition of DSS for an aggregate purchase price of approximately \$20.3 million (subject to certain adjustments) plus a potential post-closing earnout payment. The operating results of DSS are included in our operating results from the date of acquisition within our Distribution segment.

Three Months Ended September 30, 2025 Compared to Three Months Ended September 30, 2024

Net Sales and Gross Billings

Net sales for the three months ended September 30, 2025 increased 35%, or \$42.0 million, to \$161.3 million compared to \$119.3 million for the same period in the prior year. Gross billings, an operational metric, for the three months ended September 30, 2025 increased 8%, or \$39.4 million, to \$504.6 million compared to \$465.2 million for the same period in the prior year. Net sales and gross billings increased due to both organic growth from our existing vendor partnerships as well as the impact of the acquisition of DSS. Gross billings increased at a lesser rate than net sales due to differences in the product mix between the two periods. During the three months ended September 30, 2025, gross billings included a greater percentage of hardware and software products, which are recorded on a gross basis, while during the three months ended September 30, 2024, gross billings included a greater percentage of security, maintenance and cloud products, which are recorded net of related cost of sales.

Distribution segment net sales for the three months ended September 30, 2025 increased 38%, or \$42.5 million, to \$154.4 million compared to \$111.9 million for the same period in the prior year. Gross billings for the Distribution segment for the three months ended September 30, 2025 increased 9%, or \$40.5 million, to \$481.9 million compared to \$441.4 million for the same period in the prior year. Net sales increased organically at a greater rate than gross billings increased due to the impact of hardware and software sales recognized during the current period, which are recorded on a gross basis, as well as the impact of the acquisition of DSS.

Solutions segment net sales for the three months ended September 30, 2025, decreased 7%, or \$0.6 million, to \$6.9 million compared to \$7.5 million for the same period in the prior year. Gross billings for the Solutions segment for the three months ended September 30, 2025 decreased 5%, or \$1.1 million, to \$22.7 million compared to \$23.8 million for the same period in the prior year. Net sales decreased at a greater rate than the decrease in gross billings due to differences in the product mix between the two periods in our Solution segment.

The Company had two major customers that accounted for 22% and 14%, respectively, of its total net sales during the three months ended September 30, 2025 and 16% and 13%, respectively, of its total net sales during the three months ended September 30, 2024. The Company had one major vendor that accounted for 13% of total purchases during the three months ended September 30, 2025, compared to no major vendors during the three months ended September 30, 2024.

Gross Profit

Gross profit for the three months ended September 30, 2025 increased 6%, or \$1.4 million, to \$25.7 million compared to \$24.3 million for the same period in the prior year. Gross profit increased due to both organic growth from our existing vendor partnerships as well as the impact of the DSS acquisition.

Distribution segment gross profit for the three months ended September 30, 2025 increased 4%, or \$0.8 million, to \$22.4 million compared to \$21.6 million for the same period in the prior year. The increase reflects the previously noted organic growth from existing vendor partnerships as well as the contribution from the DSS acquisition, partially offset by an increase in early pay discounts and other customer incentives as a percentage of gross billings.

Solutions segment gross profit for the three months ended September 30, 2025 increased 23%, or \$0.6 million, to \$3.3 million compared to \$2.7 million for the same period in the prior year. This increase was driven by higher gross profit margins generated in both North American and Europe.

Customer rebates and discounts for the three months ended September 30, 2025 were \$5.6 million compared to \$3.9 million for the same period in the prior year. Customer rebates and discounts vary based on terms of rebate and early pay discount programs offered to customers and timing of payments ultimately received from our customers.

Vendor rebates and discounts for the three months ended September 30, 2025 were \$3.9 million compared to \$0.8 million for the same period in the prior year. Vendor rebates are dependent on programs offered by our vendors and in some cases reaching certain volume targets set by our vendors or meeting certain early payment programs offered by our vendors. The Company monitors vendor rebate levels, competitive pricing, and gross profit margins carefully.

Selling, General and Administrative Expenses

SG&A expenses for the three months ended September 30, 2025 increased 16%, or \$2.3 million, to \$16.2 million compared to \$13.9 million for the same period in the prior year. This increase was primarily due to the impact of the acquisition of DSS as well as an increase in salaries, commissions and other employees related expenses in support of the increased gross profit. SG&A expenses were 3.2% of gross billings for the three months ended September 30, 2025, compared to 3.0% for the same period in the prior year. The Company expects that its SG&A expenses, as a percentage of gross billings, may vary depending on changes in sales volume, as well as the levels of continuing investments to drive future growth.

Depreciation and Amortization Expense

Depreciation and amortization expense for the three months ended September 30, 2025, increased 65%, or \$0.8 million, to \$2.0 million compared to \$1.2 million for the same period in the prior year, primarily due to the amortization of intangible assets acquired in the DSS acquisition as well as amortization of previously capitalized ERP costs, which amortization commenced in the fourth quarter of 2024 and increased amortization for a vendor relationship acquired through a prior year acquisition. The Company received notice of termination of its distribution agreement from this vendor during the first quarter of 2025 and therefore changed the amortization life of the intangible asset to a shorter period to reflect the expected period of benefits.

Acquisition Related Costs

Acquisition related costs for the three months ended September 30, 2025 and 2024 remained consistent at \$0.6 million, respectively.

Income Taxes

We compute interim period income taxes by applying an anticipated annual effective tax rate to our year-to-date income or loss from operations before income taxes, except for significant unusual or infrequently occurring items and discrete items. As a result, our estimated tax rate is adjusted each quarter. For the three months ended September 30, 2025 and 2024, the Company recorded a provision for income taxes of \$1.6 million and \$1.7 million, respectively. The effective tax rate for the three months ended September 30, 2025 and 2024 was 25.5% and 23.3%, respectively. The effective tax rate for the three months ended September 30, 2025 compared to the same period in the prior year was impacted by changes in the mix of jurisdictions in which taxable income was earned and limitations on the deductibility of certain executive compensation amounts during both periods, as well as a discrete item for the recognition of excess tax benefits related to share-based compensation in income tax expense during the three months ended September 30, 2025. The recognition of excess tax benefit related to share-based compensation in income tax expense resulted in a net tax benefit of \$0.1 million, which reduced our effective tax rate by 1.9% during the three months ended September 30, 2025.

Nine Months Ended September 30, 2025 Compared to Nine Months Ended September 30, 2024**Net Sales and Gross Billings**

Net sales for the nine months ended September 30, 2025 increased 51%, or \$154.8 million, to \$458.6 million compared to \$303.8 million for the same period in the prior year. Gross billings, an operational metric, for the nine months ended September 30, 2025 increased 25%, or \$299.5 million, to \$1,479.8 million compared to \$1,180.3 million for the same period in the prior year. Net sales and gross billings increased due to both organic growth from our existing vendor partnerships as well as the impact of the acquisition of DSS. Gross billings increased at a lesser rate than net sales due to differences in the product mix between the two periods. During the nine months ended September 30, 2025, gross billings included a greater percentage of hardware and software products, which are recorded on a gross basis, while during the nine months ended September 30, 2024, gross billings included a greater percentage of security, maintenance and cloud products, which are recorded net of related cost of sales.

Distribution segment net sales for the nine months ended September 30, 2025 increased 53%, or \$153.1 million, to \$439.6 million compared to \$286.5 million for the same period in the prior year. Gross billings for the Distribution segment for the nine months ended September 30, 2025 increased 27%, or \$298.9 million, to \$1,412.5 million compared to \$1,113.6 million for the same period in the prior year. Net sales increased organically at a greater rate than gross billings increased due to the impact of hardware and software sales recognized during the current period, which are recorded on a gross basis, as well as the impact of the acquisition of DSS.

Solutions segment net sales for the nine months ended September 30, 2025, increased 10% or \$1.8 million, to \$19.1 million compared to \$17.3 million for the same period in the prior year. Gross billings for the Solutions segment for the nine months ended September 30, 2025 increased 1%, or \$0.5 million, to \$67.2 million compared to \$66.7 million for the same period in the prior year. Net sales increased organically at a greater rate than gross billings due to differences in the product mix between the two periods.

The Company had two major customers that accounted for 24% and 13%, respectively, of its total net sales during the nine months ended September 30, 2025 and 17% and 15%, respectively, of its total net sales during the nine months ended September 30, 2024. During the nine months ended September 30, 2025 the Company had no major vendors, compared to one major vendor that accounted for 11% of total purchases during the nine months ended September 30, 2024.

Gross Profit

Gross profit for the nine months ended September 30, 2025 increased 26%, or \$15.6 million, to \$75.4 million compared to \$59.8 million for the same period in the prior year. Gross profit increased due to both organic growth from our existing vendor partnerships as well as the impact of the acquisition of DSS.

Distribution segment gross profit for the nine months ended September 30, 2025 increased 28%, or \$14.3 million, to \$65.8 million compared to \$51.5 million for the same period in the prior year. The increase in Distribution segment gross profit was due to the aforementioned organic growth from our existing vendor partnerships as well as the contribution from the acquisition of DSS, partially offset by higher early pay discounts and other rebates and discounts offered to our customers as a percentage of gross billings.

Solutions segment gross profit for the nine months ended September 30, 2025 increased 14%, or \$1.2 million, to \$9.6 million compared to \$8.4 million for the same period in the prior year. This increase was organically driven by the aforementioned increase in gross billings compared to the same period in the prior year, as well as higher gross profit margins generated in both North America and Europe.

Customer rebates and discounts for the nine months ended September 30, 2025 were \$16.5 million compared to \$10.4 million for the same period in the prior year. Customer rebates and discounts vary based on terms of rebate and early pay discount programs offered to customers and timing of payments ultimately received from our customers.

Vendor rebates and discounts for the nine months ended September 30, 2025 were \$14.1 million compared to \$4.4 million for the same period in the prior year. Vendor rebates are dependent on programs offered by our vendors and in some cases reaching certain volume targets set by our vendors or meeting certain early payment programs offered by our vendors. The Company monitors vendor rebate levels, competitive pricing, and gross profit margins carefully.

Selling, General and Administrative Expenses

SG&A expenses for the nine months ended September 30, 2025 increased 25%, or \$9.9 million, to \$49.3 million compared to \$39.4 million for the same period in the prior year. This increase was primarily due to the impact of the acquisition of DSS as well as an increase in salaries, commissions and other employee related expenses in support of the increased gross profit. SG&A expenses were 3.3% of gross billings for the nine months ended September 30, 2025 and 2024. The Company expects that its SG&A expenses, as a percentage of gross billings, may vary depending on changes in sales volume, as well as the levels of continuing investments to drive future growth.

Depreciation and Amortization Expense

Depreciation and amortization expense for the nine months ended September 30, 2025, increased 94%, or \$2.7 million, to \$5.7 million compared to \$3.0 million for the same period in the prior year, primarily due to the amortization of intangible assets acquired in the DSS acquisition as well as amortization of previously capitalized ERP costs, which amortization commenced in the fourth quarter of 2024 and increased amortization for a vendor relationship acquired through a prior year acquisition. The Company received notice of termination of its distribution agreement from this vendor during the first quarter of 2025 and therefore changed the amortization life of the intangible asset to a shorter period to reflect the expected period of benefits.

Acquisition Related Costs

Acquisition related costs for the nine months ended September 30, 2025 and 2024 were \$0.7 million and \$1.2 million, respectively.

Income Taxes

We compute interim period income taxes by applying an anticipated annual effective tax rate to our year-to-date income or loss from operations before income taxes, except for significant unusual or infrequently occurring items and discrete items. As a result, our estimated tax rate is adjusted each quarter. For the nine months ended September 30, 2025 and 2024, the Company recorded a provision for income taxes of \$3.9 million and \$3.6 million, respectively. The effective tax rate for the nine months ended September 30, 2025 and 2024 was 21.6% and 23.5%, respectively. The change in effective tax rate for the nine months ended September 30, 2025 compared to the same period in the prior year was impacted by a discrete item for the recognition of excess tax benefits related to share-based compensation in income tax expense, changes in the mix of jurisdictions in which taxable income was earned, as well as limitations on the deductibility of certain executive compensation amounts during both periods. The recognition of excess tax benefit related to share-based compensation in income tax expense resulted in a net tax benefit of \$0.8 million, which reduced our effective tax rate by 4.6% during the nine months ended September 30, 2025.

Liquidity and Capital Resources

Our cash and cash equivalents as of September 30, 2025 increased 67%, or \$20.0 million, to \$49.8 million compared to \$29.8 million as of December 31, 2024.

Net cash and cash equivalents provided by operating activities for the nine months ended September 30, 2025 was \$28.5 million, comprised primarily of net income adjusted for non-cash items of \$24.3 million, partially offset by changes in operating assets and liabilities of \$4.2 million.

Net cash and cash equivalents used in investing activities during the nine months ended September 30, 2025 was \$1.7 million, comprised primarily of purchases of fixed assets supporting our recently completed ERP project and new leasehold improvements.

Net cash and cash equivalents used in financing activities during the nine months ended September 30, 2025 was \$8.0 million, comprised of payments of contingent considerations of \$3.6 million, purchases of treasury stock of \$1.7 million, dividend payments on our Common Stock of \$2.3 million and repayments of borrowings under term loan of \$0.4 million.

On May 18, 2023, the Company entered into a revolving credit agreement (the “Credit Agreement”) with JPMorgan Chase Bank, N.A. (“JPM”), providing for a revolving credit facility of up to \$50.0 million, including the issuance of letters of credit and swingline loans not to exceed \$2.5 million and \$5.0 million, respectively, at any time outstanding. In addition, subject to certain conditions enumerated in the Credit Agreement, the Company has the right to increase the revolving credit facility by a total amount not to exceed \$20.0 million. The proceeds of the revolving loans, letters of credit and swingline loans under the Credit Agreement may be used for working capital needs, general corporate purposes and for acquisitions permitted by the terms of the Credit Agreement. All outstanding loans issued pursuant to the Credit Agreement become due and payable, on May 18, 2028. There were no amounts outstanding under the Credit Agreement as of September 30, 2025.

On April 8, 2022, the Company entered into a \$2.1 million term loan (the “Term Loan”) with First American Commercial Bancorp, Inc. (“First American”) pursuant to a Master Loan and Security Agreement. The proceeds from the Term Loan was used to fund certain capital expenditures. The borrowing under the Term Loan bears interest at a rate of 3.73% per annum and is being repaid over forty-eight monthly installments of principal and interest through April 2026. As of September 30, 2025, the Company had \$0.3 million outstanding under the Term Loan.

In connection with the acquisition of Data Solutions, which was completed October 6, 2023, the Company acquired an IDF that was with recourse to the Company. Data Solutions had previously entered into the IDF with AIB pursuant to a Debt Purchase Agreement. The Company subsequently terminated the IDF during the year ended December 31, 2024. The proceeds from the IDF were used for working capital needs of Data Solutions. Borrowings under the IDF were based on accounts receivable up to 80% of the outstanding accounts receivable balance. The discount rate under the IDF was equal to 2.5% above AIB's applicable lending rates that varied based on the currency of the accounts receivable.

We anticipate that our working capital needs will increase as we invest in the growth of our business. We believe that the funds held in cash and cash equivalents and our unused borrowings under our Credit Agreement will be sufficient to fund our working capital and cash requirements for at least the next 12 months. Our uses of cash beyond the next 12 months will depend on many factors, including the general economic environment in which we operate and our ability to generate cash flow from operations, which we are uncertain but include funding our operations and additional capital expenditures. We continuously evaluate our liquidity and capital resources, including access to external capital, to ensure we can finance our longer-term capital requirements.

Foreign Exchange

The Company's foreign subsidiaries are subject to changes in demand or pricing resulting from fluctuations in currency exchange rates or other factors. We are subject to fluctuations primarily in the Canadian Dollar, Euro Dollar and British Pound-to-U.S. Dollar exchange rate.

Off-Balance Sheet Arrangements

As of September 30, 2025, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated under the Securities Act of 1934, as amended.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk in the ordinary course of our business. This market risk is principally limited to changes in foreign currency exchange rates.

We conduct international operations in Canada, the United Kingdom and throughout Europe. Our results of operations are subject to both foreign currency transaction risk and currency translation risk. We have foreign currency transaction risk when transactions are not denominated in our subsidiaries' functional currency, which include purchases and sales of the products and services we provide. With respect to currency translation risk, our financial condition and results of operations are measured and recorded in the relevant functional currency and then translated into U.S. dollars for inclusion in our condensed consolidated financial statements. In recent years, exchange rates between these foreign currencies and the U.S. dollar have fluctuated significantly and may do so in the future.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. We maintain "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that material information relating to us is made known to the officers who certify as to our financial reports and to other members of senior management and the Board of Directors. These disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports that are filed or submitted under the Exchange Act, are recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

As required by Rule 13a-15(b) under the Exchange Act, our management carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report. This evaluation was carried out under the supervision and with the participation of various members of our management, including our Company's Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial and accounting officer). Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective, as of the end of the period covered by this Quarterly Report, to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There has been no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) under the Exchange Act, that occurred during the three months ended September 30, 2025, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The nature of our business exposes the Company and its subsidiaries to the risk of claims and litigation in the normal course of business. Other than routine litigation arising out of the ordinary course of business, we are not presently subject to any material litigation nor, to our knowledge, is any material litigation threatened against us.

Item 1A. Risk Factors

You should carefully consider the risks described in "Item 1A. Risk Factors" in Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as our business, financial condition and results of operations could be adversely affected by any of the risks and uncertainties described therein. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth the repurchase of Common Stock by the Company and its affiliated purchasers during the third quarter of 2025.

ISSUER PURCHASE OF EQUITY SECURITIES

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Average Price Paid Per Share	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs (2)
July 1, 2025 - July 31, 2025	—	\$ —	—	\$ —	545,786
August 1, 2025 - August 31, 2025	—	\$ —	—	\$ —	545,786
September 1, 2025 - September 30, 2025	—	\$ —	—	\$ —	545,786
Total	—	\$ —	—	\$ —	545,786

- (1) Does not include 15,216 shares surrendered, or deemed surrendered, to the Company by employees to satisfy individual tax withholding obligations upon vesting of previously issued Restricted Stock Units.
- (2) For the quarter ended September 30, 2025, we did not repurchase any shares of our Common Stock under our share repurchase plans referred to in footnote (3) below.
- (3) On December 3, 2014, the Board of Directors of the Company approved an increase of 500,000 shares of Common Stock to the number of shares of Common Stock available for repurchase under its repurchase plans. On February 2, 2017, the Board of Directors of the Company approved an increase of 500,000 shares of Common Stock to the number of shares of Common Stock available for repurchase under its repurchase plans. The Company expects to purchase shares of its Common Stock from time to time in the market or otherwise subject to market conditions. The timing, number and value of shares of Common Stock repurchased are subject to the Company's discretion. The Common Stock repurchase program does not have an expiration date.

Item 5. Other Information

Rule 10b5-1 Trading Plans

During the three months ended September 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Item 408 of Regulation S-K.

Item 6. Exhibits

Exhibit No.	Description of Exhibit	Form	Incorporated by Reference		
			Exhibit or Annex	Filing Date	File Number
3.1	Amended and Restated Certificate of Incorporation of the Company.	10-K	3.1	March 11, 2025	000-26408
3.1(a)	Certificate of Amendment of Restated Certificate of Incorporation of the Company.	10-Q	3.1(a)	November 3, 2006	000-26408
3.1(b)	Certificate of Amendment of Restated Certificate of Information of the Company.	8-K	3.1	October 27, 2022	000-26408
3.2	Amended and Restated Bylaws of the Company.	8-K	3.1	December 8, 2022	000-26408
31.1*	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of Dale Foster, the Chief Executive Officer of the Company.				
31.2*	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, of Matthew Sullivan, the Chief Financial Officer of the Company.				
32.1#	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Dale Foster, the Chief Executive Officer of the Company.				
32.2#	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Matthew Sullivan, the Chief Financial Officer of the Company.				
101	The following financial information from Climb Global Solutions, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, filed with the SEC on October 30, 2025, formatted in Inline XBRL (Extensible Business Reporting Language) includes: (1) Condensed Consolidated Balance Sheets, (2) Condensed Consolidated Statements of Income, (3) Condensed Consolidated Statements of Stockholders' Equity, (4) Condensed Consolidated Statements of Comprehensive Income, (5) Condensed Consolidated Statements of Cash Flows, and (6) the Notes to the Unaudited Condensed Consolidated Financial Statements.				
104	Cover Page Interactive Data File – The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				
*	Filed herewith				
#	Furnished herewith. This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.				

SIGNATURES

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

CLIMB GLOBAL SOLUTIONS, INC

October 30, 2025
Date

By: /s/ Dale Foster
Dale Foster, Chief Executive Officer (Principal Executive Officer)

October 30, 2025
Date

By: /s/ Matthew Sullivan
Matthew Sullivan, Chief Financial Officer (Principal Financial and Accounting Officer)

CERTIFICATION

I, Dale Foster, certify that:

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

Date: October 30, 2025

/s/ Dale Foster

Dale Foster
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Matthew Sullivan, certify that:

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

Date: October 30, 2025

/s/ Matthew Sullivan

Matthew Sullivan
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Climb Global Solutions, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Dale Foster, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Dale Foster

Dale Foster
Chief Executive Officer
(Principal Executive Officer)
October 30, 2025

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Climb Global Solutions, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Matthew Sullivan, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Matthew Sullivan

Matthew Sullivan
Chief Financial Officer
(Principal Financial and Accounting Officer)
October 30, 2025

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by Company and furnished to the Securities and Exchange Commission or its staff upon request.