

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended JUNE 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_ to \_\_\_

Commission file number 1-2299

**APPLIED INDUSTRIAL TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of incorporation or organization)

1 Applied Plaza Cleveland  
(Address of Principal Executive Offices)

Ohio

(216) 426-4000

Registrant's telephone number, including area code

34-0117420  
(I.R.S. Employer Identification No.)

44115  
(Zip Code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, without par value	AIT	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.1D-1(b).

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter (December 31, 2023): \$6,623,721,000.

The registrant had outstanding 38,358,730 shares of common stock as of August 2, 2024.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual meeting of shareholders of Applied Industrial Technologies, Inc., to be held October 22, 2024, are incorporated by reference into Parts II, III, and IV of this Form 10-K.

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CAUTIONARY STATEMENT UNDER PRIVATE SECURITIES LITIGATION REFORM ACT

This report, including the documents incorporated by reference, contains statements that are forward-looking, based on management's current expectations about the future. Forward-looking statements are often identified by qualifiers such as "guidance," "expect," "believe," "plan," "intend," "will," "should," "could," "would," "anticipate," "estimate," "forecast," "may," "optimistic" and derivative or similar words or expressions. Similarly, descriptions of our objectives, strategies, plans, or goals are also forward-looking statements. These statements may discuss, among other things, expected growth, future sales, future cash flows, future capital expenditures, future performance, and the anticipation and expectations of Applied Industrial Technologies, Inc. ("Applied") and its management as to future occurrences and trends. Applied intends that the forward-looking statements be subject to the safe harbors established in the Private Securities Litigation Reform Act of 1995 and by the Securities and Exchange Commission in its rules, regulations, and releases.

Readers are cautioned not to place undue reliance on forward-looking statements. All forward-looking statements are based on current expectations regarding important risk factors, many of which are outside Applied's control. Accordingly, actual results may differ materially from those expressed in the forward-looking statements, and the making of those statements should not be regarded as a representation by Applied or another person that the results expressed in the statements will be achieved. In addition, Applied assumes no obligation publicly to update or revise forward-looking statements, whether because of new information or events, or otherwise, except as may be required by law.

Applied believes its primary risk factors include, but are not limited to, those identified in the following sections of this annual report on Form 10-K: "Risk Factors" in Item 1A; "Narrative Description of Business," in Item 1, section (c); and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7. PLEASE READ THOSE DISCLOSURES CAREFULLY.

PART I

ITEM 1. BUSINESS.

In this annual report on Form 10-K, "Applied" refers to Applied Industrial Technologies, Inc., an Ohio corporation. References to "we," "us," "our," and "the Company" refer to Applied and its subsidiaries.

We are a leading distributor and solutions provider of industrial motion, power, control, and automation technologies. Through our comprehensive network of approximately 6,500 employee associates and approximately 590 facilities including service center, fluid power, flow control, and automation operations, as well as repair shops and distribution centers, we offer a selection of more than 9.1 million stock keeping units with a focus on industrial bearings, power transmission products, fluid power components and systems, specialty flow control, and advanced factory automation solutions. We market our products with a set of service solutions including inventory management, engineering, design, assembly, repair, and systems integration, as well as customized mechanical, fabricated rubber, and shop services. Our customers use our products and services for both MRO (maintenance, repair, and operating) and OEM (original equipment manufacturing) applications across a variety of end markets primarily in North America, as well as Australia, New Zealand, Singapore, and Costa Rica. Headquartered in Cleveland, Ohio, Applied and its predecessor companies have engaged in business since 1923.

Our internet address is [www.applied.com](http://www.applied.com). The following documents are available via hyperlink from the investor relations area of our website:

- Applied's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, together with Section 16 insider beneficial stock ownership reports - these documents are posted as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission
- Applied's Code of Business Ethics
- Applied's Board of Directors (our "Board" or "Board of Directors") Governance Principles and Practices
- Applied's Director Independence Standards
- Charters for the Audit, Corporate Governance & Sustainability, and Executive Organization & Compensation Committees of Applied's Board of Directors

The information available via hyperlink from our website is not incorporated into this annual report on Form 10-K.

**GENERAL DEVELOPMENT OF BUSINESS**

Information regarding developments in our business can be found in Item 7 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." This information is incorporated here by reference.

**VALUE PROPOSITION**

We serve a segment of the industrial market that requires technical expertise and service given that our products and solutions are directly tied to companies' production process, efficiency initiatives, and most critical operating assets. As such, we believe we are integral to our customers' supply chains considering the critical nature and direct exposure that our solutions have on our customers' core production equipment and plant capabilities. While we compete with other distributors and service providers offering products and solutions addressing this area of the industrial supply chain, we believe our industry position and value proposition benefits from relative advantages tied to the following key attributes:

- 1) Technical expertise in motion control technologies and related service offerings
- 2) Extensive knowledge of customer's facility and production equipment
- 3) Broad in-stock product offering, inventory availability, and repair capabilities
- 4) Tenured relationships with industrial customers and leading suppliers
- 5) Scale and proximity of our service center network relative to customer facilities
- 6) Leading positions in engineered fluid power and flow control solutions
- 7) Advanced capabilities in automation solutions and smart technologies
- 8) Talent acquisition and development of technically-oriented sales associates, engineers, and service personnel
- 9) Business systems and distribution capabilities
- 10) Complementary offerings including indirect consumable supply inventory management

We focus on helping customers minimize their production downtime, improve machine performance, and reduce overall procurement and maintenance costs, as well as optimize the efficiency and safety of their facilities and equipment. A primary focus for our service center network is responding to a critical "break-fix" situation, which

requires knowledge of a customer's facility, localized inventory, timely delivery capabilities, service execution, and accountability. In addition, our fluid power, flow control, and automation operations design, engineer, and integrate solutions focused on making a customer's operations and equipment more productive, cost and energy-efficient, and automated. We believe our products and solutions are increasingly critical within the industrial supply chain given increased manufacturing activity in the U.S., reshoring or localization of supply chains across North America, a greater focus on supply chain resiliency following the pandemic, an aging and tighter customer labor force, more sophisticated production equipment and processes, a greater focus on plant floor optimization, and compliance and regulatory requirements.

#### INDUSTRY AND COMPETITION

We primarily compete within North America which we believe offers significant growth potential given our industry position, established distribution and sales network, market fragmentation, and customer technical requirements, as well as opportunities tied to greater demand for automation and smart technologies across the industrial sector. In addition, we believe reshoring and localization of supply chains, required infrastructure investments, and a greater focus on energy efficiency will be meaningful growth catalysts in years to come. Growth within our industry is influenced by broader industrial production and capacity utilization, as well as inflation, labor dynamics, capital spending, geopolitical events, factory optimization initiatives, changes in industrial equipment technologies, and supply chain requirements.

The broader industrial distribution market is highly fragmented with participants varying in size, product focus, and capabilities. Our principal competitors are specialist and general line distributors of bearings, power transmission products, fluid power components and systems, flow control solutions, industrial rubber products, linear motion components, and automation solutions, and, to a lesser extent, providers of tools, safety products, and other industrial and maintenance supplies. These competitors include local, regional, national, and multinational operations. We also compete with original equipment manufacturers and integrators. The identity and number of our competitors vary throughout the geographic, industry, and product markets we serve.

#### STRATEGIC GROWTH AND OPERATIONAL OPPORTUNITIES

- **Optimize operations and capture market share across our core service center network.** Our network of service centers located close to industrial companies allows us to respond quickly and effectively to critical MRO situations involving direct production infrastructure and industrial equipment. We believe our technical domain expertise and access to core industrial equipment across our customers' facilities puts us in a leading position to support their technical MRO and production requirements. These requirements are elevated industry-wide given aged industrial production assets, increased focus on energy efficient equipment, more sophisticated industrial production processes, customer labor constraints, and increased manufacturing activity across North America. In addition, we continue to deploy initiatives to further enhance our capabilities across our service center network and gain market share. These include investments in analytics, strategic account penetration, sales process optimization, greater shop and conveyance capabilities, talent development, and digital channel solutions, as well as fully leveraging and cross-selling our expanded product and engineered solutions across fluid power, flow control, automation, and consumables solutions.
- **Extend our leading fluid power and flow control position as demand for comprehensive solutions grows.** We provide innovative fluid power and flow control solutions including systems design and engineering, electronic control integration, software programming, valve actuation, compliance consulting, fabrication and assembly, and dedicated service and repair. Demand for these solutions is increasing across a variety of industrial, off-highway mobile, technology, and process related applications given a greater focus on power consumption, plant efficiency and automation, emissions control, electrification, remote monitoring, advancements in machining, regulatory and compliance standards, and data analytics. In addition, our flow control operations are benefiting from our customers' decarbonization and energy transition efforts in which we see a notable and sustainable long-term opportunity. This includes technical support for the configuration, assembly, and testing of process systems used for carbon capture utilization and storage, as well as producing alternative fuel sources. Further, we believe our service and engineering capabilities, shop network, and supplier relationships, combined with our software coding and smart technology application knowledge, are key competitive advantages. We see opportunities to leverage these advantages across new and underserved geographies, as well as through new commercial solutions that could drive a greater share gain of this market opportunity in coming years.
- **Expand automation platform and continue to grow around emerging industrial technologies.** We are expanding our position and capabilities focused on advanced factory automation and smart technologies that optimize and connect customers' industrial supply chains. We believe we have a favorable position to capture

this addressable market given our technical product focus, service capabilities, embedded customer relationships and knowledge across direct production infrastructure and equipment, and existing supplier relationships. Following several business acquisitions made in recent years, we now offer products and solutions focused on the design, assembly, integration, and distribution of machine vision, robotics, digital networking, and motion control technologies. Our emerging growth across these areas is diversifying our end-market exposure with greater penetration into technology, life sciences, logistics, and food and beverage industries. We expect to continue to expand our automation footprint and capabilities in coming years, as well as pursue opportunities tied to the Industrial Internet of Things (IIoT). We believe this market potential could be meaningful as technology continues to converge within traditional industrial supply chains and end-markets.

- **Leverage portfolio breadth to cross-sell and capture new growth opportunities.** Through various acquisitions and internal initiatives, we have expanded the breadth of technical products and solutions we offer to customers. From flow control products supporting process maintenance to emerging robotic technologies addressing labor and safety initiatives at our customers' facilities, the full suite of technical solutions we offer today is meaningful to our value proposition. We believe our expanded solutions portfolio, scale, and technical expertise is enhancing our cross-selling opportunity and share gain potential as customers continue to consolidate their spend with more capable distributors. Considering the embedded customer base across our legacy service center network, and addressable market of approximately \$80 billion and growing, we believe our cross-selling initiative represents a significant long-term growth opportunity. This includes accelerating our ability to expand with strategic accounts and penetrate faster growing market verticals such as food & beverage, semiconductor, datacenters, life sciences, pharmaceutical, power generation, and alternative energy.
- **Execute ongoing operational initiatives supporting margin expansion.** We have a number of initiatives focused on driving operational improvements throughout the organization. Systems investments in recent years including common enterprise resource planning platforms are supporting opportunities in leveraging shared services, refining our sales management process, and standardizing pricing and sourcing functions, while we continue to optimize our shop and distribution network and analytics. We also remain focused on achieving margin synergies across our operations following expansion into flow control and automation. This includes enhanced pricing functions, leveraging vendor procurement, freight savings, and refined cost management. In addition, as our growth profile and operating efficiencies have strengthened, we are seeing a greater level of operating leverage through a cycle. Combined with growth in more profitable areas of our business and our history of cost accountability, we see ongoing opportunity to optimize our margin profile and cash generation in coming years.
- **Pursue value-creating acquisitions to supplement growth and strengthen industry position.** We expect to pursue additional acquisitions aligned with our growth strategy and long-term financial targets. We view acquisitions as an important growth opportunity given high fragmentation, greater operational and technical requirements, and supplier authorizations within the markets we serve. We believe our sourcing strategy, cash generation capabilities, industry relationships, and operational discipline are key to our acquisition success. In addition, dedicated corporate teams and related support functions provide strategic oversight of critical work streams and integration execution, which we believe enhances our ability to capture synergistic value. Over the near to intermediate-term, our acquisition priorities are focused on continuing to expand our current offerings including the ongoing expansion of our Engineered Solutions segment, while further enhancing our technical differentiation and value-added service capabilities.

#### OPERATIONS

Our distribution and sales network consists of approximately 440 locations in our Service Center Based Distribution segment and approximately 150 locations in our Engineered Solutions segment. This includes service centers, distribution centers, and facilities tied to our fluid power, flow control, and automation operations. Our service centers resemble local inventory hubs located in close proximity to our customers and focused primarily on technical MRO related fulfillment and service needs. Our fluid power, flow control, and automation locations support technical and shop-oriented services integral to the more specialized and integrated nature of the products and solutions they provide. Other operations and channels through which we market include inventory management services for indirect consumable supplies and digital solutions including our Applied.com website, electronic data interchange (EDI) and other electronic interfaces with customers' technology platforms and plant maintenance systems.

Our distribution centers provide daily service to our service centers, helping replenish inventories and shipping products directly to customers where appropriate. An efficient supply chain and timely delivery of our products is vital to our value proposition particularly when customers require products for emergency repairs. We utilize dedicated third-party transportation providers and our own delivery vehicles, as well as surface and air common

carrier and courier services. Customers may also pick up items at our service centers. We maintain product inventory levels at each service center tailored to the local market. These inventories consist of standard items as well as other items specific to local customer demand.

Our operations are primarily based in the U.S. where 88% of our fiscal 2024 sales were generated. We also have international operations, the largest of which is in Canada (6% of fiscal 2024 sales) with the balance (6% of fiscal 2024 sales) in Mexico, Australia, New Zealand, Singapore, and Costa Rica.

#### **SUPPLIERS**

We are a leading distributor of products including bearings, power transmission products, engineered fluid power components and systems, specialty flow control solutions, advanced automation products, industrial rubber products, linear motion components, tools, safety products, and other industrial and maintenance supplies.

These products are generally supplied to us by manufacturers whom we serve as a non-exclusive distributor. The suppliers also may provide us product training, as well as sales and marketing support. Authorizations to represent particular suppliers and product lines vary by geographic region, particularly for our fluid power, flow control, and automation businesses. We believe our supplier relationships are generally good, and many have existed for decades. The disruption of relationships with certain suppliers, or the disruption of their operations, could adversely affect our business.

Our product suppliers typically confine their direct sales activities to large-volume transactions, mainly with large original equipment manufacturers. The suppliers generally do not sell maintenance and repair products directly to the customer, but instead refer the customer to us or another distributor.

#### **MARKETS**

We purchase from thousands of product manufacturers and resell the products to thousands of customers in a wide variety of industries, including food processing, cement, chemicals and petrochemicals, fabricated metals, forest products, industrial machinery and equipment, life sciences, mining, oil and gas, primary metals, technology, transportation, and utilities, as well as to government entities. Customers range from very large businesses, with which we may have multiple-location relationships, to very small ones. We are not significantly dependent on a single customer or group of customers, the loss of which would have a material adverse effect on our business as a whole, and no single customer accounts for more than 5% of our fiscal 2024 sales.

#### **SERVICES**

We believe part of our success, differentiation, and competitive advantage is attributable to the comprehensive set of services and solutions we provide, which we view as critical given the technical nature and application of our core product offering of motion, power, control, and automation technologies. The foundation of our service capabilities lies with our technically-oriented associate team, which includes engineers, industry segment specialists, mechanics, technicians, fluid power specialists, as well as our systems, shop network, and supplier relationships. We believe knowledge and service capabilities relating to our core product offering are increasingly needed across our customer base given skilled labor constraints within their operations, maintenance requirements, and more sophisticated plant equipment and processes. Our services and solutions help customers minimize production downtime, improve machine performance, expand their engineering capabilities, and reduce overall procurement and maintenance costs. By providing high levels of service, product and industry expertise, and technical support, while at the same time offering product breadth and competitive pricing, we believe we develop stronger, longer-lasting, and more profitable customer relationships. See the Reportable Segments section below for more detail on the various service solutions we provide to customers.

#### **REPORTABLE SEGMENTS**

We report results of operations in two segments: 1) Service Center Based Distribution, and 2) Engineered Solutions. In fiscal 2024, our Service Center Based Distribution segment represented 68% of our total sales, while our Engineered Solutions segment represented 32% of our total sales.

**Service Center Based Distribution.** Our Service Center Based Distribution segment includes our MRO distribution operations across North America, Australia, and New Zealand. This business operates through local service centers and distribution centers with a focus on providing products and services addressing the maintenance and repair of motion control infrastructure and production equipment. Products primarily include industrial bearings, motors, belting, drives, couplings, pumps, linear motion products, hydraulic and pneumatic components, filtration supplies, and hoses, as well as other related supplies for general operational needs of customers' machinery and equipment.

Service center locations are stocked with product inventory tailored to each local market and staffed with customer sales and service representatives, and account managers, as well as product and industry specialists. Customer sales and service representatives receive, process, and expedite customer orders, provide product information, and assist account managers in serving customers. Account managers make onsite calls to customers to provide product information, identify customer requirements, make recommendations, and assist in implementing equipment maintenance and storeroom management programs. Industry specialists assist with product applications in their areas of expertise. Service centers market product offerings with a suite of services that create additional value for the customer. This includes onsite training, product fabrication and repair, and inventory management solutions. We also provide analysis and measurement of productivity improvement and cost savings potential from these services through our Applied Documented Value-Added® (DVA®) reports.

The segment includes operations focused on certain end markets and indirect consumable supplies through vendor managed inventory solutions, as well as regional fabricated rubber shops and service field crews, which install, modify, and repair conveyor belts and rubber linings, and make hose assemblies in accordance with customer requirements.

**Engineered Solutions.** Our Engineered Solutions segment includes our operations that specialize in distributing, engineering, designing, integrating, and repairing hydraulic and pneumatic fluid power technologies, and engineered flow control products and services. We believe we are the largest distributor and solutions provider of fluid power and industrial flow control products and solutions in the U.S. The segment also includes our operations that focus on advanced automation solutions, including machine vision, robotics, motion control, and smart technologies.

Our fluid power operations offer products and services primarily used within industrial, off-highway mobile, and technology applications. Fluid power products include hydraulic and pneumatic technologies using liquids and gases to transmit power, typically in smaller spaces than other forms of power transmission. Hydraulic products offer high power to weight ratios, high torque at low speeds, and power reliability, while pneumatic products are focused on lightweight applications in need of speed and precision. Our fluid power products and solutions are commonly used for off-highway equipment, heavy industrial equipment and machines at factories, marine and offshore equipment, factory automation, food processing equipment, packaging operations, and downstream energy process systems. Operations are supported by a team of certified fluid power specialists, mechanics, technicians, and engineers that provide technical services ranging from system design and integration, electronic control integration, hydraulic assemblies, repair and rebuild, manifold design and assembly, customized filtration solutions, software programming and repair, hydraulic system retrofits, and integration of autonomous and electrification features.

Our specialty flow control operations provide highly engineered process flow control products, solutions, and services. Products include pumps, valves, fittings, hoses, process instrumentation, actuators, and filtration supplies which are used to control the flow of liquids and gases in mission-critical industrial applications. Our flow control products and services are focused on MRO related applications; OEMs; and engineering, procurement, and construction (EPC) firms across a variety of industries including chemicals, steel, power, oil and gas, pulp and paper, life sciences, pharmaceuticals, food and beverage, and general industrials. Similar to our fluid power operations, our flow control offering includes technical service capabilities such as flow control systems integration, repair services, valve actuation, process instrumentation, pipe and hose fabrication, and compliance consulting. Our flow control solutions are increasingly used in applications tied to required infrastructure for decarbonization initiatives, including providing technical support for the configuration, assembly, and testing of process systems.

Our advanced automation operations provide solutions focused on the design, assembly, integration, and distribution of machine vision, collaborative robots, mobile robots, RFID, industrial networking, and machine learning technologies for OEMs, machine builders, integrators, and other industrial and technology end users. Products and solutions are marketed across a variety of industries including technology, medical, life sciences, biotechnology, data centers, food and beverage, logistics, consumer, and general industrial. Our automation business helps customers develop, produce, and integrate machine and facility automation solutions using comprehensive technology and application knowledge. A core element of our strategy and value proposition within automation is our value-added and engineered solution capabilities, enabling us to provide in-depth consultative, design, engineering, assembly, testing, and support services for various customer requirements.

**HUMAN CAPITAL**

We attribute our business success to talented, dedicated employee associates who live our Core Values of integrity, respect, customer focus, commitment to excellence, accountability, innovation, continuous improvement, and teamwork.

At June 30, 2024, we had approximately 6,500 associates across seven countries, with geographic and segment counts as follows:

Country	Associates	Segment	Associates
United States	4,950	Service Center Based Distribution	4,150
Canada	650	Engineered Solutions	2,050
Other Countries	900	Other	300

**Associate Development.** We strive to attract, retain, and develop a diverse group of high-performing associates, empowering them to achieve their potential and providing them opportunities to test their skills, increase their responsibilities, and advance their careers. Applied's commitment to associate development is reflected in our investments in a learning management system (offering a wide array of internal facilitated training courses, supplier product training, and other third-party courses), a modern social learning platform, and in-person training through which associates can continually expand their knowledge base and position themselves to achieve their professional goals. During fiscal 2024, we also expanded our efforts to provide managers with the tools they need to help identify and provide resources on associate mental health needs.

**Compensation and Benefits.** We seek to provide competitive compensation and benefits in order to help attract and retain high quality associates. In the U.S., Applied offers comprehensive benefits with choices to fit our associates' varied needs, including the following: medical, dental, vision, and prescription drug insurance; short and long-term disability benefits; life insurance plans; a Section 401(k) retirement savings plan with company match; paid vacations and holidays; incentive programs in support of our pay for performance culture; an employee assistance program; and an educational reimbursement program.

**Diversity and Inclusion.** We are committed to a diverse and inclusive workplace that is respectful to all associates and believe this serves as a cornerstone for a strong company. We employ multiple initiatives to recruit, train, and advance diverse associates.

**Health and Safety.** Applied is also committed to the safety and well-being of our associates. In the U.S., all associates are required to complete specific assigned online training courses annually, which include offerings on workplace safety hazards and vehicle safety. In addition, role-specific training is assigned based on the types of hazards associates may face while carrying out their job function, such as training modules on operating in confined spaces, forklift operation, and lockout/tagout procedures. Our U.S. associates completed almost 5,000 safety training courses during the fiscal year, helping to raise awareness of workplace risks.

**SEASONALITY**

Our business has exhibited minor seasonality. In particular, sales per day during the first half of our fiscal year have historically been slightly lower than the second half due, in part, to the impact of customer plant shutdowns, summer vacations and holidays.

**PATENTS, TRADEMARKS, TRADE NAMES, AND LICENSES**

Customer recognition of our service marks and trade names, including Applied Industrial Technologies®, Applied®, and AIT®, is an important contributing factor to our sales. Patents and licenses are not of material importance to our business.

**RAW MATERIALS AND GENERAL BUSINESS CONDITIONS**

Our operations are dependent on general industrial and economic conditions. We would be adversely affected by the unavailability of raw materials to our suppliers, prolonged labor disputes experienced by suppliers or customers, or by events or conditions that have an adverse effect on industrial activity generally in the markets we serve or on key customer industries.

**ENVIRONMENTAL LAWS**

We believe that compliance with government regulations relating to the discharge of materials into the environment or otherwise relating to environmental protection will not have a material adverse effect on our capital expenditures, earnings, or competitive position.

**ITEM 1A. RISK FACTORS.**

In addition to other information set forth in this report, you should carefully consider the following factors that could materially affect our business, financial condition, or results of operations. The risks described below are not the only risks facing the Company. Certain risks are identified below in Item 7 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." This information is incorporated here by reference. Additional risks not currently known to us, risks that could apply broadly to all issuers, or risks that we currently deem immaterial, may also impact our business and operations. Risks can also change over time. Further, the disclosure of a risk should not be interpreted to imply that the risk has not already materialized.

**ECONOMIC AND INDUSTRY RISKS**

*Our business depends heavily on the operating levels of our customers and the factors that affect them, including general economic conditions.* The markets for our products and services are subject to conditions or events that affect demand for goods and materials that our customers produce. Consequently, demand for our products and services has been and will continue to be influenced by most of the same factors that affect demand for and production of customers' goods and materials.

When customers or prospective customers reduce production levels because of lower demand, increased supply, higher costs, supply chain or labor market disruptions, tight credit conditions, unfavorable currency exchange rates, adverse trade policies, foreign competition, other competitive disadvantage, offshoring of production, geopolitical instability, or other reasons, their need for our products and services diminishes. Selling prices and terms of sale come under pressure, adversely affecting the profitability and the durability of customer relationships, and credit losses may increase. Inventory management becomes more difficult in times of economic uncertainty. Volatile economic and credit conditions also make it more difficult for us, as well as our customers and suppliers, to forecast and plan future business activities.

*Supply chain disruptions could adversely affect our results of operations and financial condition.* Our supply chain, including transportation availability, staffing, and cost, could be disrupted by natural or human-induced events or conditions, such as power or telecommunications outage, security incident, terrorist attack, war, other geopolitical events, public health emergency, earthquake, extreme weather events, fire, flood, other natural disasters, transportation disruption, labor actions, including strikes, raw materials shortages, financial problems or insolvency, trade regulations or actions, inadequate manufacturing capacity or utilization to meet demand, or other reasons beyond our control. When we can find acceptable alternate sources for certain products, they may cost more. Impairment of our ability to meet customer demand could result in lost sales, increased costs, reduced profitability, and damage to our reputation.

*Consolidation in our customers' and suppliers' industries could adversely affect our business and financial results.* Consolidation continues among both our product suppliers as well as our customers. As customer industries consolidate or customers otherwise aggregate their purchasing power, a greater proportion of our sales could be derived from large volume contracts, which could adversely impact margins. Consolidation among customers can produce changes in their purchasing strategies, potentially shifting blocks of business among competing distributors and contributing to volatility in our sales and pressure on prices.

Similarly, continued consolidation among suppliers could reduce our ability to negotiate favorable pricing and other commercial terms for our inventory purchases and we may be unable to take advantage of consolidation trends.

*An increase in competition could decrease sales or earnings.* We operate in a highly competitive industry. The industry remains fragmented, but is consolidating. Our principal competitors are specialist and general line distributors of bearings, power transmission products, fluid power components and systems, flow control solutions, automation technologies, industrial rubber products, linear motion components, tools, safety products, oilfield supplies, and other industrial and maintenance supplies. These competitors include local, regional, national, and multinational operations, and can include catalog and e-commerce companies. Competition is largely focused in the local service area and is generally based on product line breadth, product availability, service capabilities, and price. Existing competitors have, and future competitors may have, greater financial or other resources than we do, broader or more appealing product or service offerings, greater market presence, stronger relationships with key suppliers or customers, or better name recognition. If existing or future competitors seek to gain or to retain market share by aggressive pricing strategies or sales methods, business acquisition, or otherwise through competitive advantage, our sales and profitability could be adversely affected. Our success will also be affected by our ability to continue to provide competitive offerings as customer preferences or demands evolve, for example with respect to product and service types, brands, quality, or prices. Technological evolution or other factors can render product and service offerings obsolete, potentially impairing our competitive position and our inventory values.

*Our operations outside the United States increase our exposure to global economic and political conditions and currency exchange volatility.* Foreign operations contributed 12% of our sales in 2024. This presence outside the U.S. increases risks associated with exposure to more volatile economic conditions, political instability, cultural and legal differences in conducting business (including corrupt practices), economic and trade policy actions, and currency exchange fluctuations.

Our foreign operations' results are reported in the local currency and then translated into U.S. dollars at applicable exchange rates for inclusion in our consolidated financial statements. Fluctuations in currency exchange rates affect our operating results and financial position, as well as the comparability of results between financial periods.

#### **STRATEGIC AND OPERATIONAL RISKS**

*Our business could be adversely affected if we do not successfully execute our strategies to grow sales and earnings.* We have numerous strategies and initiatives to grow sales, leveraging the breadth of our product offering, supplier relationships, and value-added technical capabilities to differentiate us and improve our competitive position. We also continually seek to enhance gross margins, manage costs, and otherwise improve earnings. Many of our activities target improvements to the consistency of our operating practices across our hundreds of locations. If we do not implement these initiatives effectively, or if for other reasons they are unsuccessful, our business could be adversely affected.

*Loss of key supplier authorizations, lack of product availability, or changes in distribution programs could adversely affect our sales and earnings.* Our business depends on maintaining an immediately available supply of various products to meet customer demand. Many of our relationships with key product suppliers are longstanding, but are terminable by either party. The loss of key supplier authorizations, or a substantial decrease in the availability of their products (including due to supply chain disruptions, as noted above), could put us at a competitive disadvantage and have a material adverse effect on our business.

In addition, as a distributor, we face the risk of key product suppliers changing their relationships with distributors generally, or us in particular, in a manner that adversely impacts us. For example, key suppliers could change the following: the prices we must pay for their products relative to other distributors or relative to competing brands; the geographic or product line breadth of distributor authorizations; the number of distributor authorizations; supplier purchasing incentive or other support programs; product purchase or stocking expectations; or the extent to which the suppliers seek to serve end users directly.

*The purchasing incentives we earn from product suppliers can be impacted if we reduce our purchases in response to declining customer demand.* Certain product suppliers have historically offered to their distributors, including us, incentives for purchasing their products. In addition to market, customer account-specific, or transaction-specific incentives, certain suppliers pay incentives to the distributor for attaining specific purchase volumes during a program period. In some cases, to earn incentives, we must achieve year-over-year growth in purchases with the supplier. When demand for our products declines, we may be less inclined to add inventory to take advantage of certain incentive programs, thereby potentially adversely impacting our profitability.

*Volatility in product, energy, labor, and other costs can affect our profitability.* Product manufacturers may adjust the prices of products we distribute for many reasons, including changes in their costs for raw materials, components, energy, labor, and tariffs and taxes on imports. In addition, a portion of our own distribution costs is composed of fuel for our sales and delivery vehicles, freight, and utility expenses for our facilities. Labor costs are our largest expense. Our ability to pass along increases in our costs in a timely manner to our customers depends on execution, market conditions, and contractual limitations. Failing to pass along price increases timely in an inflationary environment, such as the current economic climate, or not maintaining sales volume while increasing prices, could significantly reduce our profitability.

While increases in the cost of products, labor, or energy could be damaging to us, decreases in those costs, particularly if severe, could also adversely impact us by creating deflation in selling prices, which could cause our gross profit margin to deteriorate. Changes in energy or raw materials costs can also adversely affect customers; for example, declines in oil, gas, and coal prices may negatively impact customers operating in those industries and, consequently, our sales to those customers.

*Changes in customer or product mix and downward pressure on sales prices could cause our gross profit percentage to fluctuate or decline.* Because we serve thousands of customers in many end markets, and offer millions of products, with varying profitability levels, changes in our customer or product mix could cause our gross profit percentage to fluctuate or decline. Downward pressure on sales prices could also cause our gross profit percentage to fluctuate or decline. We can experience downward pressure on sales prices as a result of deflation, pressure from customers to reduce costs, or increased competition.

*Our ability to transact business is highly reliant on information systems. A disruption or security breach could materially affect our business, financial condition, or results of operation. We depend on information systems to, among other things, process customer orders, manage inventory and accounts receivable collections, purchase products, manage accounts payable processes, ship products to customers on a timely basis, maintain cost-effective operations, provide superior service to customers, conduct business communications, and compile financial results. A serious, prolonged disruption of our information systems, due to man-made or natural causes, including power or telecommunications outage, or breach in security, could materially impair fundamental business processes and increase expenses, decrease sales, or otherwise reduce earnings.*

We are vulnerable to the growing threat of damage or intrusion from computer viruses or other cyber-attacks, including ransomware and business e-mail compromise, on our information systems due to our reliance on our information systems. These existing threats continue to grow and evolve, and any compromise of our information systems or those of businesses with which we interact, which results in regulated data or confidential information being accessed, obtained, damaged, disclosed, destroyed, modified, lost, or used by unauthorized persons could harm our reputation and expose us to regulatory actions, supplier or customer attrition, remediation expenses, and claims from customers, suppliers, employees, financial institutions, and other persons, any of which could materially affect our business, financial condition, or results of operations.

Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage information systems or data on such systems change frequently, and techniques used today may change tomorrow, we may be unable to anticipate these techniques or to implement adequate measures to prevent unauthorized access to our information systems. Even if we detect a cybersecurity incident, the nature and extent of that cybersecurity incident may not be immediately clear. Based on the sophistication of the threat and the size and complexity of our information system, among other factors, an investigation into a cybersecurity incident could take a significant amount of time to complete. In addition, while any investigation is ongoing, we may not know the full extent of the harm caused by the threat, and such harm may spread both internally and externally to other third parties. These factors may inhibit our ability to provide rapid, complete, and reliable information about cybersecurity incidents to third parties, as well as the public. It may also not be clear how best to contain and remediate any harm caused by a cybersecurity incident. Any or all of these factors could further increase the costs and consequences of a cybersecurity incident to our business, financial condition, and results of operations.

Our information technology and enterprise risk management efforts cannot eliminate all systemic risk. Breaches of our systems could not only cause business disruption, but could also result in the theft of funds, the theft, loss, or disclosure of proprietary or confidential information, or the breach of customer, supplier, or employee information. A security incident involving our systems, or even an inadvertent failure to comply with data privacy and security laws and regulations, could negatively impact our sales, damage our reputation, and cause us to incur unanticipated legal liability, remediation costs, and other losses and expenses.

*Acquisitions are a key component of our anticipated growth. We may not be able to identify or to complete future acquisitions, to integrate them effectively into our operations, or to realize their anticipated benefits. Many industries we serve are mature. As a result, acquisitions of businesses have been important to our growth. While we wish to continue to acquire businesses, we may not be able to identify and to negotiate suitable acquisitions, to obtain financing for them on satisfactory terms, or otherwise to complete acquisitions. In addition, existing and future competitors, and private equity firms, increasingly compete with us for acquisitions, which can increase prices and reduce the number of suitable opportunities; the acquisitions they make can also adversely impact our market position.*

We seek acquisition opportunities that complement and expand our operations; however, substantial costs, delays, or other difficulties related to integrating acquisitions could adversely affect our business or financial results. For example, we could face significant challenges in consolidating functions, integrating information systems, personnel, and operations, and implementing procedures and controls in a timely and efficient manner.

Further, even if we successfully integrate the acquisitions with our operations, we may not be able to realize cost savings, sales, profit levels, or other benefits that we anticipate from these acquisitions, either as to amount or in the time frame we expect. Our ability to realize anticipated benefits may be affected by a number of factors, including the following: our ability to achieve planned operating results, to reduce duplicative expenses and inventory effectively, and to consolidate facilities; economic and market factors; the incurrence of significant integration costs or charges in order to achieve those benefits; our ability to retain key product supplier authorizations, customer relationships, and employees; our ability to address competitive, distribution, and regulatory challenges arising from entering into new markets (geographic, product, service, end-industry, or otherwise), especially those in which we may have limited or no direct experience; and exposure to unknown or contingent liabilities of the acquired

company. In addition, acquisitions could place significant demand on administrative, operational, and financial resources.

#### **FINANCIAL AND REPORTING RISKS**

*Our indebtedness entails debt service commitments that could adversely affect our ability to fulfill our obligations and could limit or reduce our flexibility.* As of June 30, 2024, we had total debt obligations outstanding of \$597.4 million. Our ability to service our debt and fund our other liquidity needs will depend on our ability to generate cash in the future. Our debt commitments may (i) require us to dedicate a substantial portion of our cash flows from operations to the payment of debt service, reducing the availability of our cash flow to fund planned capital expenditures, pay dividends, repurchase our shares, complete other acquisitions or strategic initiatives, and other general corporate purposes; (ii) limit our ability to obtain additional financing in the future (either at all or on satisfactory terms) to enable us to react to changes in our business or execute our growth strategies; and (iii) place us at a competitive disadvantage compared to businesses in our industry that have lower levels of indebtedness. Additionally, any failure to comply with covenants in the instruments governing our debt could result in an event of default. Any of the foregoing events or circumstances relating to our indebtedness may adversely affect our business, financial position, or results of operations and may cause our stock price to decline.

In addition, the increase in interest rates has created some tightening in the credit markets. If credit markets continue to tighten, or if it creates credit market volatility, obtaining additional or replacement financing could be more difficult and the cost of issuing new debt or replacing a credit facility could be higher than under our current facilities.

For more information regarding borrowing and interest rates, see the following sections below: "Liquidity and Capital Resources" in Item 7 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations;" Item 7A under the caption "Quantitative and Qualitative Disclosures about Market Risk;" and notes 6 and 7 to the consolidated financial statements, included below in Item 8 under the caption "Financial Statements and Supplementary Data." That information is incorporated here by reference.

*Our ability to maintain effective internal control over financial reporting may be insufficient to allow us to accurately report our financial results or prevent fraud, and this could cause our financial statements to become materially misleading and adversely affect the trading price of our common stock.* We require effective internal control over financial reporting in order to provide reasonable assurance with respect to our financial reports and to effectively prevent fraud. Internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we cannot provide reasonable assurance with respect to our financial statements and effectively prevent fraud, our financial statements could be materially misstated, which could adversely affect the trading price of our common stock.

If we are not able to maintain the adequacy of our internal control over financial reporting, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business, financial condition, and operating results could be harmed. Any material weakness could affect investor confidence in the accuracy and completeness of our financial statements. As a result, our ability to obtain any additional financing, or additional financing on favorable terms, could be materially and adversely affected. This, in turn, could materially and adversely affect our business, financial condition, and the market value of our stock and require us to incur additional costs to improve our internal control systems and procedures. In addition, perceptions of the Company among customers, suppliers, lenders, investors, securities analysts, and others could also be adversely affected.

*Goodwill, long-lived, and other intangible assets recorded as a result of our acquisitions could become impaired.* We review goodwill, long-lived assets, including property, plant and equipment and identifiable amortizing intangible assets, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. Factors which may cause an impairment of long-lived assets include significant changes in the manner of use of these assets, negative industry or market trends, significant underperformance relative to historical or projected future operating results, or a likely sale or disposal of the asset before the end of its estimated useful life.

As of June 30, 2024, we had remaining \$619.4 million of goodwill and \$245.9 million of other intangible assets, net. We assess all existing goodwill at least annually for impairment on a reporting unit basis. The techniques used in our qualitative assessment and goodwill impairment tests incorporate a number of estimates and assumptions that are subject to change. Any changes to these assumptions and estimates due to market conditions or otherwise may lead to an outcome where impairment charges would be required in future periods.

## GENERAL RISK FACTORS

*Our business depends on our ability to attract, develop, motivate, and retain qualified employees.* Our success depends on hiring, developing, motivating, and retaining key employees, including executive, managerial, sales, professional, and other personnel. We may have difficulty identifying and hiring qualified personnel. In addition, we may have difficulty retaining such personnel once hired, and key people may leave and compete against us. With respect to sales and customer service positions in particular, we greatly benefit from having employees who are familiar with the products and services we sell, and their applications, as well as with our customer and supplier relationships. The loss of key employees or our failure to attract and retain other qualified workers could disrupt or adversely affect our business. In addition, our operating results could be adversely affected by increased competition for employees, shortages of qualified workers, higher employee turnover (including through retirement as the workforce ages), or increased employee compensation or benefit costs.

*We are subject to legal, regulatory, and litigation risks, which may have a material adverse effect on our business.* We are subject to a wide array of laws and regulations. Changes in the legal and regulatory environment in which we operate, including with respect to taxes, international trade, employment laws, and data privacy, could adversely and materially affect the Company.

In addition, from time to time, we are involved in lawsuits or other legal proceedings that arise from our ordinary course business operations. These may, for example, relate to product liability claims, commercial disputes, personal injuries, or employment-related matters. In addition, we could face claims or additional costs arising from our compliance with regulatory requirements, including those relating to the following: our status as a public company; our government contracts; tax compliance; our engagement in international trade; and our collection, storage, or transmission of personal data.

We maintain insurance policies that provide limited coverage for some, but not all, of the potential risks and liabilities associated with our business. The policies are subject to limits, deductibles, and exclusions that result in our retention of a level of risk on a self-insured basis.

The defense and ultimate outcome of lawsuits or other legal proceedings or inquiries may result in higher operating expenses, the inability to participate in existing or future government contracts, or other adverse consequences, which could have a material adverse effect on our business, financial condition, or results of operations.

*Global or regional health pandemics or epidemics could negatively impact our business, results of operation and financial condition.* The COVID-19 pandemic created significant volatility, uncertainty, and economic disruption, and resulted in lost or delayed sales to us, and we experienced business disruptions as we modified our business practices. The emergence, severity, magnitude and duration of global or regional pandemics, epidemics, or other health crises are uncertain and difficult to predict. A pandemic, such as COVID-19, or other epidemic, together with preventative measures taken to contain or mitigate such crises, could impact our results of operations and financial condition in a variety of ways, such as: impact our customers such that the demand for our products and services could change, disrupt our supply chain and impact the ability of our suppliers to provide products as required, disrupt or limit our ability to sell and provide our products and services and otherwise limit our ability to operate or otherwise operate effectively; increase incremental costs resulting from the adoption of preventative measures and compliance with regulatory requirements; create financial hardship on customers, including by creating restrictions on their ability to pay for our services and products; result in closures of our facilities or the facilities of our customers or suppliers; and reduce customer demand on purchasing incentives we earn from suppliers.

In addition, a pandemic or other public health emergency could impact the proper functioning of financial and capital markets, foreign currency exchange rates, product and energy costs, labor supply and costs, and interest rates. Any pandemic or other public health emergency could also amplify the other risks and uncertainties described in this Annual Report on Form 10-K.

We cannot reasonably predict the ultimate impact of any pandemic or other public health emergency, including the extent of any adverse impact on our business, results of operations and financial condition, which will depend on, among other things, the duration and spread, the impact of governmental regulations that may be imposed in response, the effectiveness of actions taken to contain or mitigate the outbreak, the availability, safety and efficacy of vaccines, including against emerging variants of the infectious disease, and global economic conditions.

*An interruption of operations at our headquarters or distribution centers, or in our means of transporting product, could adversely impact our business.* Our business depends on maintaining operating activity at our headquarters and distribution centers, and being able to receive and deliver product in a timely manner. A serious, prolonged interruption due to power or telecommunications outage, security incident, terrorist attack, war, public

health emergency, earthquake, extreme weather events, other natural disasters, fire, flood, transportation disruption, or other interruption could have a material adverse effect on our business and financial results.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 1C. CYBERSECURITY**

**Risk Management and Strategy**

Our cybersecurity program is informed by various industry frameworks, including the National Institute of Standards and Technology (NIST) Cybersecurity Framework, and our security management is ISO/IEC 27001:2022 certified. Our management, with oversight from our Board, performs an annual enterprise-wide risk assessment (ERA) to identify key existing and emerging risks. One of the main risks identified and assessed annually through this process is cybersecurity and data privacy, which remains a key focus for the Company, management, and our Board.

We maintain multiple layers of security designed to detect and block cybersecurity events, as well as employ a dedicated team of cybersecurity personnel and professionals, who assist our Vice President – Information Technology in helping to assess, identify, monitor, detect and manage cybersecurity risks, threats, vulnerabilities and incidents. Further, we have various processes and programs designed to manage cybersecurity risks associated with our use of third-party vendors and suppliers.

When we implement significant changes to our information systems, we conduct risk-based security and privacy impact assessments and deploy technical safeguards that are designed to reasonably protect our technology and information systems from cybersecurity threats. We actively monitor and proactively research potential cybersecurity threats to our information systems, and we use what we learned to evolve our security controls over time to mitigate risks posed by such threats.

We also engage third party service providers when deemed necessary to both expand our capabilities and capacity as well as evaluate the effectiveness of our cybersecurity program, including hosting regular table-top exercises meant to evaluate and improve the overall effectiveness of our cybersecurity program.

Our Incident Response Plan provides a framework for responding to cybersecurity incidents. The plan governs activities such as preparation, detection, coordination, eradication, and recovery, as well as appropriate escalations to the Company's senior management and Board and disclosure under applicable rules and regulations. The Incident Response Plan is routinely reviewed and updated as appropriate by our Vice President – Information Technology and other senior management members.

We provide recurring mandatory information security training (which includes cybersecurity training) to our associates based on access, risk, roles, and behaviors.

Overall, we implement, develop, and maintain systems and operate programs that seek to mitigate the impact of cybersecurity incidents. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage information systems or data on such systems, change frequently, we must continually monitor and update these systems and programs. See "Risk Factors" in Item 1A of Part I above for additional information on risks related to our business, including risks related to cybersecurity incidents and privacy and data protection.

**Governance**

Our Vice President – Information Technology leads management's assessment and management of cybersecurity risk. He reports directly to our President & Chief Executive Officer and is a member of our senior management team, providing cybersecurity updates to that group monthly, with more frequent updates as needed. Our Vice President – Information Technology has more than 35 years of experience within industrial distribution, spending the majority of which managing and maintaining information systems. In addition, our Vice President – Information Technology leads a team of individuals that focus on monitoring our information systems and data for intentional and unintentional actions that could cause harm to our information systems or the data on such systems.

As indicated above, our management, with oversight from the Board, performs an annual ERA and cybersecurity is among the main risks identified by the ERA for Board-level oversight. Our full Board has oversight of our efforts in cybersecurity and meets regularly with our Vice President – Information Technology (three times during fiscal 2024) on our cybersecurity risks and programs. The Board is also updated as needed on cybersecurity threats, incidents, or new developments in our cybersecurity risk profile.

ITEM 2. PROPERTIES.

We believe having a local presence is important to serving our customers, so we maintain service centers and other operations in local markets throughout the countries in which we operate. At June 30, 2024, we owned real properties at 114 locations and leased 424 locations. Certain properties house more than one operation.

The following were our principal owned real properties (each of which has more than 50,000 square feet of floor space) at June 30, 2024:

Location of Principal Owned Real Property	Type of Facility
Cleveland, Ohio	Corporate headquarters
Atlanta, Georgia	Distribution center, service center, hose shop and reducer assembly shop
Florence, Kentucky	Distribution center, hose shop and reducer assembly shop
Baldwinsville, New York	Fluid power shop
Carlisle, Pennsylvania	Distribution center and hose shop
Fort Worth, Texas	Distribution center and rubber shop

Our principal leased real properties (each of which has more than 50,000 square feet of floor space) at June 30, 2024 were:

Location of Principal Leased Real Property	Type of Facility
Fontana, California	Distribution center, rubber shop, fluid power shop, and service center
Newark, California	Fluid power shop
Midland, Michigan	Flow control shop
Strongsville, Ohio	Offices and warehouse
Portland, Oregon	Distribution center, hose shop and reducer assembly shop
Stafford, Texas	Offices, warehouse, and flow control shop
Longview, Washington	Service center, rubber shop, and fluid power shop
Austin, Texas	Fluid power shop
Sherwood, Oregon	Automation operation
Nisku, Alberta	Offices, service center, shop, and distribution center
Saskatoon, Saskatchewan	Distribution center, service center and shop

The properties in Baldwinsville, Newark, Midland, and Stafford are used in our Engineered Solutions segment. The Fontana and Longview properties are used in both the Service Center Based Distribution segment and the Engineered Solutions segment. The remaining properties are used in the Service Center Based Distribution segment.

We consider our properties generally sufficient to meet our requirements for office space and inventory stocking.

A service center's size is primarily influenced by the amount and types of inventory the service center requires to meet customers' needs.

When opening new operations, we have tended to lease rather than purchase real property. We do not consider any service center, distribution center, or shop property to be material, because we believe that, if it becomes necessary or desirable to relocate an operation, other suitable property could be found.

In addition to operating locations, we own or lease certain properties which in the aggregate are not material and are either for sale, lease, or sublease to third parties due to a relocation or closing. We also may lease or sublease to others unused portions of buildings.

**ITEM 3. LEGAL PROCEEDINGS.**

Applied and/or one of its subsidiaries may be a party to pending legal proceedings with respect to product liability, commercial, personal injury, employment, and other matters. Although it is not possible to predict the outcome of these proceedings or the range of reasonably possible loss associated with any of them, we do not expect, based on circumstances currently known, that the ultimate resolution of any of these proceedings will have, either individually or in the aggregate, a material adverse effect on Applied's consolidated financial position, results of operations, or cash flows.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of SEC Regulation S-K is included in Exhibit 95 to this annual report on Form 10-K.

**INFORMATION ABOUT OUR EXECUTIVE OFFICERS.**

Applied's executive officers are elected by the Board of Directors for a term of one year, or until their successors are chosen and qualified, at the Board's organization meeting held following the annual meeting of shareholders.

The following is a list of the executive officers and a description of their business experience during the past five years. Except as otherwise stated, the positions and offices indicated are with Applied, and the persons were most recently elected to their current positions on October 24, 2023:

Name	Positions and Experience	Age
Neil A. Schrimsher	President since 2013 and Chief Executive Officer since 2011.	60
Warren E. Hoffner	Vice President, General Manager-Engineered Solutions since October 2018. He served as Vice President, General Manager-Fluid Power from 2003 to October 2018. The Board of Directors designated Mr. Hoffner an executive officer in 2015.	64
Kurt W. Loring	Vice President-Chief Human Resources Officer since 2014.	55
Jon S. Ploetz	Vice President-General Counsel since March 2023. Prior to joining Applied, Mr. Ploetz was Vice President, Assistant General Counsel & Assistant Corporate Secretary at Harsco Corporation (NYSE: HSC) from 2018 to 2023, and Assistant General Counsel, Corporate & Securities prior to that.	51
Jason W. Vasquez	Vice President-Sales & Marketing, U.S. Service Centers since June 2017.	48
David K. Wells	Vice President-Chief Financial Officer & Treasurer since September 2017. He served as Vice President-Finance from May 2017 through August 2017. Prior to joining Applied, Mr. Wells was Vice President & Chief Financial Officer of ESAB, a manufacturer of welding and material cutting products and a division of Colfax Corporation (NYSE: CFX).	61

## PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Applied's common stock, without par value, is listed for trading on the New York Stock Exchange with the ticker symbol "AIT." On August 2, 2024, there were 3,096 shareholders of record including 2,058 shareholders in the Applied Industrial Technologies, Inc. Retirement Savings Plan.

The following table summarizes Applied's repurchases of its common stock in the quarter ended June 30, 2024.

Period	(a) Total Number of Shares	(b) Average Price Paid per Share (\$)	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
April 1, 2024 to April 30, 2024	37,000	195.61	37,000	1,300,000
May 1, 2024 to May 31, 2024	—	—	—	1,300,000
June 1, 2024 to June 30, 2024	198,000	188.26	198,000	1,102,000
Total	235,000	189.42	235,000	1,102,000

(1) On August 9, 2022, the Board of Directors authorized the repurchase of up to 1.5 million shares of the Company's common stock, replacing the prior authorization. We publicly announced the new authorization on August 11, 2022. Purchases can be made in the open market or in privately negotiated transactions. The authorization is in effect until all shares have been purchased, or the Board revokes or amends the authorization.

ITEM 6. RESERVED.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

OVERVIEW

With approximately 6,500 associates across North America, Australia, New Zealand, and Singapore, Applied Industrial Technologies, Inc. ("Applied," the "Company," "we," "us," or "our") is a leading value-added distributor and technical solutions provider of industrial motion, fluid power, flow control, automation technologies, and related maintenance supplies. Our leading brands, specialized services, and comprehensive knowledge serve MRO (Maintenance, Repair & Operations) and OEM (Original Equipment Manufacturer) end users in virtually all industrial markets through our multi-channel capabilities that provide choice, convenience, and expertise. We have a long tradition of growth dating back to 1923, the year our business was founded in Cleveland, Ohio. At June 30, 2024, business was conducted in the United States, Puerto Rico, Canada, Mexico, Australia, New Zealand, Singapore, and Costa Rica from approximately 590 facilities.

The following is Management's Discussion and Analysis of significant factors that have affected our financial condition, results of operations and cash flows during the periods included in the accompanying consolidated balance sheets, statements of consolidated income, consolidated comprehensive income and consolidated cash flows in Item 8 under the caption "Financial Statements and Supplementary Data." When reviewing the discussion and analysis set forth below, please note that a significant number of SKUs (Stock Keeping Units) we sell in any given year were not sold in the comparable period of the prior year, resulting in the inability to quantify certain commonly used comparative metrics analyzing sales, such as changes in product mix and volume.

Our fiscal 2024 consolidated sales were \$4.5 billion, an increase of \$66.6 million or 1.5% compared to the prior year, with the acquisitions of Grupo Kopar (Kopar), Bearing Distributors, Inc. (BDI), Cangro Industries, Inc. (Cangro), Advanced Motion Systems Inc. (AMS), and Automation, Inc. increasing sales by \$56.4 million or 1.3% and favorable foreign currency translation of \$6.6 million increasing sales by 0.2%. Gross profit margin increased to 29.8% for fiscal 2024 from 29.2% for fiscal 2023. Operating margin increased to 11.1% in fiscal 2024 from 10.7% in fiscal 2023.

Our diluted earnings per share was \$9.83 in fiscal 2024 versus \$8.84 in fiscal 2023.

Shareholders' equity was \$1,688.8 million at June 30, 2024 compared to \$1,458.4 million at June 30, 2023. Working capital increased \$162.3 million from June 30, 2023 to \$1,268.8 million at June 30, 2024. The current ratio was 3.5 to 1 and 3.0 to 1 at June 30, 2024 and at June 30, 2023, respectively.

Applied monitors several economic indices that have been key indicators for industrial economic activity in the United States. These include the Industrial Production (IP) and Manufacturing Capacity Utilization (MCU) indices published by the Federal Reserve Board and the Purchasing Managers Index (PMI) published by the Institute for Supply Management (ISM). Historically, our performance correlates well with the MCU, which measures productivity and calculates a ratio of actual manufacturing output versus potential full capacity output. When manufacturing plants are running at a high rate of capacity, they tend to wear out machinery and require replacement parts.

The MCU (total industry) and IP indices increased since June 2023. The ISM PMI registered 48.5 in June 2024, an increase from the June 2023 revised reading of 46.4. A reading above 50 generally indicates expansion. The index readings for the months during the most recent quarter, along with the revised indices for previous quarter ends, were as follows:

Month	Index Reading		
	MCU	PMI	IP
June 2024	78.8	48.5	100.3
May 2024	78.3	48.7	99.9
April 2024	77.7	49.2	98.9
March 2024	77.8	50.3	99.4
December 2023	78.1	47.1	99.2
September 2023	78.9	48.6	99.6
June 2023	78.6	46.4	99.2

## RESULTS OF OPERATIONS

This discussion and analysis deals with comparisons of material changes in the consolidated financial statements for the years ended June 30, 2024 and 2023. For the comparison of the years ended June 30, 2023 and 2022, see the Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our 2023 Annual Report on Form 10-K.

The following table is included to aid in review of Applied's statements of consolidated income.

	Year Ended June 30, As a % of Net Sales		Change in \$'s Versus Prior Period
	2024	2023	% Change
Net Sales	100.0 %	100.0 %	1.5 %
Gross Profit Margin	29.8 %	29.2 %	3.9 %
Selling, Distribution & Administrative Expense	18.8 %	18.4 %	3.3 %
Operating Income	11.1 %	10.7 %	4.8 %
Net Income	8.6 %	7.9 %	11.3 %

Sales in fiscal 2024 were \$4.5 billion, which was \$66.6 million or 1.5% above the prior year, with sales from acquisitions adding \$56.4 million or 1.3% and favorable foreign currency translation accounting for an increase of \$6.6 million or 0.2%. There were 251.5 selling days in fiscal 2024 and 252.5 selling days in 2023. Excluding the impact of businesses acquired and foreign currency translation, sales were up \$3.6 million during the year. The modest increase over the prior year was driven by our Service Center Based Distribution segment reflecting positive demand for technical MRO products and solutions, internal sales initiatives, and price increases. This was offset by normalizing end-market demand as the year progressed, sales declines across our Engineered Solutions segment, and a decrease due to the change in sales days.

The following table shows changes in sales by reportable segment.

Sales by Reportable Segment	Year ended June 30,		Sales Increase (Decrease)	Amount of change due to		
	2024	2023		Acquisitions	Foreign Currency	Organic Change
Service Center Based Distribution	3,056.5 \$	2,966.8 \$	89.7 \$	36.4 \$	6.6 \$	46.7
Engineered Solutions	1,422.9	1,446.0	(23.1)	20.0	—	(43.1)
<b>Total</b>	<b>\$ 4,479.4</b>	<b>\$ 4,412.8</b>	<b>66.6 \$</b>	<b>56.4 \$</b>	<b>6.6 \$</b>	<b>3.6</b>

Sales in our Service Center Based Distribution segment, which operates primarily in MRO markets, increased \$89.7 million, or 3.0%. Acquisitions within this segment increased sales by \$36.4 million or 1.2% and favorable foreign currency translation increased sales by \$6.6 million or 0.2%. Excluding the impact of foreign currency translation, sales increased \$46.7 million or 1.6% during the year, driven by an increase of 2.0% from operations reflecting positive demand for technical MRO products and solutions, internal sales initiatives, price increases, cross-selling benefits, and new growth opportunities arising from our industry position. This was partially offset by a 0.4% decrease due to the change in sales days.

Sales in our Engineered Solutions segment decreased \$23.1 million or 1.6%. Acquisitions within this segment increased sales \$20.0 million or 1.4%. Excluding the impact of businesses acquired, sales decreased \$43.1 million or 3.0%, driven by a 2.6% decline from operations primarily reflecting lower fluid power sales and, to a lesser extent, softer sales across our automation operations, as well as a decrease of 0.4% due to the change in sales days. The sales decline was partially offset by sales growth across our flow control operations.

The following table shows changes in sales by geographical area. Other countries include Mexico, Australia, New Zealand, Singapore, and Costa Rica.

Amounts in millions	Year ended June 30,		Amount of change due to			
	2024	2023	Sales Increase (Decrease)	Acquisitions	Foreign Currency	Organic Change
<b>Sales by Geographic Area</b>						
United States	\$ 3,932.2	\$ 3,860.4	\$ 71.8	\$ 50.0	\$ —	\$ 21.8
Canada	310.2	315.5	(5.3)	—	(3.7)	(1.6)
Other Countries	237.0	236.9	0.1	6.4	10.3	(16.6)
<b>Total</b>	<b>\$ 4,479.4</b>	<b>\$ 4,412.8</b>	<b>\$ 66.6</b>	<b>\$ 56.4</b>	<b>\$ 6.6</b>	<b>\$ 3.6</b>

Sales in our U.S. operations increased \$71.8 million or 1.9%, with acquisitions adding \$50.0 million or 1.3%. Excluding the impact of businesses acquired, U.S. sales were up \$21.8 million or 0.6%, driven by an increase of 1.0% from operations offset by a 0.4% decrease due to the change in sales days. Sales from our Canadian operations decreased \$5.3 million or 1.7%. Unfavorable foreign currency translation decreased Canadian sales by \$3.7 million or 1.2%. Excluding the impact of foreign currency translation, Canadian sales were down \$1.6 million or 0.5%, driven by a 0.4% decrease due to the change in sales days along with a decrease of 0.1% from operations. Consolidated sales from our other countries operations increased \$0.1 million or 0.1%, with acquisitions adding \$6.4 million or 2.7%. Favorable foreign currency translation increased other countries sales by \$10.3 million or 4.4%. Excluding the impact of businesses acquired and foreign currency translation, other countries sales were down \$16.6 million or 7.0%, driven by a decrease from operations, primarily in Mexican sales due to decreased industrial activity.

Our gross profit margin increased to 29.8% in fiscal 2024 compared to 29.2% in fiscal 2023. The year over year increase primarily reflects benefits from ongoing margin initiatives, countermeasures in response to inflation dynamics, as well as a \$21.2 million decrease in LIFO expense over the prior year, which positively impacted gross margins by 47 basis points. This was partially offset by unfavorable mix tied to sales declines across our Engineered Solutions segment and local customer accounts.

The following table shows the changes in selling, distribution, and administrative expense (SD&A).

Amounts in millions	Year ended June 30,		Amount of change due to			
	2024	2023	SD&A Increase	Acquisitions	Foreign Currency	Organic Change
<b>SD&amp;A</b>	<b>\$ 840.8</b>	<b>\$ 813.8</b>	<b>\$ 27.0</b>	<b>\$ 16.7</b>	<b>\$ 0.7</b>	<b>\$ 9.6</b>

SD&A consists of associate compensation, benefits and other expenses associated with selling, purchasing, warehousing, supply chain management, and marketing and distribution of the Company's products, as well as costs associated with a variety of administrative functions such as human resources, information technology, treasury, accounting, insurance, legal, facility-related expenses and expenses incurred in acquiring businesses. SD&A increased \$27.0 million or 3.3% during fiscal 2024 compared to the prior year, and as a percentage of sales increased to 18.8% in fiscal 2024 compared to 18.4% in fiscal 2023. Changes in foreign currency exchange rates had the effect of increasing SD&A by \$0.7 million or 0.1% compared to the prior year. SD&A from businesses acquired added \$16.7 million or 2.0%, including \$1.8 million of intangibles amortization. Excluding the impact of businesses acquired and the unfavorable impact from foreign currency translation, SD&A increased \$9.6 million or 1.2% during fiscal 2024 compared to fiscal 2023. Excluding the impact of acquisitions, total compensation increased \$4.3 million during fiscal 2024 primarily due to annual calendar year merit increases and benefit costs partially offset by lower incentives and commission expense. All other expenses within SD&A were up \$5.3 million.

Operating income increased \$22.7 million, or 4.8%, to \$495.8 million during fiscal 2024 from \$473.2 million during fiscal 2023, and as a percentage of sales, increased to 11.1% from 10.7%, primarily due to gross profit margin expansion, inclusive of lower LIFO expense, volume leverage within our Service Center Based Distribution segment, and control of SD&A expense in fiscal 2024.

Operating income, as a percentage of sales for the Service Center Based Distribution segment increased to 13.1% in fiscal 2024 from 12.6% in fiscal 2023. Operating income as a percentage of sales for the Engineered Solutions segment increased to 14.5% in fiscal 2024 from 14.1% in fiscal 2023.

Segment operating income is impacted by changes in the amounts and levels of certain supplier support benefits and expenses allocated to the segments. The expense allocations include corporate charges for working capital, logistics support, and other items and impact segment gross profit and operating expense.

Interest expense, net decreased \$18.8 million during fiscal 2024 primarily due to reduced debt levels and greater interest income from higher cash balances and investment yields.

Other (income) expense, net, represents certain non-operating items of income and expense, and was \$5.1 million of income in fiscal 2024 compared to \$1.7 million of expense in fiscal 2023. Current year income primarily consists of unrealized gains on investments held by non-qualified deferred compensation trusts of \$3.3 million, foreign currency transaction gains of \$1.1 million and life insurance income of \$0.9 million, offset by other periodic post-employment costs of \$0.1 million and other expense of \$0.1 million. Fiscal 2023 expense consisted primarily of foreign currency transaction loss of \$3.3 million and other periodic post-employment costs of \$1.5 million, offset by unrealized gains on investments held by non-qualified deferred compensation trusts of \$2.2 million, life insurance income of \$0.7 million and \$0.2 million of other income.

The effective income tax rate was 22.6% for fiscal 2024 compared to 22.9% for fiscal 2023. The decrease in the effective tax rate is primarily due to changes in compensation-related deductions in fiscal 2024 compared to the prior year.

As a result of the factors discussed above, net income for fiscal 2024 increased \$39.0 million from the prior year. Diluted net income per share was \$9.83 per share for fiscal 2024 compared to \$8.84 per share for fiscal 2023.

At June 30, 2024, we had approximately 590 operating facilities in the United States, Puerto Rico, Canada, Mexico, Australia, New Zealand, Singapore, and Costa Rica, versus 580 at June 30, 2023.

The approximate number of Company employees was 6,500 at June 30, 2024 and 6,200 at June 30, 2023.

## LIQUIDITY AND CAPITAL RESOURCES

Our primary source of capital is cash flow from operations, supplemented as necessary by bank borrowings or other sources of debt. At June 30, 2024 we had total debt obligations outstanding of \$597.4 million compared to \$622.2 million at June 30, 2023. Management expects that our existing cash, cash equivalents, funds available under the revolving credit facility, and cash provided from operations, will be sufficient to finance normal working capital needs in each of the countries in which we operate, payment of dividends, acquisitions, investments in properties, facilities and equipment, debt service, and the purchase of additional Company common stock. Management also believes that additional long-term debt and line of credit financing could be obtained on commercially acceptable terms if necessary based on the Company's credit standing and financial strength.

The Company's working capital at June 30, 2024 was \$1,268.8 million compared to \$1,106.5 million at June 30, 2023. The current ratio was 3.5 to 1 at June 30, 2024 and 3.0 to 1 at June 30, 2023.

### Net Cash Flows

The following table is included to aid in review of Applied's statements of consolidated cash flows.

Amounts in thousands	Year Ended June 30,	
	2024	2023
Net Cash Provided by (Used in):		
Operating Activities	\$ 371,393	\$ 343,966
Investing Activities	(95,407)	(60,833)
Financing Activities	(156,468)	(126,888)
Exchange Rate Effect	(2,937)	3,317
Increase in Cash and Cash Equivalents	\$ 116,581	\$ 159,562

The increase in cash provided by operating activities during fiscal 2024 is driven by changes in working capital for the year and by improved operating results. Changes in cash flows between years related to working capital were driven by (amounts in thousands):

Accounts receivable	\$	49,134
Inventory	\$	61,364
Accounts payable	\$	(76,954)

Net cash used in investing activities in fiscal 2024 included \$72.1 million used for the acquisitions of Kopar, BDI and Cangro and \$24.9 million used for capital expenditures. Net cash used in investing activities in fiscal 2023 included \$35.8 million used for the acquisitions of Automation, Inc. and AMS, and \$26.5 million used for capital expenditures.

Net cash used in financing activities increased from the prior year period primarily due to an increase in treasury purchases as \$73.4 million was used to repurchase 398,000 shares of common stock which were taken into treasury in 2024 compared to \$0.7 million used to repurchase 8,000 shares of common stock which were taken into treasury in 2023. This was offset by the change in net debt activity, as there was \$24.8 million of net debt payments in fiscal 2024 compared to \$67.2 million of net debt payments in 2023. Further uses of cash in 2024 were \$55.9 million for dividend payments and \$16.3 million used to pay taxes for shares withheld. Further uses of cash in 2023 were \$53.4 million for dividend payments and \$12.9 million used to pay taxes for shares withheld.

The increase in dividends over the year is the result of regular increases in our dividend payout rates. We paid aggregate dividends of \$1.44 and \$1.38 per share in fiscal 2024 and 2023, respectively.

**Capital Expenditures**

We expect capital expenditures for fiscal 2025 to be in the \$28.0 million to \$30.0 million range, primarily consisting of capital associated with focused investments for growth and information technology equipment maintenance.

**Share Repurchases**

The Board of Directors has authorized the repurchase of shares of the Company's common stock. These purchases may be made in open market or through negotiated transactions, from time to time, depending upon market conditions. At June 30, 2024, we had remaining authorization to purchase an additional 1,102,000 shares.

In fiscal 2024, we purchased 398,000 shares of the Company's common stock at an average price per share of \$184.39. In fiscal 2023, we repurchased 8,000 shares of the Company's common stock at an average price per share of \$89.46. In fiscal 2022, we repurchased 148,658 shares of the Company's common stock at an average price per share of \$92.72.

**Borrowing Arrangements**

A summary of long-term debt, including the current portion, follows (amounts are in thousands):

June 30,	2024		2023
Revolving credit facility	\$	384,000	\$ 383,592
Trade receivable securitization facility		188,300	188,300
Series D Notes		—	25,000
Series E Notes		25,000	25,000
Other		105	356
<b>Total debt</b>	<b>\$</b>	<b>597,405</b>	<b>\$ 622,248</b>
Less: unamortized debt issuance costs		71	152
	<b>\$</b>	<b>597,334</b>	<b>\$ 622,096</b>

In December 2021, the Company entered into a five-year revolving credit facility with a group of banks to refinance the existing credit facility as well as provide funds for ongoing working capital and other general corporate purposes. The revolving credit facility provides a \$900.0 million unsecured revolving credit facility and an uncommitted accordion feature which allows the Company to request an increase in the borrowing commitments, or incremental term loans, under the credit facility in aggregate principal amounts of up to \$500.0 million. In May 2023, the Company and the administrative agent entered into an amendment to the credit facility to replace LIBOR with SOFR as a reference rate available for use in the computation of interest. Borrowings under this agreement bear interest, at the Company's election, at either the base rate plus a margin that ranges from 0 to 55 basis points based on the net leverage ratio or SOFR plus a margin that ranges from 80 to 155 basis points based on the net leverage ratio.

Available borrowing under this facility, without exercising the accordion feature and net of outstanding letters of credit of \$0.2 million to secure certain insurance obligations, totaled \$515.8 million and \$516.2 million at June 30, 2024 and June 30, 2023, respectively, and were available to fund future acquisitions or other capital and operating requirements. The interest rate on the revolving credit facility was 6.24% and 6.11% as of June 30, 2024 and June 30, 2023, respectively.

Additionally, the Company had letters of credit outstanding with separate banks, not associated with the revolving credit agreement, in the amount of \$4.0 million as of June 30, 2024 and June 30, 2023 in order to secure certain insurance obligations.

In August 2018, the Company established a trade receivable securitization facility (the "AR Securitization Facility"). On March 26, 2021, the Company amended the AR Securitization Facility to expand the eligible receivables, which increased the maximum availability to \$250.0 million and increased the fees on the AR Securitization Facility to 0.98% per year. On August 4, 2023, the Company amended the AR Securitization Facility, extended the term to August 4, 2026, and reduced drawn fees to 0.90% per year. Availability is further subject to changes in the credit ratings of our customers, customer concentration levels or certain characteristics of the accounts receivable being transferred and, therefore, at certain times, we may not be able to fully access the \$250.0 million of funding available under the AR Securitization Facility. The AR Securitization Facility effectively increases the Company's borrowing capacity by collateralizing a portion of the amount of the U.S. operations' trade accounts receivable. The Company uses the proceeds from the AR Securitization Facility as an alternative to other forms of debt, effectively reducing borrowing costs. In May 2023, the Company entered into an amendment to the AR Securitization facility to replace LIBOR with SOFR as a reference rate available for use in the computation of interest, therefore borrowings under this facility carry variable interest rates tied to SOFR. The interest rate on the AR Securitization Facility as of June 30, 2024 and June 30, 2023 was 6.35% and 6.16%, respectively.

At June 30, 2024 and June 30, 2023, the Company had borrowings outstanding under its unsecured shelf facility agreement with Prudential Investment Management of \$25.0 million and \$50.0 million, respectively. Fees on this facility range from 0.25% to 1.25% per year based on the Company's leverage ratio at each quarter end. The "Series D" notes carried a fixed interest rate of 3.21%, and the remaining principal balance of \$25.0 million was paid in October 2023. The "Series E" notes have a principal amount of \$25.0 million, carry a fixed interest rate of 3.08%, and are due in October 2024.

In 2014, the Company assumed \$2.4 million of debt as a part of the headquarters facility acquisition. The 1.50% fixed interest rate note is held by the State of Ohio Development Services Agency and matures in November 2024.

In 2019, the Company entered into an interest rate swap which mitigates variability in forecasted interest payments on \$384.0 million of the Company's U.S. dollar-denominated unsecured variable rate debt. For more information, see note 7, Derivatives, to the consolidated financial statements, included in Item 8 under the caption "Financial Statements and Supplementary Data."

The credit facility and the unsecured shelf facility contain restrictive covenants regarding liquidity, net worth, financial ratios, and other covenants. At June 30, 2024, the most restrictive of these covenants required that the Company have net indebtedness less than 3.75 times consolidated income before interest, taxes, depreciation and amortization (as defined). At June 30, 2024, the Company's net indebtedness was less than 0.3 times consolidated income before interest, taxes, depreciation and amortization (as defined). The Company was in compliance with all financial covenants at June 30, 2024.

**Accounts Receivable Analysis**

The following table is included to aid in analysis of accounts receivable and the associated provision for losses on accounts receivable (all dollar amounts are in thousands):

June 30,	2024		2023	
Accounts receivable, gross	\$	737,941	\$	730,729
Allowance for doubtful accounts		13,063		22,334
Accounts receivable, net	\$	724,878	\$	708,395
Allowance for doubtful accounts, % of gross receivables		1.8 %		3.1 %
<b>Year Ended June 30,</b>				
(Recoveries of) provision for losses on accounts receivable	\$	(205)	\$	5,619
Provision as a % of net sales		—%		0.13 %

Accounts receivable are reported at net realizable value and consist of trade receivables from customers. Management monitors accounts receivable by reviewing Days Sales Outstanding (DSO) and the aging of receivables for each of the Company's locations.

On a consolidated basis, DSO was 56.2 at June 30, 2024 versus 55.1 at June 30, 2023. Approximately 1.5% of our accounts receivable balances are more than 90 days past due at June 30, 2024 compared to 2.5% at June 30, 2023. On an overall basis, our provision for losses from uncollected receivables represents 0.00% of our sales for the year ended June 30, 2024, compared to 0.13% of sales for the year ended June 30, 2023. The decrease primarily relates to provisions recorded in the prior year for customer credit deterioration and bankruptcies primarily in the U.S. operations of the Service Center Based Distribution segment, as well as improved collections performance. Historically, this percentage is around 0.10% to 0.15%. Management believes the overall receivables aging and provision for losses on uncollected receivables are at reasonable levels.

**Inventory Analysis**

Inventories are valued using the last-in, first-out (LIFO) method for U.S. inventories and the average cost method for foreign inventories. Management uses an inventory turnover ratio to monitor and evaluate inventory. Management calculates this ratio on an annual as well as a quarterly basis and uses inventory valued at average costs. The annualized inventory turnover (using average costs) for the year ended June 30, 2024 was 4.3 versus 4.4 for the year ended June 30, 2023.

**CONTRACTUAL OBLIGATIONS**

The following table shows the approximate value of the Company's contractual obligations and other commitments to make future payments as of June 30, 2024 (in thousands):

	Total	Period Less Than 1 yr	Period 2-3 yrs	Period 4-5 yrs	Period Over 5 yrs	Other
Operating leases	\$ 155,947	\$ 38,617	\$ 60,200	\$ 33,674	\$ 23,456	\$ —
Planned funding of post-retirement obligations	4,900	1,340	1,570	400	1,590	—
Unrecognized income tax benefit liabilities, including interest and penalties	4,500	—	—	—	—	4,500
Long-term debt obligations	597,405	25,105	572,300	—	—	—
Interest on long-term debt obligations (1)	62,200	21,700	40,500	—	—	—
Acquisition holdback payments	2,855	1,273	1,582	—	—	—
<b>Total Contractual Cash Obligations</b>	<b>\$ 827,807</b>	<b>\$ 88,035</b>	<b>\$ 676,152</b>	<b>\$ 34,074</b>	<b>\$ 25,046</b>	<b>\$ 4,500</b>

(1) Amounts represent estimated contractual interest payments on outstanding long-term debt obligations net of receipts under the terms of the interest rate swap. Rates in effect as of June 30, 2024 are used for variable rate debt.

Purchase orders for inventory and other goods and services are not included in our estimates as we are unable to aggregate the amount of such purchase orders that represent enforceable and legally binding agreements specifying all significant terms. The previous table includes the gross liability for unrecognized income tax benefits including

interest and penalties in the "Other" column as the Company is unable to make a reasonable estimate regarding the timing of cash settlements, if any, with the respective taxing authorities.

## CRITICAL ACCOUNTING POLICIES

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions and estimates at a specific point in time that affect the amounts reported in the consolidated financial statements and disclosed in the accompanying notes. The Business and Accounting Policies note to the consolidated financial statements describes the significant accounting policies and methods used in preparation of the consolidated financial statements. Estimates are used for, but are not limited to, determining the net carrying value of trade accounts receivable, inventories, recording self-insurance liabilities and other accrued liabilities. Estimates are also used in establishing opening balances in relation to purchase accounting. Actual results could differ from these estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the consolidated financial statements.

### LIFO Inventory Valuation and Methodology

Inventories are valued at the average cost method, using the last-in, first-out (LIFO) method for U.S. inventories, and the average cost method for foreign inventories. We adopted the link chain dollar value LIFO method for accounting for U.S. inventories in fiscal 1974. Approximately 14.9% of our domestic inventory dollars relate to LIFO layers added in the 1970s. The excess of average cost over LIFO cost is \$225.9 million as reflected in our consolidated balance sheet at June 30, 2024. The Company maintains five LIFO pools based on the following product groupings: bearings, power transmission products, rubber products, fluid power products, and other products.

LIFO layers and/or liquidations are determined consistently year-to-year. See the Inventories note to the consolidated financial statements in Item 8 under the caption "Financial Statements and Supplementary Data," for further information.

### Allowances for Slow-Moving and Obsolete Inventories

We evaluate the recoverability of our slow-moving and inactive inventories at least quarterly. We estimate the recoverable cost of such inventory by product type while considering factors such as its age, historic and current demand trends, and the physical condition of the inventory, as well as assumptions regarding future demand. Our ability to recover our cost for slow moving or obsolete inventory can be affected by such factors as general market conditions, future customer demand and relationships with suppliers. A significant portion of the products we hold in inventory have long shelf lives and are not highly susceptible to obsolescence.

As of June 30, 2024 and 2023, the Company's reserve for slow-moving or obsolete inventories was \$41.2 million and \$42.6 million, respectively, recorded in inventories in the consolidated balance sheets.

### Allowances for Doubtful Accounts

We evaluate the collectability of trade accounts receivable based on a combination of factors. Initially, we estimate an allowance for doubtful accounts as a percentage of net sales based on historical bad debt experience. This initial estimate is adjusted based on recent trends of certain customers and industries estimated to be a greater credit risk, trends within the entire customer pool and changes in the overall aging of accounts receivable. While we have a large customer base that is geographically dispersed, a general economic downturn in any of the industry segments in which we operate could result in higher than expected defaults, and therefore, the need to revise estimates for bad debts. Accounts are written off against the allowance when it becomes evident that collection will not occur.

As of June 30, 2024 and 2023, our allowance for doubtful accounts was 1.8% and 3.1% of gross receivables, respectively. Our (recoveries of) provision for losses on accounts receivable was \$(0.2) million, \$5.6 million, and \$3.2 million in fiscal 2024, 2023, and 2022, respectively.

### Goodwill and Intangibles

The purchase price of an acquired company is allocated between intangible assets and the net tangible assets of the acquired business with the residual of the purchase price recorded as goodwill. Goodwill for acquired businesses is accounted for using the acquisition method of accounting which requires that the assets acquired and liabilities assumed be recorded at the date of the acquisition at their respective estimated fair values. The determination of the value of the intangible assets acquired involves certain judgments and estimates. These judgments can include, but are not limited to, the cash flows that an asset is expected to generate in the future and the appropriate weighted average cost of capital. The judgments made in determining the estimated fair value assigned to each class of assets acquired, as well as the estimated life of each asset, can materially impact the net income of the

periods subsequent to the acquisition through depreciation and amortization, and in certain instances through impairment charges, if the asset becomes impaired in the future. As part of acquisition accounting, we recognize acquired identifiable intangible assets such as customer relationships, vendor relationships, trade names, and non-competition agreements apart from goodwill. Finite-lived identifiable intangibles are evaluated for impairment when changes in conditions indicate carrying value may not be recoverable. If circumstances require a finite-lived intangible asset be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by the asset to the carrying value of the asset. If the carrying value of the finite-lived intangible asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value determined through a discounted cash flow model.

We evaluate goodwill for impairment at the reporting unit level annually as of January 1, and whenever an event occurs or circumstances change that would indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Events or circumstances that may result in an impairment review include changes in macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, other relevant entity-specific events, specific events affecting the reporting unit or sustained decrease in share price. Each year, the Company may elect to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If impairment is indicated in the qualitative assessment, or, if management elects to initially perform a quantitative assessment of goodwill, the impairment test uses a one-step approach. The fair value of a reporting unit is compared with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired. If the carrying amount of a reporting unit exceeds its fair value, an impairment charge would be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

Goodwill on our consolidated financial statements relates to both the Service Center Based Distribution segment and the Engineered Solutions segment. The Company has eight (8) reporting units for which an annual goodwill impairment assessment was performed as of January 1, 2024. Based on the assessment performed, the Company concluded that the fair value of all of the reporting units exceeded their carrying amount as of January 1, 2024, therefore no impairment exists.

The fair values of the reporting units in accordance with the goodwill impairment test were determined using the income and market approaches. The income approach employs the discounted cash flow method reflecting projected cash flows expected to be generated by market participants and then adjusted for time value of money factors, and requires management to make significant estimates and assumptions related to forecasts of future revenues, operating margins, and discount rates. The market approach utilizes an analysis of comparable publicly traded companies and requires management to make significant estimates and assumptions related to the forecasts of future revenues, earnings before interest, taxes, depreciation, and amortization (EBITDA) and multiples that are applied to management's forecasted revenues and EBITDA estimates.

Changes in future results, assumptions, and estimates after the measurement date may lead to an outcome where additional impairment charges would be required in future periods. Specifically, actual results may vary from the Company's forecasts and such variations may be material and unfavorable, thereby triggering the need for future impairment tests where the conclusions may differ in reflection of prevailing market conditions. Further, continued adverse market conditions could result in the recognition of additional impairment if the Company determines that the fair values of its reporting units have fallen below their carrying values.

#### CAUTIONARY STATEMENT UNDER PRIVATE SECURITIES LITIGATION REFORM ACT

This Form 10-K, including Management's Discussion and Analysis, contains statements that are forward-looking based on management's current expectations about the future. Forward-looking statements are often identified by qualifiers, such as "guidance", "expect", "believe", "plan", "intend", "will", "should", "could", "would", "anticipate", "estimate", "forecast", "may", "optimistic" and derivative or similar words or expressions. Similarly, descriptions of objectives, strategies, plans, or goals are also forward-looking statements. These statements may discuss, among other things, expected growth, future sales, future cash flows, future capital expenditures, future performance, and the anticipation and expectations of the Company and its management as to future occurrences and trends. The Company intends that the forward-looking statements be subject to the safe harbors established in the Private Securities Litigation Reform Act of 1995 and by the Securities and Exchange Commission in its rules, regulations, and releases.

Readers are cautioned not to place undue reliance on any forward-looking statements. All forward-looking statements are based on current expectations regarding important risk factors, many of which are outside the Company's control. Accordingly, actual results may differ materially from those expressed in the forward-looking statements, and the making of those statements should not be regarded as a representation by the Company or any other person that the results expressed in the statements will be achieved. In addition, the Company assumes no obligation publicly to update or revise any forward-looking statements, whether because of new information or events, or otherwise, except as may be required by law.

Important risk factors include, but are not limited to, the following: risks relating to the operations levels of our customers and the economic factors that affect them; continuing risks relating to the effects of the COVID-19 pandemic; inflationary or deflationary trends in the cost of products, energy, labor and other operating costs, and changes in the prices for products and services relative to the cost of providing them; reduction in supplier inventory purchase incentives; loss of key supplier authorizations, lack of product availability (such as due to supply chain strains), changes in supplier distribution programs, inability of suppliers to perform, and transportation disruptions; changes in customer preferences for products and services of the nature and brands sold by us; changes in customer procurement policies and practices; competitive pressures; our reliance on information systems and risks relating to their proper functioning, the security of those systems, and the data stored in or transmitted through them; the impact of economic conditions on the collectability of trade receivables; reduced demand for our products in targeted markets due to reasons including consolidation in customer industries; our ability to retain and attract qualified sales and customer service personnel and other skilled executives, managers and professionals; our ability to identify and complete acquisitions, integrate them effectively, and realize their anticipated benefits; the variability, timing and nature of new business opportunities including acquisitions, alliances, customer relationships, and supplier authorizations; the incurrence of debt and contingent liabilities in connection with acquisitions; our ability to access capital markets as needed on reasonable terms; disruption of operations at our headquarters or distribution centers; risks and uncertainties associated with our foreign operations, including volatile economic conditions, political instability, cultural and legal differences, and currency exchange fluctuations; the potential for goodwill and intangible asset impairment; changes in accounting policies and practices; our ability to maintain effective internal control over financial reporting; organizational changes within the Company; risks related to legal proceedings to which we are a party; potentially adverse government regulation, legislation, or policies, both enacted and under consideration, including with respect to federal tax policy, international trade, data privacy and security, and government contracting; and the occurrence of extraordinary events (including prolonged labor disputes, power outages, telecommunication outages, terrorist acts, war, public health emergency, earthquakes, extreme weather events, other natural disasters, fires, floods, and accidents). Other factors and unanticipated events could also adversely affect our business, financial condition, or results of operations. Risks can also change over time. Further, the disclosure of a risk should not be interpreted to imply that the risk has not already materialized.

We discuss certain of these matters and other risk factors more fully throughout our Form 10-K, as well as other of our filings with the Securities and Exchange Commission.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Our market risk is impacted by changes in foreign currency exchange rates as well as changes in interest rates.

We occasionally utilize derivative instruments as part of our overall financial risk management policy, but do not use derivative instruments for speculative or trading purposes.

**Foreign Currency Exchange Rate Risk**

Because we operate throughout North America, Australia and New Zealand and approximately 12% of our fiscal 2024 net sales were generated outside the United States, foreign currency exchange rates can impact our financial position, results of operations, and competitive position. The financial statements of foreign subsidiaries are translated into their U.S. dollar equivalents at end-of-period exchange rates for assets and liabilities, while income and expenses are translated at average monthly exchange rates. Translation gains and losses are components of other comprehensive income as reported in the statements of consolidated comprehensive income. Transaction gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized in the statements of consolidated income as a component of other (income) expense, net. Applied does not currently hedge the net investments in our foreign operations.

During the course of the fiscal year, the Canadian and Mexican currency exchange rates decreased in relation to the U.S. dollar by 3.2% and 6.8%, respectively, while the Australian and New Zealand currency exchange rates increased in relation to the U.S. dollar by 0.6% and 0.2%, respectively. In the twelve months ended June 30, 2024, we experienced net foreign currency translation losses totaling \$12.5 million, which were included in other comprehensive income. We utilize a sensitivity analysis to measure the potential impact on earnings based on a hypothetical 10% change in foreign currency rates. A 10% strengthening of the U.S. dollar relative to foreign currencies that affect the Company from the levels experienced during the year ended June 30, 2024 would have resulted in a \$3.2 million decrease in net income for the year ended June 30, 2024.

**Interest Rate Risk**

Our primary exposure to interest rate risk results from our outstanding debt obligations with variable interest rates. The levels of fees and interest charged on our various debt facilities are based upon leverage levels and market interest rates. The Company uses interest rate swap instruments to mitigate variability in forecasted interest rates.

Our variable interest rate debt facilities outstanding include our five-year credit facility, which provides for a revolving credit facility with a capacity of up to \$900.0 million in borrowings with \$384.0 million outstanding at June 30, 2024, and a \$188.3 million trade receivable securitization facility, all of which was outstanding at June 30, 2024. In January 2019, the Company entered into an interest rate swap on \$463.0 million of the Company's U.S. dollar-denominated unsecured variable rate debt. The notional amount of the interest rate swap was \$384.0 million as of June 30, 2024. The interest rate swap effectively converts a portion of the floating rate interest payment into a fixed rate interest payment. The Company designated the interest rate swap as a pay-fixed, receive-floating interest rate swap instrument and is accounting for this derivative as a cash flow hedge. Fixed interest rate debt facilities include \$25.0 million outstanding under our unsecured shelf facility agreement, as well as \$0.1 million of assumed debt from the purchase of our headquarters facility. We had total average variable interest rate bank borrowings of \$572.0 million during fiscal 2024. The impact of a hypothetical 1.0% increase in the interest rates on our average variable interest rate bank borrowings (not considering the impact of the interest rate swap) would have resulted in a \$5.7 million increase in interest expense. Including the impact of the interest rate swap, the impact of a hypothetical 1.0% increase in the variable interest rate would have resulted in a \$1.9 million increase in interest expense.

For more information relating to borrowing and interest rates, see the "Liquidity and Capital Resources" section of "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 and Notes 6 and 7 to the consolidated financial statements in Item 8. That information is also incorporated here by reference. In addition, see Item 1A, "Risk Factors," for additional risk factors relating to our business.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Applied Industrial Technologies, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Applied Industrial Technologies, Inc. and subsidiaries (the "Company") as of June 30, 2024 and 2023, the related statements of consolidated income, comprehensive income, shareholders' equity, and cash flows, for each of the three years in the period ended June 30, 2024, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 30, 2024, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 16, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

**Basis for Opinion**

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

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

**Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

**Goodwill - A reporting unit within the Engineered Solutions segment - Refer to Notes 1 and 5 to the financial statements**

*Critical Audit Matter Description*

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using the income and market approaches. The determination of the fair value using the income approach requires management to make significant estimates and assumptions related to forecasts of future revenues, earnings before interest, taxes, depreciation, and amortization (EBITDA), and discount rates. The determination of the fair value using the market approach requires management to make significant estimates and assumptions related to the forecasts of future revenues, EBITDA and multiples that are applied to management's forecasted revenues and EBITDA estimates. The fair value of all reporting units exceeded their carrying value as of the measurement date and, therefore, no impairment was recognized.

Given the nature of operations for one reporting unit within the Engineered Solutions segment, the sensitivity of this reporting unit to changes in the economy, this reporting unit's historical performance as compared to projections, and the difference between its fair value and the carrying value, auditing management's judgments regarding forecasts of

future revenues and EBITDA, as well as selection of the discount rate, and selection of multiples applied to management's forecasted revenues and EBITDA estimates for this reporting unit, required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the forecasts of future revenues and EBITDA ("forecasts"), and the selection of the discount rate and selection of multiples applied to management's forecasted revenues and EBITDA estimates ("market multiples") for this reporting unit included the following, among others:

- We tested the design and effectiveness of controls over management's goodwill impairment evaluation, such as controls related to management's forecasts and the selection of the discount rate and market multiples used.
- We evaluated management's ability to accurately forecast by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's forecasts by comparing the current forecasts to (1) historical results, (2) internal communications to management and the Board of Directors at the reporting unit level and/or at a consolidated level, and (3) forecasted information included in industry reports for the various industries the reporting unit operates within.
- With the assistance of our fair value specialists, we evaluated the discount rate, including testing the underlying source information and the mathematical accuracy of the calculations, and developing a range of independent estimates and comparing those to the discount rate selected by management.
- With the assistance of our fair value specialists, we evaluated the market multiples by evaluating the selected comparable publicly traded companies and the adjustments made for differences in growth prospects and risk profiles between the reporting unit and the comparable publicly traded companies. We tested the underlying source information and mathematical accuracy of the calculations.

**Inventory - Refer to Notes 1 and 4 to the financial statements**

*Critical Audit Matter Description*

As of June 30, 2024, the Company holds inventory across a large number of locations, including distribution centers, service centers, repair shops and engineered solutions operations. The Company's processes to track and determine consolidated inventory relies on a perpetual inventory system that varies by location based in part upon the information technology (IT) system relevant to the location. Auditing the existence of inventory requires significant effort, the involvement of IT specialists due to the integration of IT systems that track physical inventory quantities by location, and auditor judgment in testing due to the disaggregation of inventory across the locations and the processes and controls in place. Judgment relates to assessing whether we have obtained sufficient audit evidence, including determining the number of locations to visit.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the existence of inventory included the following, among others:

- With the assistance of our IT specialists, we tested the design and effectiveness of controls over management's process to account for the physical existence of inventory, which included general IT controls as well as automated and manual business process controls.
- We involved senior team members to determine the extent and number of location counts to test.
- As part of our testing of the design and effectiveness of controls and of inventory, we observed management's count procedures at certain locations and obtained and evaluated management's audit evidence over counts at certain locations.
- We investigated any identified variations in inventory counts performed and considered the impact in the context of the inventory balance as a whole.

Cleveland, Ohio  
August 16, 2024

We have served as the Company's auditor since 1966.

## STATEMENTS OF CONSOLIDATED INCOME

(In thousands, except per share amounts)

Year Ended June 30,	2024	2023	2022
<b>Net sales</b>	<b>\$ 4,479,406</b>	<b>\$ 4,412,794</b>	<b>\$ 3,810,676</b>
<b>Cost of sales</b>	<b>3,142,753</b>	<b>3,125,829</b>	<b>2,703,760</b>
<b>Gross profit</b>	<b>1,336,653</b>	<b>1,286,965</b>	<b>1,106,916</b>
<b>Selling, distribution and administrative expense, including depreciation</b>	<b>840,830</b>	<b>813,814</b>	<b>749,058</b>
<b>Operating income</b>	<b>495,823</b>	<b>473,151</b>	<b>357,858</b>
<b>Interest expense</b>	<b>20,544</b>	<b>24,790</b>	<b>26,785</b>
<b>Interest income</b>	<b>(17,713)</b>	<b>(3,151)</b>	<b>(522)</b>
<b>Other (income) expense, net</b>	<b>(5,138)</b>	<b>1,701</b>	<b>1,805</b>
<b>Income before income taxes</b>	<b>498,130</b>	<b>449,811</b>	<b>329,790</b>
<b>Income tax expense</b>	<b>112,368</b>	<b>103,072</b>	<b>72,376</b>
<b>Net income</b>	<b>\$ 385,762</b>	<b>\$ 346,739</b>	<b>\$ 257,414</b>
<b>Net income per share — basic</b>	<b>\$ 9.98</b>	<b>\$ 8.98</b>	<b>\$ 6.69</b>
<b>Net income per share — diluted</b>	<b>\$ 9.83</b>	<b>\$ 8.84</b>	<b>\$ 6.58</b>

See notes to consolidated financial statements.

## STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME

(In thousands)

Year Ended June 30,	2024	2023	2022
<b>Net income per the statements of consolidated income</b>	<b>\$ 385,762</b>	<b>\$ 346,739</b>	<b>\$ 257,414</b>
<b>Other comprehensive (loss) income, before tax:</b>			
Foreign currency translation adjustments	(12,544)	7,723	(9,862)
Post-employment benefits:			
Actuarial (loss) gain on re-measurement	(134)	405	2,839
Termination of pension plan	—	1,031	—
Reclassification of net actuarial (gains) losses and prior service cost into other (income) expense, net and included in net periodic pension costs	(117)	36	300
Unrealized gain on cash flow hedge	5,958	18,174	26,204
Reclassification of interest from cash flow hedge into interest expense	(18,683)	(7,285)	11,361
<b>Total other comprehensive (loss) income, before tax</b>	<b>(25,520)</b>	<b>20,084</b>	<b>30,842</b>
Income tax (benefit) expense related to items of other comprehensive income	(3,250)	3,085	10,045
<b>Other comprehensive (loss) income, net of tax</b>	<b>(22,270)</b>	<b>16,999</b>	<b>20,797</b>
<b>Comprehensive income</b>	<b>\$ 363,492</b>	<b>\$ 363,738</b>	<b>\$ 278,211</b>

See notes to consolidated financial statements.

**CONSOLIDATED BALANCE SHEETS**

(In thousands)

June 30,	2024	2023
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 460,617	\$ 344,036
Accounts receivable, net	724,878	708,395
Inventories	488,258	501,184
Other current assets	96,148	93,192
<b>Total current assets</b>	<b>1,769,901</b>	<b>1,646,807</b>
Property — at cost		
Land	14,160	14,219
Buildings	115,262	109,884
Equipment, including computers and software	233,745	219,979
<b>Total property — at cost</b>	<b>363,167</b>	<b>344,082</b>
Less accumulated depreciation	244,640	229,041
<b>Property — net</b>	<b>118,527</b>	<b>115,041</b>
Operating lease assets, net	133,289	100,677
Identifiable intangibles, net	245,870	235,549
Goodwill	619,395	578,418
Other assets	64,928	66,840
<b>Total Assets</b>	<b>\$ 2,951,910</b>	<b>\$ 2,743,332</b>
<b>Liabilities</b>		
Current liabilities		
Accounts payable	\$ 266,949	\$ 301,685
Current portion of long-term debt	25,055	25,170
Compensation and related benefits	93,204	98,740
Other current liabilities	115,892	114,749
<b>Total current liabilities</b>	<b>501,100</b>	<b>540,344</b>
Long-term debt	572,279	596,926
Other liabilities	189,750	147,625
<b>Total Liabilities</b>	<b>1,263,129</b>	<b>1,284,895</b>
<b>Shareholders' Equity</b>		
Preferred stock — no par value; 2,500 shares authorized; none issued or outstanding	—	—
Common stock — no par value; 80,000 shares authorized; 54,213 shares issued; 38,409 and 38,657 shares outstanding, respectively	10,000	10,000
Additional paid-in capital	193,778	188,646
Retained earnings	2,121,838	1,792,632
Treasury shares — at cost (15,804 and 15,556 shares, respectively)	(559,269)	(477,545)
Accumulated other comprehensive loss	(77,566)	(55,296)
<b>Total Shareholders' Equity</b>	<b>1,688,781</b>	<b>1,458,437</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 2,951,910</b>	<b>\$ 2,743,332</b>

See notes to consolidated financial statements.

**STATEMENTS OF CONSOLIDATED CASH FLOWS**

(In thousands)

Year Ended June 30,	2024	2023	2022
<b>Cash Flows from Operating Activities</b>			
Net income	\$ 385,762	\$ 346,739	\$ 257,414
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property	23,431	22,266	21,676
Amortization of intangibles	28,923	30,805	31,879
Amortization of stock appreciation rights and options	3,448	2,785	3,284
Deferred income taxes	(1,074)	(5,716)	15,176
(Recoveries of) provision for losses on accounts receivable	(205)	5,619	3,193
Other share-based compensation expense	9,496	9,576	8,558
Other	(1,309)	1,145	(1,752)
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(1,925)	(51,059)	(145,519)
Inventories	18,387	(42,977)	(92,425)
Other operating assets	(25,897)	(25,254)	(4,982)
Accounts payable	(39,272)	37,682	53,597
Other operating liabilities	(28,372)	12,355	37,471
<b>Cash provided by Operating Activities</b>	<b>371,393</b>	<b>343,966</b>	<b>187,570</b>
<b>Cash Flows from Investing Activities</b>			
Cash paid for acquisition of businesses, net of cash acquired	(72,090)	(35,785)	(6,964)
Capital expenditures	(24,864)	(26,476)	(18,124)
Proceeds from property sales	576	1,428	1,107
Life insurance proceeds	971	—	3,158
Cash payments for loans on company-owned life insurance	—	—	(14,835)
<b>Cash used in Investing Activities</b>	<b>(95,407)</b>	<b>(60,833)</b>	<b>(35,658)</b>
<b>Cash Flows from Financing Activities</b>			
Repayments under revolving credit facility	—	(27,000)	—
Borrowings under revolving credit facility	408	—	410,592
Long-term debt repayments	(25,251)	(40,247)	(550,493)
Interest rate swap settlement receipts (payments)	14,470	8,800	(5,703)
Payment of debt issuance costs	—	—	(1,956)
Purchases of treasury shares	(73,388)	(716)	(13,784)
Dividends paid	(55,879)	(53,446)	(51,805)
Acquisition holdback payments	(681)	(1,510)	(2,361)
Exercise of stock appreciation rights and options	127	127	555
Taxes paid for shares withheld	(16,274)	(12,896)	(8,074)
<b>Cash used in Financing Activities</b>	<b>(156,468)</b>	<b>(126,888)</b>	<b>(223,029)</b>
Effect of exchange rate changes on cash	(2,937)	3,317	(2,154)
Increase (decrease) in cash and cash equivalents	116,581	159,562	(73,271)
Cash and cash equivalents at beginning of year	344,036	184,474	257,745
<b>Cash and Cash Equivalents at End of Year</b>	<b>\$ 460,617</b>	<b>\$ 344,036</b>	<b>\$ 184,474</b>
<b>Supplemental Cash Flow Information</b>			
Cash paid during the year for:			
Income taxes	\$ 116,311	\$ 108,084	\$ 53,301
Interest (includes interest rate swap settlements)	\$ 23,978	\$ 22,567	\$ 20,164

See notes to consolidated financial statements.

STATEMENTS OF CONSOLIDATED SHAREHOLDERS' EQUITY

(In thousands)

For the Years Ended June 30, 2024, 2023 and 2022	Shares of Common Stock Outstanding	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Shares— at Cost	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
<b>Balance at June 30, 2021</b>	38,516	\$ 10,000	\$ 177,014	\$ 1,294,413	\$ (455,789)	\$ (93,092)	\$ 932,546
Net income				257,414			257,414
Other comprehensive income						20,797	20,797
Cash dividends — \$1.34 per share				(52,175)			(52,175)
Purchases of common stock for treasury	(149)				(13,784)		(13,784)
Treasury shares issued for:							
Exercise of stock appreciation rights and options	104		(3,945)		(2,132)		(6,077)
Performance share awards	5		(222)		(73)		(295)
Restricted stock units	12		(598)		(138)		(736)
Compensation expense — stock appreciation rights			3,284				3,284
Other share-based compensation expense			8,558				8,558
Other	11		(269)	24	68		(177)
<b>Balance at June 30, 2022</b>	38,499	10,000	183,822	1,499,676	(471,848)	(72,295)	1,149,355
Net income				346,739			346,739
Other comprehensive income						16,999	16,999
Cash dividends — \$1.38 per share				(53,887)			(53,887)
Purchases of common stock for treasury	(8)				(716)		(716)
Treasury shares issued for:							
Exercise of stock appreciation rights and options	92		(4,256)		(3,773)		(8,029)
Performance share awards	23		(1,290)		(758)		(2,048)
Restricted stock units	34		(1,712)		(932)		(2,644)
Compensation expense — stock appreciation rights			2,785				2,785
Other share-based compensation expense			9,576				9,576
Other	17		(279)	104	482		307
<b>Balance at June 30, 2023</b>	38,657	10,000	188,646	1,792,632	(477,545)	(55,296)	1,458,437
Net income				385,762			385,762
Other comprehensive loss						(22,270)	(22,270)
Cash dividends — \$1.44 per share				(56,560)			(56,560)
Purchases of common stock for treasury	(398)				(73,388)		(73,388)
Treasury shares issued for:							
Exercise of stock appreciation rights and options	73		(3,611)		(3,886)		(7,497)
Performance share awards	54		(3,072)		(3,487)		(6,559)
Restricted stock units	16		(905)		(1,108)		(2,013)
Compensation expense — stock appreciation rights			3,448				3,448
Other share-based compensation expense			9,496				9,496
Other	7		(224)	4	145		(75)
<b>Balance at June 30, 2024</b>	38,409	\$ 10,000	\$ 193,778	\$ 2,121,838	\$ (559,269)	\$ (77,566)	\$ 1,688,781

See notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

### NOTE 1: BUSINESS AND ACCOUNTING POLICIES

#### Business

Applied Industrial Technologies, Inc. and subsidiaries (the "Company," "Applied," "us," "we," or "our") is a leading value-added distributor and technical solutions provider of industrial motion, fluid power, flow control, automation technologies, and related maintenance supplies. Our leading brands, specialized services, and comprehensive knowledge serve MRO (Maintenance, Repair & Operations) and OEM (Original Equipment Manufacturer) end users in virtually all industrial markets through our multi-channel capabilities that provide choice, convenience, and expertise. Although the Company does not generally manufacture the products it sells, it does assemble and repair certain products and systems.

#### Consolidation

The consolidated financial statements include the accounts of Applied Industrial Technologies, Inc. and its subsidiaries. Intercompany transactions and balances have been eliminated in consolidation.

#### Foreign Currency

The financial statements of the Company's Canadian, Mexican, Australian, and New Zealand subsidiaries are measured using local currencies as their functional currencies. Assets and liabilities are translated into U.S. dollars at current exchange rates, while income and expenses are translated at average exchange rates. Translation gains and losses are reported in other comprehensive income (loss) in the statements of consolidated comprehensive income. Gains and losses resulting from transactions denominated in foreign currencies are included in the statements of consolidated income as a component of other expense (income), net.

#### Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from the estimates and assumptions used in preparing the consolidated financial statements.

#### Cash and Cash Equivalents

The Company considers all short-term, highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are carried at cost, which approximates fair value.

#### Marketable Securities

The primary marketable security investments of the Company include money market and mutual funds held in a rabbi trust for a non-qualified deferred compensation plan. These are included in other assets in the consolidated balance sheets, are classified as trading securities, and are reported at fair value based on quoted market prices. Changes in the fair value of the investments during the period are recorded in other expense (income), net in the statements of consolidated income.

#### Concentration of Credit Risk

The Company has a broad customer base representing many diverse industries across North America, Australia, New Zealand, Singapore, and Costa Rica. As such, the Company does not believe that a significant concentration of credit risk exists in its accounts receivable. The Company's cash and cash equivalents consist of deposits with commercial banks and regulated non-bank subsidiaries. While the Company monitors the creditworthiness of these institutions, a crisis in the financial systems could limit access to funds and/or result in the loss of principal. The terms of these deposits and investments provide that all monies are available to the Company upon demand.

#### Accounts Receivable

Accounts receivable are stated at their estimated net realizable value and consist of amounts billed or billable and currently due from customers.

#### Allowances for Doubtful Accounts

The Company maintains an allowance for doubtful accounts, which reflects management's best estimate of probable losses based on an analysis of customer accounts, known troubled accounts, historical experience with write-offs, and other currently available evidence. Initially, the Company estimates an allowance for doubtful accounts as a percentage of net sales based on historical bad debt experience. This initial estimate is adjusted based on recent trends of customers and industries estimated to be greater credit risks, trends within the entire customer

pool, and changes in the overall aging of accounts receivable. Accounts are written off against the allowance when it becomes evident collection will not occur. While the Company has a large customer base that is geographically dispersed, a general economic downturn in any of the industry segments in which the Company operates could result in higher than expected defaults, and therefore, the need to revise estimates for bad debts. The allowance for doubtful accounts was \$13,063 and \$22,334 at June 30, 2024 and June 30, 2023, respectively.

#### Inventories

Inventories are valued at average cost, using the last-in, first-out (LIFO) method for U.S. inventories and the average cost method for foreign inventories. The Company adopted the link chain dollar value LIFO method of accounting for U.S. inventories in fiscal 1974. At June 30, 2024, approximately 14.9% of the Company's domestic inventory dollars relate to LIFO layers added in the 1970s. The Company maintains five LIFO pools based on the following product groupings: bearings, power transmission products, rubber products, fluid power products, and other products. LIFO layers and/or liquidations are determined consistently year-to-year.

The Company evaluates the recoverability of its slow moving and inactive inventories at least quarterly. The Company estimates the recoverable cost of such inventory by product type while considering factors such as its age, historic and current demand trends, the physical condition of the inventory, as well as assumptions regarding future demand. The Company's ability to recover its cost for slow moving or obsolete inventory can be affected by such factors as general market conditions, future customer demand, and relationships with suppliers. Historically, the Company's inventories have demonstrated long shelf lives, are not highly susceptible to obsolescence, and, in certain instances, can be eligible for return under supplier return programs.

#### Supplier Purchasing Programs

The Company enters into agreements with certain suppliers providing inventory purchase incentives. The Company's inventory purchase incentive arrangements are unique to each supplier and are generally annual programs ending at either the Company's fiscal year end or the supplier's year end; however, program length and ending dates can vary. Incentives are received in the form of cash or credits against purchases upon attainment of specified purchase volumes and are received either monthly, quarterly, or annually. The incentives are generally a specified percentage of the Company's net purchases based upon achieving specific purchasing volume levels. These percentages can increase or decrease based on changes in the volume of purchases. The Company accrues for the receipt of these inventory purchase incentives based upon cumulative purchases of inventory. The percentage level utilized is based upon the estimated total volume of purchases expected during the life of the program. Supplier programs are analyzed each quarter to determine the appropriateness of the amount of purchase incentives accrued. Upon program completion, differences between estimates and actual incentives subsequently received have not been material. Benefits under these supplier purchasing programs are recognized under the Company's inventory accounting methods as a reduction of cost of sales when the inventories representing these purchases are recorded as cost of sales. Accrued incentives expected to be settled as a credit against future purchases are reported on the consolidated balance sheets as an offset to amounts due to the related supplier.

#### Property and Related Depreciation and Amortization

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets and is included in selling, distribution, and administrative expense in the accompanying statements of consolidated income. Buildings, building improvements and leasehold improvements are depreciated over ten to thirty years or the life of the lease if a shorter period, and equipment is depreciated over three to ten years. The Company capitalizes internal use software development costs in accordance with guidance on accounting for costs of computer software developed or obtained for internal use. Amortization of software begins when it is ready for its intended use, and is computed on a straight-line basis over the estimated useful life of the software, generally not to exceed twelve years. Capitalized software and hardware costs are classified as property on the consolidated balance sheets. The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the asset group's recorded value cannot be recovered from undiscounted future cash flows. Impairment losses, if any, would be measured based upon the difference between the carrying amount of an asset group and its fair value.

#### Goodwill and Intangible Assets

Goodwill is recognized as the excess cost of an acquired entity over the net amount assigned to assets acquired and liabilities assumed. Goodwill is not amortized. Goodwill is reviewed for impairment annually as of January 1 or whenever changes in conditions indicate an evaluation should be completed. These conditions could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit. The Company utilizes the income and market approaches to determine the fair value of reporting units. Evaluating impairment requires significant judgment by management.

including estimated future operating results, estimated future cash flows, the long-term rate of growth of the business, and determination of an appropriate discount rate. While the Company uses available information to prepare the estimates and evaluations, actual results could differ significantly.

The Company recognizes acquired identifiable intangible assets such as customer relationships, trade names, vendor relationships, and non-competition agreements apart from goodwill. Customer relationship identifiable intangibles are amortized using the sum-of-the-years-digits method or the expected cash flow method over estimated useful lives consistent with assumptions used in the determination of their value. Amortization of all other finite-lived identifiable intangible assets is computed using the straight-line method over the estimated period of benefit. Amortization of identifiable intangible assets is included in selling, distribution and administrative expense in the accompanying statements of consolidated income. Identifiable intangible assets with finite lives are reviewed for impairment when changes in conditions indicate carrying value may not be recoverable. If circumstances require a finite-lived intangible asset be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by the asset to the carrying value of the asset. If the carrying value of the finite-lived intangible asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value determined through a discounted cash flow model. Identifiable intangible assets with indefinite lives are reviewed for impairment on an annual basis or whenever changes in conditions indicate an evaluation should be completed. The Company does not currently have any indefinite-lived identifiable intangible assets.

#### Self-Insurance Liabilities

The Company maintains business insurance programs with significant self-insured retention covering workers' compensation, business, automobile, general product liability and other claims. The Company accrues estimated losses including those incurred but not reported using actuarial calculations, models and assumptions based on historical loss experience. The Company also maintains a self-insured health benefits plan which provides medical benefits to U.S. based employees electing coverage under the plan. The Company estimates its reserve for all unpaid medical claims, including those incurred but not reported, based on historical experience, adjusted as necessary based upon management's reasoned judgment.

#### Revenue Recognition

The Company primarily sells purchased products distributed through its network of service centers and recognizes revenue at a point in time when control of the product transfers to the customer, typically upon shipment from an Applied facility or directly from a supplier. For products that ship directly from suppliers to customers, Applied generally acts as the principal in the transaction and recognizes revenue on a gross basis. Revenue recognized over time is not significant. Revenue is measured as the amount of consideration expected to be received in exchange for the products and services provided, net of allowances for product returns, variable consideration, and any taxes collected from customers that will be remitted to governmental authorities. Shipping and handling costs are recognized in net sales when they are billed to the customer. The Company has elected to account for shipping and handling activities as fulfillment costs. There are no significant costs associated with obtaining customer contracts.

Payment terms with customers vary by the type and location of the customer and the products or services offered. The Company does not adjust the promised amount of consideration for the effects of significant financing components based on the expectation that the period between when the Company transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less. Arrangements with customers that include payment terms extending beyond one year are not significant.

The Company's products are generally sold with a right of return and may include variable consideration in the form of incentives, discounts, credits, or rebates. Product returns are estimated based on historical return rates. The returns reserve was \$10,815 and \$12,635 at June 30, 2024 and June 30, 2023, respectively.

The Company estimates and recognizes variable consideration based on historical experience to determine the expected amount to which the Company will be entitled in exchange for transferring the promised goods or services to a customer. The Company records variable consideration as an adjustment to the transaction price in the period it is incurred. The realization of variable consideration occurs within a short period of time from product delivery; therefore, the time value of money effect is not significant.

#### Shipping and Handling Costs

The Company records freight payments to third parties in cost of sales and internal delivery costs in selling, distribution and administrative expense in the accompanying statements of consolidated income. Internal delivery costs in selling, distribution and administrative expense were approximately \$24,620, \$22,170, and \$17,890 for the fiscal years ended June 30, 2024, 2023, and 2022, respectively.

#### Income Taxes

Income taxes are determined based upon income and expenses recorded for financial reporting purposes. Deferred income taxes are recorded for estimated future tax effects of differences between the bases of assets and liabilities for financial reporting and income tax purposes, giving consideration to enacted tax laws. Uncertain tax positions meeting a more-likely-than-not recognition threshold are recognized in accordance with Accounting Standards Codification (ASC) Topic 740 - Income Taxes. The Company recognizes accrued interest and penalties related to unrecognized income tax benefits in the provision for income taxes.

#### Share-Based Compensation

Share-based compensation represents the cost related to share-based awards granted to employees under the 2023 Long-Term Performance Plan, the 2019 Long-Term Performance Plan, or the 2015 Long-Term Performance Plan. The Company measures share-based compensation cost at the grant date, based on the estimated fair value of the award and recognizes the cost over the requisite service period. Non-qualified stock appreciation rights (SARs) and stock options are granted with an exercise price equal to the closing market price of the Company's common stock at the date of grant and the fair values are determined using a Black-Scholes option pricing model, which incorporates assumptions regarding the expected volatility, the expected option life, the risk-free interest rate and the expected dividend yield. SARs and stock option awards generally vest over four years of continuous service and have ten-year contractual terms. The fair value of restricted stock awards, restricted stock units (RSUs), and performance shares are based on the closing market price of Company common stock on the grant date.

#### Treasury Shares

Shares of common stock repurchased by the Company are recorded at cost as treasury shares and result in a reduction of shareholders' equity in the consolidated balance sheets. The Company uses the weighted-average cost method for determining the cost of shares reissued. The difference between the cost of the shares and the reissuance price is added to or deducted from additional paid-in capital.

#### Derivatives

The Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain risks, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

In accordance with the FASB's fair value measurement guidance, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

#### Retirement Savings Plan

Substantially all U.S. employees participate in the Applied Industrial Technologies, Inc. Retirement Savings Plan, a 401(k) plan. Participants may elect 401(k) contributions of up to 50% of their compensation, subject to Internal Revenue Code maximums. The Company partially matches 401(k) contributions by participants. The Company's expense for matching of employees' 401(k) contributions was \$9,670, \$9,989 and \$9,149 during 2024, 2023 and 2022, respectively.

#### Deferred Compensation Plans

The Company maintains deferred compensation plans that enable certain employees of the Company to defer receipt of a portion of their compensation. Rabbi trusts have been established to hold and provide a measure of security for investments that fund benefits payments under these plans. Assets held in these rabbi trusts consist of investments in money market and mutual funds and Company common stock.

#### Post-employment Benefit Plans

The Company provides the following post-employment benefits which, except for the Qualified Defined Benefit Retirement Plan and Key Executive Restoration Plan, are unfunded:

##### *Supplemental Executive Retirement Benefits Plan*

The Company has a non-qualified pension plan to provide supplemental retirement benefits to certain officers. Benefits are payable and determinable at retirement based upon a percentage of the participant's historical compensation. The Executive Organization and Compensation Committee of the Board of Directors froze participant benefits (credited service and final average earnings) and entry into the Supplemental Executive Retirement Benefits Plan (SERP) effective December 31, 2011. The Company recorded net periodic benefit costs associated with the SERP of \$289, \$399, and \$450 in fiscal 2024, 2023, and 2022, respectively. The Company expects to make payments of approximately \$1,300 under the SERP in fiscal 2025 and 2026, respectively.

##### *Key Executive Restoration Plan*

In fiscal 2012, the Company adopted the Key Executive Restoration Plan (KERP), a funded, non-qualified deferred compensation plan, to replace the SERP. The Company recorded \$446, \$456, and \$514 of expense associated with this plan in fiscal 2024, 2023, and 2022, respectively.

##### *Qualified Defined Benefit Retirement Plan*

The Company's qualified defined benefit retirement plan provided benefits to certain hourly employees at retirement based on length of service and date of retirement. The plan accruals were frozen as of April 16, 2018, and employees were permitted to participate in the Retirement Savings Plan, following that date. The Company terminated the defined benefit retirement plan effective February 28, 2022. Participants elected to receive benefits as either a lump sum payment or through an annuity contract and the settlement of \$8,895 was paid from plan assets in the second quarter of fiscal 2023. As a result of the plan termination, the Company recognized a loss of \$1,184 in the year ended June 30, 2023, which was recorded in other (income) expense, net in the statements of consolidated income. The Company recorded net periodic costs associated with this plan of \$282 in fiscal 2022.

##### *Retiree Health Care Benefits*

The Company provides health care benefits, through third-party policies, to eligible retired employees who pay a specified monthly premium. Premium payments are based upon current insurance rates for the type of coverage provided and are adjusted annually. Certain monthly health care premium payments are partially subsidized by the Company. Additionally, in conjunction with a fiscal 1998 acquisition, the Company assumed the obligation for a post-retirement medical benefit plan which provides health care benefits to eligible retired employees at no cost to the individual. The Company recorded net periodic benefits associated with these plans of \$186, \$113, and \$123 in fiscal 2024, 2023, and 2022, respectively.

The Company has determined that the related disclosures under ASC Topic 715 - Compensation, Retirement Benefits, for these post-employment benefit plans are not material to the consolidated financial statements.

#### Leases

The Company leases facilities for certain service centers, warehouses, distribution centers, and office space. The Company also leases office equipment and vehicles. All leases are classified as operating. The Company's leases expire at various dates through 2036, with terms ranging from 1 year to 15 years. Many of the Company's real estate leases contain renewal provisions to extend lease terms up to 5 years. The exercise of renewal options is solely at the Company's discretion. The Company's lease agreements do not contain material variable lease payments, residual value guarantees, or restrictive covenants. The Company does not recognize right-of-use assets or lease liabilities for short-term leases with initial terms of 12 months or less. Leased vehicles comprise the majority of the Company's short-term leases. All other leases are recorded on the balance sheet with right-of-use assets representing the right to use the underlying asset for the lease term and lease liabilities representing lease payment obligations. The Company's leases do not provide implicit rates; therefore the Company uses its incremental borrowing rate as the discount rate for measuring lease liabilities. Non-lease components are accounted for separately from lease components. The Company's operating lease expense is recognized on a straight-line basis over the lease term and is recorded in selling, distribution, and administrative expense on the statements of consolidated income.

#### Recently Issued Accounting Guidance

In December 2023, the FASB issued its final standard to improve income tax disclosures. This standard, issued as ASU 2023-09, requires public business entities to annually disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. This update is effective for

annual periods beginning after December 15, 2024. The Company has not yet determined the impact of this pronouncement on its financial statements and related disclosures.

In November 2023, the FASB issued its final standard to improve reportable segment disclosures. This standard, issued as ASU 2023-07, requires enhanced disclosures about significant segment expenses, enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. This update is effective for all public entities for fiscal years beginning after December 15, 2023, with the interim disclosure requirements being effective for fiscal years beginning after December 15, 2024. The Company has not yet determined the impact of this pronouncement on its financial statements and related disclosures.

**NOTE 2: REVENUE RECOGNITION**

**Disaggregation of Revenues**

The following tables present the Company's net sales by reportable segment and by geographic areas based on the location of the facility shipping the product for the years ended June 30, 2024, 2023, and 2022. Other countries consist of Mexico, Australia, New Zealand, Singapore, and Costa Rica.

				Year Ended June 30, 2024		
				Service Center Based Distribution	Engineered Solutions	Total
Geographic Areas:						
United States	\$	2,540,427	\$	1,391,762	\$	3,932,189
Canada		310,210		—		310,210
Other Countries		205,918		31,089		237,007
<b>Total</b>	<b>\$</b>	<b>3,056,555</b>	<b>\$</b>	<b>1,422,851</b>	<b>\$</b>	<b>4,479,406</b>
				Year Ended June 30, 2023		
				Service Center Based Distribution	Engineered Solutions	Total
Geographic Areas:						
United States	\$	2,441,281	\$	1,419,140	\$	3,860,421
Canada		315,499		—		315,499
Other Countries		210,062		26,812		236,874
<b>Total</b>	<b>\$</b>	<b>2,966,842</b>	<b>\$</b>	<b>1,445,952</b>	<b>\$</b>	<b>4,412,794</b>
				Year Ended June 30, 2022		
				Service Center Based Distribution	Engineered Solutions	Total
Geographic Areas:						
United States	\$	2,081,566	\$	1,218,184	\$	3,299,750
Canada		291,530		—		291,530
Other Countries		192,508		26,888		219,396
<b>Total</b>	<b>\$</b>	<b>2,565,604</b>	<b>\$</b>	<b>1,245,072</b>	<b>\$</b>	<b>3,810,676</b>

The following tables present the Company's percentage of revenue by reportable segment and major customer industry for the years ended June 30, 2024, 2023, and 2022:

	Year Ended June 30, 2024		
	Service Center Based Distribution	Engineered Solutions	Total
General Industry	35.0 %	38.7 %	36.2 %
Industrial Machinery	8.2 %	24.2 %	13.3 %
Food	15.0 %	2.8 %	11.1 %
Metals	10.9 %	7.9 %	10.0 %
Forest Products	12.0 %	3.2 %	9.2 %
Chem/Petrochem	2.7 %	16.0 %	6.9 %
Cement & Aggregate	7.4 %	1.3 %	5.5 %
Oil & Gas	5.1 %	1.7 %	4.0 %
Transportation	3.7 %	4.2 %	3.8 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

	Year Ended June 30, 2023		
	Service Center Based Distribution	Engineered Solutions	Total
General Industry	34.0 %	41.2 %	36.2 %
Industrial Machinery	9.8 %	26.1 %	15.2 %
Food	13.2 %	2.7 %	9.8 %
Metals	10.6 %	7.5 %	9.6 %
Forest Products	12.1 %	2.8 %	9.1 %
Chem/Petrochem	2.8 %	13.9 %	6.4 %
Cement & Aggregate	7.8 %	1.3 %	5.7 %
Oil & Gas	6.0 %	1.4 %	4.5 %
Transportation	3.7 %	3.1 %	3.5 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

	Year Ended June 30, 2022		
	Service Center Based Distribution	Engineered Solutions	Total
General Industry	34.9 %	40.1 %	36.7 %
Industrial Machinery	10.3 %	28.3 %	16.2 %
Food	12.6 %	2.5 %	9.3 %
Metals	11.2 %	7.4 %	9.9 %
Forest Products	10.8 %	2.4 %	8.0 %
Chem/Petrochem	3.1 %	13.8 %	6.6 %
Cement & Aggregate	7.6 %	1.0 %	5.5 %
Oil & Gas	5.4 %	1.2 %	4.0 %
Transportation	4.1 %	3.3 %	3.8 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

The following tables present the Company's percentage of revenue by reportable segment and product line for the years ended June 30, 2024, 2023, and 2022:

Year Ended June 30, 2024			
	Service Center Based Distribution	Engineered Solutions	Total
Power Transmission	37.7 %	11.3 %	29.4 %
Fluid Power	14.1 %	36.3 %	21.1 %
General Maintenance; Hose Products	22.1 %	17.2 %	20.5 %
Bearings, Linear & Seals	26.1 %	0.4 %	18.0 %
Specialty Flow Control	— %	34.8 %	11.0 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

Year Ended June 30, 2023			
	Service Center Based Distribution	Engineered Solutions	Total
Power Transmission	37.3 %	10.6 %	28.5 %
Fluid Power	13.3 %	34.3 %	20.2 %
General Maintenance; Hose Products	21.1 %	19.3 %	20.6 %
Bearings, Linear & Seals	28.3 %	0.4 %	19.1 %
Specialty Flow Control	— %	35.4 %	11.6 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

Year Ended June 30, 2022			
	Service Center Based Distribution	Engineered Solutions	Total
Power Transmission	37.1 %	10.6 %	28.4 %
Fluid Power	12.8 %	37.2 %	20.8 %
General Maintenance; Hose Products	20.9 %	18.9 %	20.3 %
Bearings, Linear & Seals	29.2 %	0.4 %	19.8 %
Specialty Flow Control	— %	32.9 %	10.7 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

**Contract Assets**

The Company's contract assets consist of un-billed amounts resulting from contracts for which revenue is recognized over time using the cost-to-cost method, and for which revenue recognized exceeds the amount billed to the customer.

Activity related to contract assets, which are included in other current assets on the consolidated balance sheet, is as follows:

	June 30, 2024	June 30, 2023	\$ Change	% Change
Contract assets	\$ 12,648	\$ 17,911	(5,263)	(29.4)%

The difference between the opening and closing balances of the Company's contract assets primarily results from the timing difference between the Company's performance and when the customer is billed.

### NOTE 3: BUSINESS COMBINATIONS

The operating results of all acquired entities are included within the consolidated operating results of the Company from the date of each respective acquisition.

#### Fiscal 2024 Acquisitions

On May 1, 2024, the Company acquired 100% of the outstanding shares of Grupo Kopar (Kopar), a Monterrey, Mexico based provider of emerging automation technologies and engineered solutions. Kopar is included in the Engineered Solutions segment. The purchase price for the acquisition was \$61,225, net liabilities assumed were \$2,529, and intangible assets including goodwill were \$63,754 based upon preliminary estimated fair values at the acquisition date, which are subject to adjustment. The Company funded this acquisition using available cash. The acquisition price and the results of operations for the acquired entity are not material in relation to the Company's consolidated financial statements.

On September 1, 2023, the Company acquired substantially all of the net assets of Bearing Distributors, Inc. (BDI), a Columbia, South Carolina based provider of bearings, power transmission, and industrial motion products, and related service and repair capabilities. BDI is included in the Service Center Based Distribution segment. The purchase price for the acquisition was \$17,926, net tangible assets acquired were \$4,086, and intangible assets including goodwill were \$13,840 based upon preliminary estimated fair values at the acquisition date, which are subject to adjustment. The purchase price includes \$1,800 of acquisition holdback payments, which are included in other current liabilities and other liabilities on the consolidated balance sheet as of June 30, 2024, and which will be paid on the first and second anniversaries of the acquisition date with interest at a fixed rate of 3.0% per annum. The Company funded this acquisition using available cash. The acquisition price and the results of operations for the acquired entity are not material in relation to the Company's consolidated financial statements.

On August 1, 2023, the Company acquired substantially all of the net assets of Cangro Industries, Inc. (Cangro), a Farmingdale, New York based provider of bearings, power transmission, industrial motion, and related service and repair capabilities. Cangro is included in the Service Center Based Distribution segment. The purchase price for the acquisition was \$6,219, net tangible assets acquired were \$2,175, and intangible assets including goodwill were \$4,044 based upon preliminary estimated fair values at the acquisition date, which are subject to adjustment. The purchase price includes \$930 of acquisition holdback payments, which are included in other current liabilities and other liabilities on the consolidated balance sheet as of June 30, 2024, and which will be paid on the first, second, and third anniversaries of the acquisition date with interest at a fixed rate of 1.0% per annum. The Company funded this acquisition using available cash. The acquisition price and the results of operations for the acquired entity are not material in relation to the Company's consolidated financial statements.

#### Fiscal 2023 Acquisitions

On March 31, 2023, the Company acquired substantially all of the net assets of Advanced Motion Systems Inc. (AMS), a western New York based provider of automation products, services, and engineered solutions focused on a full range of machine vision, robotics, and motion control products and technologies. AMS is included in the Engineered Solutions segment. The purchase price for the acquisition was \$10,118, net tangible assets acquired were \$1,768, and intangible assets including goodwill were \$8,350 based upon estimated fair values at the acquisition date. The Company funded this acquisition using available cash. The acquisition price and the results of operations for the acquired entity are not material in relation to the Company's consolidated financial statements.

On November 1, 2022, the Company acquired substantially all of the net assets of Automation, Inc., a Minneapolis, Minnesota based provider of automation products, services, and engineered solutions focused on machine vision, collaborative and mobile robotics, motion control, intelligent sensors, pneumatics, and other related products and solutions. Automation, Inc. is included in the Engineered Solutions segment. The purchase price for the acquisition was \$25,617, net tangible assets acquired were \$3,639, and intangible assets including goodwill were \$21,978 based upon estimated fair values at the acquisition date. The Company funded this acquisition using available cash. The acquisition price and the results of operations for the acquired entity are not material in relation to the Company's consolidated financial statements.

#### Fiscal 2022 Acquisitions

On August 18, 2021, the Company acquired substantially all of the net assets of R.R. Floody Company (Floody), a Rockford, Illinois provider of high technology solutions for advanced factory automation. Floody is included in the Engineered Solutions segment. The purchase price for the acquisition was \$8,038, net tangible assets acquired were \$1,040, and intangible assets including goodwill were \$6,998 based upon estimated fair values at the acquisition date. The purchase price included \$1,000 of acquisition holdback payments, of which \$500 was paid during the year-ended June 30, 2023, and the remaining \$500 was paid during the year-ended June 30, 2024. The Company

funded this acquisition using available cash. The acquisition price and the results of operations for the acquired entity are not material in relation to the Company's consolidated financial statements.

**NOTE 4: INVENTORIES**

Inventories consist of the following:

June 30,	2024		2023	
U.S. inventories at average cost	\$	557,313	\$	558,299
Foreign inventories at average cost		156,873		158,165
		714,186		716,464
Less: Excess of average cost over LIFO cost for U.S. inventories		225,928		215,280
<b>Inventories on consolidated balance sheets</b>	<b>\$</b>	<b>488,258</b>	<b>\$</b>	<b>501,184</b>

The overall impact of LIFO layer liquidations increased gross profit by \$1,160, \$127, and \$501 in fiscal 2024, fiscal 2023, and fiscal 2022, respectively.

**NOTE 5: GOODWILL AND INTANGIBLES**

The changes in the carrying amount of goodwill for both the Service Center Based Distribution segment and the Engineered Solutions segment for the years ended June 30, 2024 and 2023 are as follows:

	Service Center Based Distribution		Engineered Solutions		Total
Balance at July 1, 2022	\$	211,010	\$	352,195	\$ 563,205
Goodwill acquired during the year		—		14,517	14,517
Other, primarily currency translation		221		475	696
Balance at June 30, 2023		211,231		367,187	578,418
Goodwill acquired during the year		9,712		32,634	42,346
Other, primarily currency translation		(1,369)		—	(1,369)
<b>Balance at June 30, 2024</b>	<b>\$</b>	<b>219,574</b>	<b>\$</b>	<b>399,821</b>	<b>\$ 619,395</b>

During the first quarter of fiscal 2024, the Company recorded an adjustment to the preliminary estimated fair value of intangible assets related to the AMS acquisition. The fair value of the trade name was reduced by \$1,249, with a corresponding increase to goodwill of \$1,249. During the second quarter of fiscal 2024, the Company recorded an adjustment to the preliminary estimated fair value of intangible assets related to the BDI acquisition. The fair value of the trade name was reduced by \$2,130, and the fair value of the customer relationship was increased by \$70, with a corresponding combined increase to goodwill of \$2,060.

The Company has eight (8) reporting units for which an annual goodwill impairment assessment was performed as of January 1, 2024. Based on the assessment performed, the Company concluded that the fair value of all of the reporting units exceeded their carrying amount as of January 1, 2024, therefore no impairment exists.

At June 30, 2024 and 2023, accumulated goodwill impairment losses subsequent to fiscal year 2002 totaled \$64,794 related to the Service Center Based Distribution segment and \$167,605 related to the Engineered Solutions segment.

The Company's identifiable intangible assets resulting from business combinations are amortized over their estimated period of benefit and consist of the following:

June 30, 2024	Amount		Accumulated Amortization		Net Book Value
Finite-Lived Intangibles:					
Customer relationships	\$	394,114	\$	205,422	\$ 188,692
Trade names		88,848		34,891	53,957
Other		4,946		1,725	3,221
<b>Total Intangibles</b>	<b>\$</b>	<b>487,908</b>	<b>\$</b>	<b>242,038</b>	<b>\$ 245,870</b>

June 30, 2023	Amount	Accumulated Amortization	Net Book Value
Finite-Lived Intangibles:			
Customer relationships	\$ 364,572	\$ 188,804	\$ 175,768
Trade names	108,301	50,823	57,478
Vendor relationships	9,861	9,744	117
Other	3,347	1,161	2,186
<b>Total Intangibles</b>	<b>\$ 486,081</b>	<b>\$ 250,532</b>	<b>\$ 235,549</b>

Amounts include the impact of foreign currency translation. Fully amortized amounts are written off.

During fiscal 2024, the Company acquired identifiable intangible assets with an acquisition cost allocation and weighted-average life as follows:

	Acquisition Cost Allocation	Weighted-Average Life
Customer relationships	\$ 35,131	20.0
Trade names	3,810	13.3
Other	1,600	6.7
<b>Total Intangibles Acquired</b>	<b>\$ 40,541</b>	<b>18.9</b>

Identifiable intangible assets with finite lives are reviewed for impairment when changes in conditions indicate carrying value may not be recoverable.

Amortization of identifiable intangibles totaled \$28,923, \$30,805, and \$31,879 in fiscal 2024, 2023, and 2022, respectively, and is included in selling, distribution and administrative expense in the statements of consolidated income. Future amortization expense based on the Company's identifiable intangible assets as of June 30, 2024 is estimated to be \$29,300 for 2025, \$27,300 for 2026, \$25,200 for 2027, \$23,400 for 2028, and \$21,800 for 2029.

#### NOTE 6: DEBT

A summary of long-term debt, including the current portion, follows:

June 30,	2024	2023
Revolving credit facility	\$ 384,000	\$ 383,592
Trade receivable securitization facility	188,300	188,300
Series D Notes	—	25,000
Series E Notes	25,000	25,000
Other	105	356
<b>Total debt</b>	<b>\$ 597,405</b>	<b>\$ 622,248</b>
Less: unamortized debt issuance costs	71	152
	<b>\$ 597,334</b>	<b>\$ 622,096</b>

#### Revolving Credit Facility & Term Loan

In December 2021, the Company entered into a five-year revolving credit facility with a group of banks to refinance the existing credit facility as well as provide funds for ongoing working capital and other general corporate purposes. The revolving credit facility provides a \$900,000 unsecured revolving credit facility and an uncommitted accordion feature which allows the Company to request an increase in the borrowing commitments, or incremental term loans, under the credit facility in aggregate principal amounts of up to \$500,000. In May 2023, the Company and the administrative agent entered into an amendment to the credit facility to replace LIBOR with SOFR as a reference rate available for use in the computation of interest. Borrowings under this agreement bear interest, at the Company's election, at either the base rate plus a margin that ranges from 0 to 55 basis points based on the net leverage ratio or SOFR plus a margin that ranges from 80 to 155 basis points based on the net leverage ratio. Available borrowing under this facility, without exercising the accordion feature and net of outstanding letters of credit of \$200 to secure certain insurance obligations, totaled \$515,800 and \$516,208 at June 30, 2024 and June 30, 2023, respectively, and were available to fund future acquisitions or other capital and operating requirements. The interest rate on the revolving credit facility was 6.24% and 6.11% as of June 30, 2024 and June 30, 2023, respectively.

Additionally, the Company had letters of credit outstanding not associated with the revolving credit agreement, in the amount of \$4,046 as of June 30, 2024 and June 30, 2023 in order to secure certain insurance obligations.

#### Trade Receivable Securitization Facility

In August 2018, the Company established a trade receivable securitization facility (the "AR Securitization Facility"). On March 26, 2021, the Company amended the AR Securitization Facility to expand the eligible receivables, which increased the maximum availability to \$250,000 and increased the fees on the AR Securitization Facility to 0.98% per year. On August 4, 2023, the Company amended the AR Securitization Facility, extended the term to August 4, 2026, and reduced drawn fees to 0.90% per year. Availability is further subject to changes in the credit ratings of our customers, customer concentration levels or certain characteristics of the accounts receivable being transferred and, therefore, at certain times, we may not be able to fully access the \$250,000 of funding available under the AR Securitization Facility. The AR Securitization Facility effectively increases the Company's borrowing capacity by collateralizing a portion of the amount of the U.S. operations' trade accounts receivable. The Company uses the proceeds from the AR Securitization Facility as an alternative to other forms of debt, effectively reducing borrowing costs. In May 2023, the Company entered into an amendment to the AR Securitization Facility to replace LIBOR with SOFR as a reference rate available for use in the computation of interest, therefore borrowings under this facility carry variable interest rates tied to SOFR. The interest rate on the AR Securitization Facility as of June 30, 2024 and June 30, 2023 was 6.35% and 6.16%, respectively.

#### Unsecured Shelf Facility

At June 30, 2024 and June 30, 2023, the Company had borrowings outstanding under its unsecured shelf facility agreement with Prudential Investment Management of \$25,000 and \$50,000, respectively. Fees on this facility range from 0.25% to 1.25% per year based on the Company's leverage ratio at each quarter end. The "Series D" notes carried a fixed interest rate of 3.21%, and the remaining principal balance of \$25,000 was paid in October 2023. The "Series E" notes have a principal amount of \$25,000, carry a fixed interest rate of 3.08%, and are due in October 2024.

#### Other Long-Term Borrowing

In 2014, the Company assumed \$2,359 of debt as a part of the headquarters facility acquisition. The 1.50% fixed interest rate note is held by the State of Ohio Development Services Agency and matures in November 2024.

The table below summarizes the aggregate maturities of amounts outstanding under long-term borrowing arrangements for each of the next five years:

Fiscal Year	Aggregate Maturity
2025	\$ 25,105
2026	—
2027	572,300
2028	—
2029	—

#### Covenants

The credit facility and the unsecured shelf facility contain restrictive covenants regarding liquidity, net worth, financial ratios, and other covenants. At June 30, 2024, the most restrictive of these covenants required that the Company have net indebtedness less than 3.75 times consolidated income before interest, taxes, depreciation and amortization (as defined). At June 30, 2024, the Company's net indebtedness was less than 0.3 times consolidated income before interest, taxes, depreciation and amortization (as defined). The Company was in compliance with all financial covenants at June 30, 2024.

#### NOTE 7: DERIVATIVES

##### Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's borrowings.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive loss and subsequently reclassified into interest expense in the same period(s) during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive loss related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt.

In January 2019, the Company entered into an interest rate swap to mitigate variability in forecasted interest payments on \$463,000 of the Company's U.S. dollar-denominated unsecured variable rate debt. The notional amount declines over time. The interest rate swap effectively converts a portion of the floating rate interest payment into a fixed rate interest payment. The Company designated the interest rate swap as a pay-fixed, receive-floating interest rate swap instrument and is accounting for this derivative as a cash flow hedge. During fiscal 2021, the Company completed a transaction to amend and extend the interest rate swap agreement which resulted in an extension of the maturity date to January 31, 2026 and a decrease of the weighted average fixed pay rate from 2.61% to 1.83%. The pay-fixed interest rate swap is considered a hybrid instrument with a financing component and an embedded at-market derivative that was designated as a cash flow hedge. In May 2023, the Company entered into bilateral agreements with its swap counterparties to transition its interest rate swap agreements to SOFR, and further decreased the weighted average fixed pay rate to 1.58%. The Company made various ASC 848 elections related to changes in critical terms of the hedging relationship due to reference rate reform to not result in a redesignation of the hedging relationship. As of May 31, 2023, the Company's interest rate swap agreement was indexed to SOFR.

The interest rate swap converted \$384,000 of variable rate debt to a rate of 2.48% as of June 30, 2024 and to a rate of 2.59% as of June 30, 2023. The fair value (Level 2 in the fair value hierarchy) of the interest rate cash flow hedge was \$18,081 and \$27,044 as of June 30, 2024 and June 30, 2023, respectively, which is included in other current assets and other assets in the consolidated balance sheet. Amounts reclassified from other comprehensive (loss) income, before tax, to interest expense totaled \$(18,683), \$(7,285), and \$11,361 for fiscal 2024, 2023, and 2022, respectively.

**NOTE 8: FAIR VALUE MEASUREMENTS**

Marketable securities measured at fair value at June 30, 2024 and June 30, 2023 totaled \$22,519 and \$18,637, respectively. The majority of these marketable securities are held in a rabbi trust for a non-qualified deferred compensation plan. The marketable securities are included in other assets on the consolidated balance sheets and their fair values were valued using quoted market prices (Level 1 in the fair value hierarchy).

As of June 30, 2024, the carrying value of the Company's fixed interest rate debt outstanding under its unsecured shelf facility agreement with Prudential Investment Management approximates fair value (Level 2 in the fair value hierarchy).

The revolving credit facility contains variable interest rates and its carrying value approximates fair value (Level 2 in the fair value hierarchy).

**NOTE 9: INCOME TAXES**

Income Before Income Taxes

The components of income before income taxes are as follows:

Year Ended June 30,	2024		2023		2022
U.S.	\$	467,785	\$	423,316	\$ 287,367
Foreign		30,345		26,495	42,423
<b>Income before income taxes</b>	<b>\$</b>	<b>498,130</b>	<b>\$</b>	<b>449,811</b>	<b>\$ 329,790</b>

Provision

The provision for income taxes consists of:

Year Ended June 30,	2024		2023		2022
Current:					
Federal	\$	86,501	\$	84,294	\$ 40,608
State and local		23,016		19,026	10,188
Foreign		3,925		5,468	6,404
<b>Total current</b>		<b>113,442</b>		<b>108,788</b>	<b>57,200</b>
Deferred:					
Federal		(791)		(1,881)	12,467
State and local		1,159		(84)	2,659
Foreign		(1,442)		(3,751)	50
<b>Total deferred</b>		<b>(1,074)</b>		<b>(5,716)</b>	<b>15,176</b>
<b>Total</b>	<b>\$</b>	<b>112,368</b>	<b>\$</b>	<b>103,072</b>	<b>\$ 72,376</b>

Effective Tax Rates

The following reconciles the U.S. federal statutory income tax rate to the Company's effective income tax rate:

Year Ended June 30,	2024		2023		2022
Statutory income tax rate		21.0 %		21.0 %	21.0 %
Effects of:					
State and local taxes		4.0		3.5	3.3
Stock compensation		(1.2)		(1.0)	(1.5)
GILTI/FDII		(0.4)		(0.2)	0.2
R & D credit		(0.4)		(0.4)	(0.4)
U.S. tax on foreign income, net		(0.1)		—	(0.4)
Impact of foreign operations		0.3		0.2	0.4
Non-deductibles/Deductible dividend		0.9		0.6	0.2
Interest deduction		(0.4)		(0.4)	(0.6)
Valuation allowance		(0.7)		(0.6)	(0.6)
Other, net		(0.4)		0.2	0.3
<b>Effective income tax rate</b>		<b>22.6 %</b>		<b>22.9 %</b>	<b>21.9 %</b>

## Consolidated Balance Sheets

Significant components of the Company's deferred tax assets and liabilities are as follows:

June 30,	2024	2023
<b>Deferred tax assets:</b>		
Compensation liabilities not currently deductible	\$ 18,646	\$ 17,726
Other expenses and reserves not currently deductible	15,008	18,215
Leases	34,771	26,345
Net operating loss carryforwards	6,340	6,809
Capitalization of R&D costs	17,584	11,646
Other	300	381
<b>Total deferred tax assets</b>	<b>\$ 92,649</b>	<b>\$ 81,122</b>
Less: Valuation allowance	(158)	(3,459)
<b>Deferred tax assets, net of valuation allowance</b>	<b>\$ 92,491</b>	<b>\$ 77,663</b>
<b>Deferred tax liabilities:</b>		
Inventories	\$ (18,086)	\$ (15,174)
Goodwill and intangibles	(63,733)	(52,463)
Leases	(34,473)	(26,179)
Hedging instrument	(5,965)	(9,081)
Depreciation and differences in property bases	(10,506)	(9,757)
<b>Total deferred tax liabilities</b>	<b>(132,763)</b>	<b>(112,654)</b>
<b>Net deferred tax liabilities</b>	<b>\$ (40,272)</b>	<b>\$ (34,991)</b>
<b>Net deferred tax liabilities are classified as follows:</b>		
Other assets	\$ 11,306	\$ 9,990
Other liabilities	(51,578)	(44,981)
<b>Net deferred tax liabilities</b>	<b>\$ (40,272)</b>	<b>\$ (34,991)</b>

As of June 30, 2024 and 2023, the Company had foreign net operating loss carryforwards of approximately \$24,627 and \$29,374, respectively, the tax benefit of which is approximately \$6,146 and \$6,440, respectively. These loss carryforwards will expire at various dates beginning in 2036. As of June 30, 2024 and 2023, the Company had state net operating loss carryforwards, the tax benefit of which is approximately \$194 and \$466, respectively, which will expire at various dates beginning in 2034.

Valuation allowances are provided against deferred tax assets where it is considered more-likely-than-not that the Company will not realize the benefit of such assets. The remaining net deferred tax asset is the amount management believes is more-likely-than-not of being realized. The realization of these deferred tax assets can be impacted by changes to tax laws, statutory tax rates and future income levels. The Company evaluates the realization of its deferred tax assets each quarter throughout the year. During the years ended June 30, 2024 and 2023, the Company recorded a net tax benefit related to the change in valuation allowances of \$3,283 and \$2,657, respectively. The total valuation allowance provided against the deferred tax assets is \$158 and \$3,415 as of June 30, 2024 and 2023, respectively.

As of June 30, 2024, the Company had accumulated undistributed earnings of non-U.S. subsidiaries of approximately \$186,420. The vast majority of such earnings have previously been subjected to the one-time transition tax or the Global Intangible Low Taxed Income (GILTI) inclusion. Therefore, any additional taxes due with respect to such earnings or the excess of the amount for financial reporting over the tax basis of our foreign investments would generally be limited to foreign withholding and state income taxes. In addition, we expect foreign tax credits would be available to either offset or partially reduce the tax cost in the event of a distribution. We intend, however, to indefinitely reinvest these earnings and expect future U.S. cash generation to be sufficient to meet future U.S. cash needs.

Unrecognized Income Tax Benefits

The Company and its subsidiaries file income tax returns in U.S. federal, various state, local, and foreign jurisdictions. The following table sets forth the changes in the amount of unrecognized tax benefits for the years ended June 30, 2024, 2023, and 2022:

Year Ended June 30,	2024		2023		2022
Unrecognized Income Tax Benefits at beginning of the year	\$	4,821	\$	4,926	\$ 5,230
Current year tax positions		105		622	505
Prior year tax positions		(412)		(86)	(83)
Expirations of statutes of limitations		(1,466)		(641)	(726)
Unrecognized Income Tax Benefits at end of year	\$	3,048	\$	4,821	\$ 4,926

The Company recognizes interest and penalties related to uncertain tax positions in the provision for income taxes. During 2024, 2023, and 2022, the Company recognized \$296, \$239, and \$(362) of expense (income), respectively, for interest and penalties related to unrecognized income tax benefits in its statements of consolidated income. The Company had a liability for penalties and interest of \$1,411, \$1,115, and \$876 as of June 30, 2024, 2023, and 2022, respectively. The Company anticipates a decrease to unrecognized income tax benefits within the next twelve months of approximately \$2,250, of which all would affect the effective income tax rate. Included in the balance of unrecognized income tax benefits at June 30, 2024, 2023, and 2022 are \$2,946, \$4,722, and \$4,813 respectively, of income tax benefits that, if recognized, would affect the effective income tax rate.

The Company is subject to U.S. federal income tax examinations for the tax years 2019 through 2024 and to state and local income tax examinations for the tax years 2018 through 2024. In addition, the Company is subject to foreign income tax examinations for the tax years 2017 through 2024.

The Company's unrecognized income tax benefits are included in other liabilities in the consolidated balance sheets since payment of cash is not expected within one year, or as a reduction of a deferred tax asset.

NOTE 10: SHAREHOLDERS' EQUITY

Treasury Shares

At June 30, 2024, 128 shares of the Company's common stock held as treasury shares were restricted as collateral under escrow arrangements relating to change in control and director and officer indemnification agreements.

Accumulated Other Comprehensive Loss

Changes in the accumulated other comprehensive loss for the years ended June 30, 2024, 2023, and 2022, are composed of the following amounts, shown net of taxes:

	Foreign currency translation adjustment	Post-employment benefits	Cash flow hedge	Total accumulated other comprehensive loss
Balance at July 1, 2021	\$ (80,838)	\$ (3,673)	\$ (8,581)	\$ (93,092)
Other comprehensive (loss) income	(9,900)	2,142	19,770	12,012
Amounts reclassified from accumulated other comprehensive loss	—	228	8,557	8,785
Net current-period other comprehensive (loss) income	(9,900)	2,370	28,327	20,797
Balance at June 30, 2022	(90,738)	(1,303)	19,746	(72,295)
Other comprehensive income	7,639	1,082	13,759	22,480
Amounts reclassified from accumulated other comprehensive loss	—	24	(5,505)	(5,481)
Net current-period other comprehensive income	7,639	1,106	8,254	16,999
Balance at June 30, 2023	(83,099)	(197)	28,000	(55,296)
Other comprehensive (loss) income	(12,467)	(101)	4,499	(8,069)
Amounts reclassified from accumulated other comprehensive loss	—	(93)	(14,108)	(14,201)
Net current-period other comprehensive loss	(12,467)	(194)	(9,609)	(22,270)
Balance at June 30, 2024	\$ (95,566)	\$ (391)	\$ 18,391	\$ (77,566)

Other Comprehensive (Loss) Income

Details of other comprehensive (loss) income are as follows:

Year Ended June 30,	2024			2023			2022		
	Pre-Tax Amount	Tax (Benefit) Expense	Net Amount	Pre-Tax Amount	Tax Expense (Benefit)	Net Amount	Pre-Tax Amount	Tax Expense	Net Amount
Foreign currency translation adjustments	\$ (12,544)	\$ (77)	\$ (12,467)	\$ 7,723	\$ 84	\$ 7,639	\$ (9,862)	\$ 38	\$ (9,900)
Post-employment benefits:									
Actuarial (loss) gain on re-measurement	(134)	(33)	(101)	405	100	305	2,839	697	2,142
Reclassification of actuarial losses and prior service cost into other (income) expense, net and included in net periodic pension costs	(117)	(24)	(93)	36	12	24	300	72	228
Termination of pension plan	—	—	—	1,031	254	777	—	—	—
Unrealized gain on cash flow hedge	5,958	1,459	4,499	18,174	4,415	13,759	26,204	6,434	19,770
Reclassification of interest from cash flow hedge into interest expense	(18,683)	(4,575)	(14,108)	(7,285)	(1,780)	(5,505)	11,361	2,804	8,557
<b>Other comprehensive (loss) income</b>	<b>\$ (25,520)</b>	<b>\$ (3,250)</b>	<b>\$ (22,270)</b>	<b>\$ 20,084</b>	<b>\$ 3,085</b>	<b>\$ 16,999</b>	<b>\$ 30,842</b>	<b>\$ 10,045</b>	<b>\$ 20,797</b>

Net Income Per Share

Basic net income per share is based on the weighted-average number of common shares outstanding. Diluted net income per share includes the dilutive effect of potential common shares outstanding. Under the two-class method of computing net income per share, non-vested share-based payment awards that contain rights to receive non-forfeitable dividends are considered participating securities. The Company's participating securities include Restricted Stock Units ("RSUs") and restricted stock awards. The Company calculated basic and diluted net income per share under both the treasury stock method and the two-class method. For the years presented there were no material differences in the net income per share amounts calculated using the two methods. Accordingly, the treasury stock method is disclosed below.

The following table presents amounts used in computing net income per share and the effect on the weighted-average number of shares of dilutive potential common shares:

Year Ended June 30,	2024		2023		2022	
Net Income	\$	385,762	\$	346,739	\$	257,414
Average Shares Outstanding:						
Weighted-average common shares outstanding for basic computation		38,672		38,592		38,471
Dilutive effect of potential common shares		585		628		634
Weighted-average common shares outstanding for dilutive computation		39,257		39,220		39,105
<b>Net Income Per Share — Basic</b>	<b>\$</b>	<b>9.98</b>	<b>\$</b>	<b>8.98</b>	<b>\$</b>	<b>6.69</b>
<b>Net Income Per Share — Diluted</b>	<b>\$</b>	<b>9.83</b>	<b>\$</b>	<b>8.84</b>	<b>\$</b>	<b>6.58</b>

Stock awards relating to 99, 84 and 106 shares of common stock were outstanding at June 30, 2024, 2023 and 2022, respectively, but were not included in the computation of diluted earnings per share for the fiscal years then ended as they were anti-dilutive.

**NOTE 11: SHARE-BASED COMPENSATION**

*Share-Based Incentive Plans*

Following approval by the Company's shareholders in October 2023, the 2023 Long-Term Performance Plan (the "2023 Plan") replaced the 2019 Long-Term Performance Plan. The 2023 Plan, which expires in 2028, provides for granting of SARs, stock options, stock awards, cash awards, and such other awards or combination thereof as the Executive Organization and Compensation Committee or, in the case of director awards, the Corporate Governance & Sustainability Committee of the Board of Directors (together referred to as the "Committee") may determine to officers, other key employees and members of the Board of Directors. Grants are generally made at regularly scheduled committee meetings. Compensation costs charged to expense under award programs paid (or to be paid) with shares (including SARs, performance shares, restricted stock, and RSUs) are summarized in the table below:

Year Ended June 30,	2024	2023	2022
SARs	\$ 3,448	\$ 2,785	\$ 3,284
Performance shares	4,232	5,302	4,549
Restricted stock and RSUs	5,264	4,274	4,009
<b>Total compensation costs under award programs</b>	<b>\$ 12,944</b>	<b>\$ 12,361</b>	<b>\$ 11,842</b>

Such amounts are included in selling, distribution, and administrative expense in the accompanying statements of consolidated income. The total income tax benefit recognized in the statements of consolidated income for share-based compensation plans was \$5,885, \$7,886, and \$5,105 for fiscal 2024, 2023, and 2022, respectively. It has been the practice of the Company to issue shares from treasury to satisfy requirements of awards paid with shares.

The aggregate unrecognized compensation cost for share-based award programs with the potential to be paid at June 30, 2024 is summarized in the table below:

June 30,	2024	Average Expected Period of Expected Recognition (Years)
SARs	\$ 5,113	2.6
Performance shares	6,415	1.7
Restricted stock and RSUs	3,050	2.1
<b>Total unrecognized compensation costs under award programs</b>	<b>\$ 14,578</b>	<b>2.1</b>

Cost of these programs will be recognized as expense over the weighted-average remaining vesting period of 2.1 years. The aggregate number of shares of common stock which may be awarded under the 2023 Plan is 1,600; shares available for future grants at June 30, 2024 were 1,584.

*Stock Appreciation Rights and Stock Options*

The weighted-average assumptions used for SARs grants issued in fiscal 2024, 2023, and 2022 are:

	2024	2023	2022
Expected life, in years	6.0	6.2	6.4
Risk free interest rate	4.1 %	2.9 %	1.0 %
Dividend yield	1.0 %	1.3 %	1.5 %
Volatility	37.0 %	35.5 %	34.3 %
Per share fair value of SARs granted during the year	\$55.65	\$35.98	\$26.18

The expected life is based upon historical exercise experience of the officers, other key employees, and members of the Board of Directors. The risk free interest rate is based upon U.S. Treasury zero-coupon bonds with remaining terms equal to the expected life of the SARs. The assumed dividend yield has been estimated based upon the Company's historical results and expectations for changes in dividends and stock prices. The volatility assumption is calculated based upon historical daily price observations of the Company's common stock for a period equal to the expected life.

SARs are redeemable solely in Company common stock. The exercise price of stock option awards may be settled by the holder with cash or by tendering Company common stock.

A summary of SARs and stock options activity is presented below:

Year Ended June 30, 2024 (Shares in thousands)	Shares	Weighted-Average Exercise Price
Outstanding, beginning of year	816	\$ 70.11
Granted	102	143.72
Exercised	(188)	61.25
Forfeited	(18)	83.67
Outstanding, end of year	712	\$ 82.65
Exercisable at end of year	472	\$ 65.93
Expected to vest at end of year	706	\$ 82.29

The weighted-average remaining contractual terms for SARs and stock options outstanding, exercisable, and expected to vest at June 30, 2024 were 5.8, 4.6, and 5.8 years, respectively. The aggregate intrinsic values of SARs and stock options outstanding, exercisable, and expected to vest at June 30, 2024 were \$79,326 \$60,488, and \$78,921, respectively. The aggregate intrinsic value of the SARs and stock options exercised during fiscal 2024, 2023, and 2022 was \$19,700, \$20,170, and \$17,015, respectively.

The total fair value of shares vested during fiscal 2024, 2023, and 2022 was \$2,550, \$2,691, and \$2,341, respectively.

*Performance Shares*

Performance shares are paid in shares of Applied stock at the end of a three-year period provided the Company achieves goals established by the Committee. The number of Applied shares payable will vary depending on the level of the goals achieved.

A summary of non-vested performance shares activity at June 30, 2024 is presented below:

Year Ended June 30, 2024 (Shares in thousands)	Shares	Weighted-Average Grant-Date Fair Value
Non-vested, beginning of year	159	\$ 66.74
Awarded	42	99.79
Vested	(100)	53.50
Non-vested, end of year	101	\$ 93.73

The Committee set three one-year goals for each of the 2024, 2023, and 2022 grants. Each fiscal year during the three-year term has its own separate goals, tied to the Company's earnings before interest, tax, depreciation, and amortization (EBITDA) and after-tax return on assets (ROA). Achievement during any particular fiscal year is awarded and "banked" for payout at the end of the three-year term. For the outstanding grants as of June 30, 2024, the maximum number of shares that could be earned in future periods was 53.

*Restricted Stock and Restricted Stock Units*

Under the 2023 Plan, restricted stock award recipients have voting rights with respect to their shares, but are restricted from selling or transferring the shares prior to vesting; dividends are accrued and paid upon vesting. Restricted stock awards vest over periods of one to four years. RSUs are grants valued in shares of Applied stock, but shares are not issued until the grants vest three to five years from the award date, assuming continued employment with Applied; dividend equivalents on RSUs are accrued and paid upon vesting.

A summary of the status of the Company's non-vested restricted stock and RSUs at June 30, 2024 is presented below:

Year Ended June 30, 2024 (Share amounts in thousands)	Shares	Weighted-Average Grant-Date Fair Value
Non-vested, beginning of year	143	\$ 83.35
Granted	29	151.53
Forfeitures	(4)	84.96
Vested	(38)	81.50
Non-vested, end of year	130	\$ 99.05

**NOTE 12: LEASES**

The Company's operating lease expense is recognized on a straight-line basis over the lease term and is recorded in selling, distribution and administrative expense on the statements of consolidated income. Operating lease costs and short-term lease costs were \$38,905 and \$12,683, respectively, for the year ended June 30, 2024 and \$35,982 and \$9,153, respectively, for the year ended June 30, 2023. Variable lease costs and sublease income were not material.

Information related to operating leases is as follows:

June 30,	2024	2023
Operating lease assets, net	\$ 133,289	\$ 100,677
Operating lease liabilities		
Other current liabilities	\$ 33,466	\$ 31,173
Other liabilities	104,143	72,704
Total operating lease liabilities	\$ 137,609	\$ 103,877
June 30,	2024	2023
Weighted average remaining lease term (years)	5.5	4.9
Weighted average incremental borrowing rate	4.51 %	3.87 %
Year Ended June 30,	2024	2023
Cash paid for operating leases	\$ 38,130	\$ 35,545
Right of use assets obtained in exchange for new operating lease liabilities	\$ 67,535	\$ 30,605

The table below summarizes the aggregate maturities of liabilities pertaining to operating leases with terms greater than one year for each of the next five years:

Fiscal Year	Maturity of Operating Lease Liabilities
2025	\$ 38,617
2026	33,357
2027	26,843
2028	19,466
2029	14,208
Thereafter	23,456
Total lease payments	155,947
Less interest	18,338
Present value of lease liabilities	\$ 137,609

The Company maintains lease agreements for many of the operating facilities of businesses it acquires from previous owners. In many cases, the previous owners of the business acquired become employees of Applied and occupy

management positions within those businesses. The payments under lease agreements of this nature totaled \$2,250 in 2024, \$1,500 in 2023, and \$2,100 in 2022.

**NOTE 13: SEGMENT INFORMATION**

The Company's reportable segments are: Service Center Based Distribution and Engineered Solutions. These reportable segments contain the Company's various operating segments which have been aggregated based upon similar economic and operating characteristics. The Service Center Based Distribution segment operates through local service centers and distribution centers with a focus on providing products and services addressing the maintenance and repair of motion control infrastructure and production equipment. Products primarily include industrial bearings, motors, belting, drives, couplings, pumps, linear motion products, hydraulic and pneumatic components, filtration supplies, and hoses, as well as other related supplies for general operational needs of customers' machinery and equipment. The Engineered Solutions segment includes our operations that specialize in distributing, engineering, designing, integrating, and repairing hydraulic and pneumatic fluid power technologies, and engineered flow control products and services. This segment also includes our operations that focus on advanced automation solutions including machine vision, robotics, motion control, and smart technologies.

The accounting policies of the Company's reportable segments are generally the same as those described in Note 1. Intercompany sales, primarily from the Engineered Solutions segment to the Service Center Based Distribution segment of \$52,574, \$48,450, and \$37,163, in 2024, 2023, and 2022, respectively, have been eliminated in the following table.

Segment Financial Information

		Service Center Based Distribution	Engineered Solutions	Total
<b>Year Ended June 30, 2024</b>				
Net sales	\$	3,056,555	\$ 1,422,851	\$ 4,479,406
Operating income for reportable segments		400,182	206,844	607,026
Assets used in the business		1,865,269	1,086,641	2,951,910
Depreciation and amortization of property		17,700	5,731	23,431
Capital expenditures		18,040	6,824	24,864
<b>Year Ended June 30, 2023</b>				
Net sales	\$	2,966,842	\$ 1,445,952	\$ 4,412,794
Operating income for reportable segments		373,439	203,404	576,843
Assets used in the business		1,736,393	1,006,939	2,743,332
Depreciation and amortization of property		17,932	4,334	22,266
Capital expenditures		15,390	11,086	26,476
<b>Year Ended June 30, 2022</b>				
Net sales	\$	2,565,604	\$ 1,245,072	\$ 3,810,676
Operating income for reportable segments		301,881	156,644	458,525
Assets used in the business		1,455,293	997,295	2,452,588
Depreciation and amortization of property		17,509	4,167	21,676
Capital expenditures		14,486	3,638	18,124

A reconciliation of operating income for reportable segments to the consolidated income before income taxes is as follows:

Year Ended June 30,	2024		2023		2022
Operating income for reportable segments	\$	607,026	\$	576,843	\$ 458,525
Adjustments for:					
Intangible amortization — Service Center Based Distribution		3,188		2,857	3,435
Intangible amortization — Engineered Solutions		25,735		27,948	28,444
Corporate and other expense, net		82,280		72,887	68,788
Total operating income		495,823		473,151	357,858
Interest expense, net		2,831		21,639	26,263
Other (income) expense, net		(5,138)		1,701	1,805
Income before income taxes	\$	498,130	\$	449,811	\$ 329,790

Fluctuations in corporate and other expense, net, are due to changes in corporate expenses, as well as in the amounts and levels of certain expenses being allocated to the segments. The expenses being allocated include corporate charges for working capital, logistics support, and other items.

**Geographic Information**

Long-lived assets are based on physical locations and are composed of the net book value of property and right of use assets. Information by geographic area is as follows:

June 30,	2024		2023
Long-Lived Assets:			
United States	\$	209,987	\$ 176,025
Canada		26,436	29,817
Other Countries		15,393	9,876
Total	\$	251,816	\$ 215,718

**NOTE 14: COMMITMENTS AND CONTINGENCIES**

The Company is a party to various pending judicial and administrative proceedings. Based on circumstances currently known, the Company does not expect that the ultimate resolution of any of these matters will have, either individually or in the aggregate, a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

**NOTE 15: OTHER (INCOME) EXPENSE, NET**

Other (income) expense, net, consists of the following:

Year Ended June 30,	2024		2023		2022
Unrealized (gain) loss on assets held in rabbi trust for a non-qualified deferred compensation plan	\$	(3,300)	\$	(2,223)	\$ 2,612
Foreign currency transaction (gains) losses		(1,099)		3,284	(65)
Net other periodic post-employment costs		114		1,470	610
Life insurance income, net		(855)		(668)	(1,374)
Other, net		2		(162)	22
Total other (income) expense, net	\$	(5,138)	\$	1,701	\$ 1,805

**NOTE 16: SUBSEQUENT EVENTS**

We have evaluated events and transactions occurring subsequent to June 30, 2024 through the date the financial statements were issued.

On August 1, 2024, the Company acquired substantially all of the net assets of Total Machine Solutions (TMS) and 100% of the outstanding shares of Stanley Proctor. TMS is a Fairfield, NJ provider of electrical and mechanical power transmission products and solutions including bearings, drives, motors, conveyor components, and related repair services. The purchase price for TMS was \$6,500 and it is included in the Service Center Based Distribution segment. Stanley Proctor, based in Twinsburg, OH, provides hydraulic, pneumatic, measurement, control, and instrumentation components, as well as fluid power engineered systems. The purchase price for Stanley Proctor was \$3,200 and it is included in the Engineered Solutions segment. The Company funded both acquisitions using available cash.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company's management, under the supervision and with the participation of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this report. Based on that evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures are effective.

Management's Report on Internal Control over Financial Reporting

The Management of Applied Industrial Technologies, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the President & Chief Executive Officer and the Vice President - Chief Financial Officer, Treasurer, & Principal Accounting Officer, and effected by the Company's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

The Company's internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's Management and Board of Directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of inherent limitations, internal control over financial reporting can provide only reasonable, not absolute, assurance with respect to the preparation and presentation of the consolidated financial statements and may not prevent or detect misstatements. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of June 30, 2024. This evaluation was based on the criteria set forth in the framework "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, Management determined that the Company's internal control over financial reporting was effective as of June 30, 2024.

The effectiveness of the Company's internal control over financial reporting has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included herein.

/s/ Neil A. Schrimsher  
President & Chief Executive Officer

/s/ David K. Wells  
Vice President - Chief Financial Officer, Treasurer,  
& Principal Accounting Officer

August 16, 2024

Changes in Internal Control Over Financial Reporting

There have not been any changes in internal control over financial reporting during the quarter ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Applied Industrial Technologies, Inc.

**Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Applied Industrial Technologies, Inc. and subsidiaries (the "Company") as of June 30, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended June 30, 2024, of the Company and our report dated August 16, 2024, expressed an unqualified opinion on those financial statements.

**Basis for Opinion**

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

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

**Definition and Limitations of Internal Control over Financial Reporting**

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

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

Cleveland, Ohio  
August 16, 2024

**ITEM 9B. OTHER INFORMATION.**

During the fiscal quarter ended June 30, 2024, no director or officer of the Company adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (in each case, as defined in Item 408 of Regulation S-K).

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.**

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The information required by this Item as to Applied's directors is incorporated by reference to Applied's proxy statement relating to the annual meeting of shareholders to be held October 22, 2024, under the caption "Item 1 - Election of Directors." The information required by this Item as to Applied's executive officers has been furnished in this report in Part I, after Item 4, under the caption "Information about our Executive Officers."

The information required by this Item regarding compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to Applied's proxy statement, under the caption "Delinquent Section 16(a) Reports."

Applied's Code of Business Ethics applies to our employees, including our principal executive officer, principal financial officer, and principal accounting officer. The Code of Business Ethics is posted via hyperlink at the investor relations area of our [www.applied.com](http://www.applied.com) website. In addition, amendments to and waivers from the Code of Business Ethics will be disclosed promptly at the same location.

Applied has adopted insider trading policies and procedures governing the purchase, sale, and/or other dispositions of Applied's securities by directors, officers, and employees.

Information regarding the composition of Applied's audit committee and the identification of audit committee financial experts serving on the audit committee is incorporated by reference to Applied's proxy statement, under the caption "Corporate Governance."

**ITEM 11. EXECUTIVE COMPENSATION.**

The information required by this Item is incorporated by reference to Applied's proxy statement for the annual meeting of shareholders to be held October 22, 2024, under the captions "Director Compensation," "Executive Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Equity compensation plan information is incorporated herein by reference to Applied's proxy statement for the annual meeting of shareholders to be held October 22, 2024, under the caption "Equity Compensation Plan Information (as of June 30, 2024)".

Information concerning the security ownership of certain beneficial owners and management is incorporated by reference to Applied's proxy statement for the annual meeting of shareholders to be held October 22, 2024, under the caption "Holdings of Major Shareholders, Officers, and Directors."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item is incorporated herein by reference to Applied's proxy statement for the annual meeting of shareholders to be held October 22, 2024, under the caption "Corporate Governance."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Principal accountant, Deloitte & Touche LLP (PCAOB ID No. 34), fees and services required by this Item is incorporated herein by reference to Applied's proxy statement for the annual meeting of shareholders to be held October 22, 2024, under the caption "Item 3 - Vote to Ratify Appointment of Independent Auditors."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE.

(a)1. Financial Statements.

The following consolidated financial statements, notes thereto, the reports of independent registered public accounting firm, and supplemental data are included in Item 8 of this report:

- Report of Independent Registered Public Accounting Firm
- Statements of Consolidated Income for the Years Ended June 30, 2024, 2023, and 2022
- Statements of Consolidated Comprehensive Income for the Years Ended June 30, 2024, 2023, and 2022
- Consolidated Balance Sheets at June 30, 2024 and 2023
- Statements of Consolidated Cash Flows for the Years Ended June 30, 2024, 2023, and 2022
- Statements of Consolidated Shareholders' Equity For the Years Ended June 30, 2024, 2023, and 2022
- Notes to Consolidated Financial Statements for the Years Ended June 30, 2024, 2023, and 2022
- Supplementary Data:

(a)2. Financial Statement Schedule.

The following schedule is included in this Part IV, and is found in this report at the page indicated:

Page No.

Schedule II - Valuation and Qualifying Accounts: Pg. 66

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission have been omitted because they are not required under the related instructions, are not applicable, or the required information is included in the consolidated financial statements and notes thereto.

(a)3. Exhibits.

\* Asterisk indicates an executive compensation plan or arrangement.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Amended and Restated Articles of Incorporation of Applied Industrial Technologies, Inc., as amended on October 25, 2005 (filed as Exhibit 3(a) to Applied's Form 10-Q for the quarter ended December 31, 2005, SEC File No. 1-2299, and incorporated here by reference).</a>
3.2	<a href="#">Code of Regulations of Applied Industrial Technologies, Inc., as amended on October 19, 1999 (filed as Exhibit 3(b) to Applied's Form 10-Q for the quarter ended September 30, 1999, SEC File No. 1-2299, and incorporated here by reference).</a>
4.1	<a href="#">Certificate of Merger of Bearings, Inc. (Ohio) and Bearings, Inc. (Delaware) filed with the Ohio Secretary of State on October 18, 1988, including an Agreement and Plan of Reorganization dated September 6, 1988 (filed as Exhibit 4(a) to Applied's Registration Statement on Form S-4 filed May 23, 1997, Registration No. 333-27801, and incorporated here by reference).</a>
4.2	<a href="#">Amended and Restated Note Purchase and Private Shelf Agreement dated as of October 30, 2019, between Applied Industrial Technologies, Inc. and PGIM, Inc. (formerly known as Prudential Investment Management, Inc.), and certain of its affiliates (filed as Exhibit 10.1 to Applied's Form 8-K filed November 5, 2019, SEC File No. 1-2299, and incorporated here by reference).</a>
4.3	<a href="#">Amendment No. 1 to Amended and Restated Note Purchase and Private Shelf Agreement dated as of March 26, 2021 between Applied Industrial Technologies, Inc. and PGIM, Inc. (formerly known as Prudential Investment Management, Inc.), and certain of its affiliates (filed as Exhibit 4.3 to Applied's Form 10-Q for the quarter ended March 31, 2021, SEC File No. 1-2299, and incorporated here by reference).</a>
4.4	<a href="#">Amendment No. 2 to Amended and Restated Note Purchase and Private Shelf Agreement, dated as of December 9, 2021, between Applied and PGIM, Inc. (filed as Exhibit 10.2 to the Company's Form 8-K filed December 14, 2021, SEC File No. 1-2299, and incorporated here by reference).</a>

4.5	<a href="#">Amendment No. 3 to Amended and Restated Note Purchase and Private Shelf Agreement, dated as of October 28, 2022, between Applied and PGIM, Inc. (filed as Exhibit 10.1 to the Company's Form 8-K filed November 1, 2022, SEC File No. 1-2299, and incorporated here by reference).</a>
4.6	<a href="#">Credit Agreement dated as of December 9, 2021, among Applied Industrial Technologies, Inc., KeyBank National Association as Agent, and various financial institutions (filed as Exhibit 10.1 to the Company's Form 8-K filed December 14, 2021, SEC File No. 1-2299, and incorporated here by reference).</a>
4.7	<a href="#">First Amendment Agreement, dated as of May 12, 2023, among Applied Industrial Technologies, Inc., KeyBank National Association as Agent, and the Lenders set forth therein (filed as Exhibit 4.7 to the Company's Form 10-K for the fiscal year ended June 30, 2023 filed August 11, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
4.8	<a href="#">Receivables Financing Agreement dated as of August 31, 2018, among AIT Receivables LLC, as borrower, PNC Bank, National Association, as administrative agent, Applied Industrial Technologies, Inc., as initial servicer, PNC Capital Markets LLC, as structuring agent and the additional persons from time to time party thereto, as lenders (filed as Exhibit 10.1 to Applied's Form 8-K filed September 6, 2018, SEC File No. 1-2299, and incorporated here by reference).</a>
4.9	<a href="#">Amendment No. 1 to Receivables Financing Agreement and Reaffirmation of Performance Guaranty dated as of March 26, 2021 among AIT Receivables LLC, as borrower, PNC Bank, National Association, as administrative agent, Applied Industrial Technologies, Inc., as initial servicer, PNC Capital Markets LLC, as structuring agent and the additional persons from time to time party thereto, as lenders (filed as Exhibit 10.2 to Applied's Form 8-K filed March 29, 2021, SEC File No. 1-2299, and incorporated here by reference).</a>
4.10	<a href="#">Amendment No. 2 to Receivables Financing Agreement and Reaffirmation of Performance Guaranty, dated as of May 12, 2023, by and among AIT Receivables, LLC, Applied Industrial Technologies, Inc., PNC Bank, National Association, Regions Bank, and PNC Capital Markets LLC (filed as Exhibit 4.10 to the Company's Form 10-K for the fiscal year ended June 30, 2023 filed August 11, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
4.11	<a href="#">Purchase and Sale Agreement dated as of August 31, 2018 among various entities listed on Schedule I thereto (including Applied Industrial Technologies, Inc.), as originators, Applied Industrial Technologies, Inc., as servicer, and AIT Receivables LLC, as buyer (filed as Exhibit 10.2 to Applied's Form 8-K filed September 6, 2018, SEC File No. 1-2299, and incorporated here by reference).</a>
4.12	<a href="#">Amendment No. 1 to Purchase and Sale Agreement dated as of November 19, 2018 among Applied Industrial Technologies, Inc. and various of its affiliates, as originators, Applied Industrial Technologies, Inc., as servicer, and AIT Receivables LLC, as buyer (filed as Exhibit 4.10 to Applied's Form 10-Q for the quarter ended March 31, 2021, SEC File No. 1-2299, and incorporated here by reference).</a>
4.13	<a href="#">Amendment No. 2 to Purchase and Sale Agreement dated as of March 26, 2021, among various entities listed on Schedule I thereto (including Applied Industrial Technologies, Inc.), as originators, Applied Industrial Technologies, Inc., as servicer, and AIT Receivables LLC, as buyer (filed as Exhibit 10.2 to Applied's Form 8-K filed March 29, 2021, SEC File No. 1-2299, and incorporated here by reference).</a>
4.14	<a href="#">Description of Applied's securities (filed as Exhibit 4.7 to Applied's Form 10-K for the year ended June 30, 2020, SEC File No. 1-2299, and incorporated here by reference).</a>
4.15	<a href="#">Amendment No. 3 to Receivables Financing Agreement and Reaffirmation of Performance Guaranty dated as of August 6, 2023 among AIT Receivables LLC, as borrower, PNC Bank, National Association, as administrative agent, Applied Industrial Technologies, Inc., as initial servicer, PNC Capital Markets LLC, as structuring agent, and the additional persons from time to time party thereto, as lenders (filed as Exhibit 10.1 to Applied's Form 8-K filed August 9, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
4.16	<a href="#">Amendment No. 3 to Purchase and Sale Agreement dated as of August 4, 2023 among various entities listed on Schedule I thereto (including Applied Industrial Technologies, Inc.), as originators, Applied Industrial Technologies, Inc., as servicer, and AIT Receivables LLC, as buyer (filed as Exhibit 10.2 to Applied's Form 8-K filed August 9, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.1	<a href="#">A written description of Applied's director compensation program is incorporated by reference to Applied's proxy statement for the annual meeting of shareholders to be held October 22, 2024 under the caption "Director Compensation."</a>
*10.2	<a href="#">Deferred Compensation Plan for Non-Employee Directors (Post-2004 Terms), in which Peter C. Wallace participates (filed as Exhibit 10.2 to Applied's Form 10-Q for the quarter ended December 31, 2008, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.3	<a href="#">Amendment to the Applied Industrial Technologies, Inc. Deferred Compensation Plan for Non-Employee Directors (Post-2004 Terms) (filed as Exhibit 10.1 to Applied's Form 10-Q for the quarter ended March 31, 2014, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.4	<a href="#">Form of Director and Officer Indemnification Agreement entered into between Applied and each of its directors and executive officers (filed as Exhibit 10(g) to Applied's Registration Statement on Form S-4 filed May 23, 1997, Registration No. 333-27801, and incorporated here by reference).</a>

*10.5	<a href="#">2011 Long-Term Performance Plan (filed as Appendix to Applied's proxy statement for the annual meeting of shareholders held on October 25, 2011, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.6	<a href="#">2015 Long-Term Performance Plan (filed as Appendix to Applied's proxy statement for the annual meeting of shareholders held on October 27, 2015, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.7	<a href="#">2019 Long-Term Performance Plan, amended and restated (filed as Exhibit 10.3 to Applied's Form 10-Q for the quarter ended September 30, 2019, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.8	<a href="#">2023 Long-Term Performance Plan (filed as Exhibit 10.1 to Applied's Form 10-Q for the quarter ended September 30, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.9	<a href="#">Non-Statutory Stock Option Award Terms and Conditions (Directors) (filed as Exhibit 10 to Applied's Form 8-K filed November 30, 2005, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.10	<a href="#">Restricted Stock Award Terms and Conditions (Directors) (filed as Exhibit 10.1 to Applied's Form 10-Q for the quarter ended March 31, 2020, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.11	<a href="#">Stock Appreciation Rights Award Terms and Conditions (Officers) (August 2020 revision) (filed as Exhibit 10.4 to Applied's Form 10-Q for the quarter ended September 30, 2020, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.12	<a href="#">Restricted Stock Units Terms and Conditions (filed as Exhibit 10.3 to Applied's Form 10-Q for the quarter ended September 30, 2020, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.13	<a href="#">Performance Shares Terms and Conditions (filed as Exhibit 10.2 to Applied's Form 10-Q for the quarter ended September 30, 2020, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.14	<a href="#">Stock Appreciation Rights Award Terms and Conditions (Officers) (August 2022 revision) (filed as Exhibit 10.1 to Applied Form 10-Q for the quarter ended September 30, 2022, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.15	<a href="#">Restricted Stock Units Terms and Conditions (Officers) (August 2022 revision) (filed as Exhibit 10.2 to Applied Form 10-Q for the quarter ended September 30, 2022, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.16	<a href="#">Performance Shares Terms and Conditions (August 2022 revision) (filed as Exhibit 10.3 to Applied Form 10-Q for the quarter ended September 30, 2022, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.17	<a href="#">Management Incentive Plan General Terms.</a>
*10.18	<a href="#">Restricted Stock Units Terms and Conditions (August 2024 revision).</a>
*10.19	<a href="#">Performance Shares Terms and Conditions (August 2024 revision).</a>
*10.20	<a href="#">Stock Appreciation Rights Award Terms and Conditions (August 2024 revision).</a>
*10.21	<a href="#">Key Executive Restoration Plan, as amended and restated (filed as Exhibit 10.1 to Applied's Form 8-K filed August 16, 2013, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.22	<a href="#">Schedule of executive officer participants in the Key Executive Restoration Plan, as amended and restated (filed as Exhibit 10.18 to the Company's Form 10-K for the fiscal year ended June 30, 2023 filed August 11, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.23	<a href="#">Supplemental Defined Contribution Plan (Post-2004 Terms), restated effective as of January 1, 2017 (filed as Exhibit 10.27 to Applied's Form 10-K for the year ended June 30, 2017, SEC File No. 1-2299, and incorporated here by reference.)</a>
*10.24	<a href="#">First Amendment to Supplemental Defined Contribution Plan (Post-2004 Terms) (filed as Exhibit 10.5 to Applied's 10-Q for the quarter ended September 30, 2020 SEC File No. 1-2299, and incorporated here by reference.)</a>
*10.25	<a href="#">Severance Agreement for Neil A. Schrimsher (filed as Exhibit 10.2 to Applied's Form 8-K filed October 31, 2011, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.26	<a href="#">Amendment to Severance Agreement for Neil A. Schrimsher (filed as Exhibit 10.2 to Applied's Form 8-K filed October 26, 2012, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.27	<a href="#">Change in Control Agreement for Neil A. Schrimsher (filed as Exhibit 10.3 to Applied's Form 8-K filed October 31, 2011, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.28	<a href="#">Form of Change in Control Agreement for Kurt W. Loring, Jon S. Ploetz and David K. Wells (filed as Exhibit 10.3 to Applied's Form 10-Q for the quarter ended September 30, 2013, SEC File No. 1-2299, and incorporated here by reference).</a>

*10.29	<a href="#">A written description of Applied's Life and Accidental Death and Dismemberment Insurance for executive officers (filed as Exhibit 10.33 to Applied's Form 10-K for the year ended June 30, 2017, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.30	<a href="#">A written description of Applied's Long-Term Disability Insurance for executive officers (filed as Exhibit 10.34 to Applied's Form 10-K for the year ended June 30, 2017, SEC File No. 1-2299, and incorporated here by reference).</a>
*10.31	<a href="#">A written description of Applied's Retiree Health Care Coverage for Neil A. Schrimsher (filed as Exhibit 10.35 to Applied's Form 10-K for the year ended June 30, 2017, SEC File No. 1-2299, and incorporated here by reference).</a>
19	<a href="#">Applied's Insider Trading Policy (filed as Exhibit 19 to the Company's Form 10-K for the fiscal year ended June 30, 2023 filed August 11, 2023, SEC File No. 1-2299, and incorporated here by reference).</a>
21	<a href="#">Applied's subsidiaries at June 30, 2024.</a>
23	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
24	<a href="#">Powers of attorney.</a>
31	<a href="#">Rule 13a-14(a)/15d-14(a) certifications.</a>
32	<a href="#">Section 1350 certifications.</a>
95	<a href="#">Mine safety and health disclosure.</a>
97	<a href="#">Policy for the Recovery of Erroneously Awarded Compensation.</a>
101	The following financial information from Applied Industrial Technologies, Inc.'s Annual Report on Form 10-K for the year ended June 30, 2024, formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Statements of Consolidated Income, (ii) the Statements of Consolidated Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Statements of Consolidated Cash Flows, (v) the Statements of Consolidated Shareholders' Equity, and (vi) the Notes to the Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

Applied will furnish a copy of any exhibit described above and not contained herein upon payment of a specified reasonable fee, which shall be limited to Applied's reasonable expenses in furnishing the exhibit.

Certain instruments with respect to long-term debt have not been filed as exhibits because the total amount of securities authorized under any one of the instruments does not exceed 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company agrees to furnish to the Securities and Exchange Commission, upon request, a copy of each such instrument.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

APPLIED INDUSTRIAL TECHNOLOGIES, INC. & SUBSIDIARIES  
 SCHEDULE II  
 VALUATION AND QUALIFYING ACCOUNTS  
 YEARS ENDED JUNE 30, 2024, 2023, AND 2022  
 (in thousands)

COLUMN A	COLUMN B		COLUMN C		COLUMN D	COLUMN E
DESCRIPTION	Balance at Beginning of Period	(Deductions) Charged to Cost and Expenses	Additions	(Deductions) Charged to Other Accounts	Deductions from Reserve	Balance at End of Period
<b>Year Ended June 30, 2024</b>						
Reserve deducted from assets to which it applies —						
Accounts receivable:						
Allowance for doubtful accounts	\$ 22,334	\$ (205)	\$ —	\$ —	\$ 9,066 (B)	\$ 13,063
Returns reserve	12,635	—	—	(1,820) (A)	—	10,815
	<u>\$ 34,969</u>	<u>\$ (205)</u>	<u>\$ —</u>	<u>\$ (1,820)</u>	<u>\$ 9,066</u>	<u>\$ 23,878</u>
<b>Year Ended June 30, 2023</b>						
Reserve deducted from assets to which it applies —						
Accounts receivable:						
Allowance for doubtful accounts	\$ 17,522	\$ 5,619	\$ —	\$ —	\$ 807 (B)	\$ 22,334
Returns reserve	10,522	—	—	2,113 (A)	—	12,635
	<u>\$ 28,044</u>	<u>\$ 5,619</u>	<u>\$ —</u>	<u>\$ 2,113</u>	<u>\$ 807</u>	<u>\$ 34,969</u>
<b>Year Ended June 30, 2022</b>						
Reserve deducted from assets to which it applies —						
Accounts receivable:						
Allowance for doubtful accounts	\$ 16,455	\$ 3,193	\$ —	\$ —	\$ 2,126 (B)	\$ 17,522
Returns reserve	9,772	—	—	750 (A)	—	10,522
	<u>\$ 26,227</u>	<u>\$ 3,193</u>	<u>\$ —</u>	<u>\$ 750</u>	<u>\$ 2,126</u>	<u>\$ 28,044</u>

(A) Amounts in the years ending June 30, 2024, 2023 and 2022 represent reserves recorded for the return of merchandise by customers. The Company adopted ASC 606 - Revenue from Contracts with Customers effective July 1, 2018 which requires the Company's sales returns reserve to be established at the gross sales value with an asset established for the value of the expected product to be returned.

(B) Amounts represent uncollectible accounts charged off.

SIGNATURES.

Pursuant to the requirements of Section 13 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.

APPLIED INDUSTRIAL TECHNOLOGIES, INC.

\_\_\_\_\_  
/s/ Neil A. Schrimsher  
Neil A. Schrimsher  
President & Chief Executive Officer

\_\_\_\_\_  
/s/ David K. Wells  
David K. Wells  
Vice President-Chief Financial Officer, Treasurer,  
& Principal Accounting Officer

Date: August 16, 2024

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

\_\_\_\_\_  
Madhuri A. Andrews, Director

\_\_\_\_\_  
Shelly M. Chadwick, Director

\_\_\_\_\_  
Mary Dean Hall, Director

\_\_\_\_\_  
Dan P. Komnenovich, Director

\_\_\_\_\_  
Robert J. Pagano, Jr., Director

\_\_\_\_\_  
Vincent K. Petrella, Director

\_\_\_\_\_  
Joe A. Raver, Director

\_\_\_\_\_  
/s/ Neil A. Schrimsher  
Neil A. Schrimsher, President & Chief Executive Officer and Director

\_\_\_\_\_  
Peter C. Wallace, Director and Chairman

\_\_\_\_\_  
Richard J. Simoncic, Director

\_\_\_\_\_  
/s/ Jon S. Ploetz  
Jon S. Ploetz, as attorney in fact  
for persons indicated by \*\*\*

Date: August 16, 2024



### Management Incentive Plan General Terms

#### Authority

The annual Management Incentive Plan (the "Plan") is established by the Board's Executive Organization & Compensation Committee (the "Committee") under the 2023 Long-Term Performance Plan (the "2023 LTTP").

#### Objective

The Plan's objective is to reward eligible participants for their contributions toward the achievement of the fiscal year business goals for Applied Industrial Technologies, Inc. ("Applied"; together with its subsidiaries and affiliates, the "Company").

#### Participation

The Plan's participants are those key employees of the Company who are designated as Plan participants by the Committee.

#### Plan Goals

The Committee shall establish the Plan's goals. Notwithstanding the foregoing, in the event of (i) a merger, a consolidation, an acquisition or divestiture, the issuance or repurchase of a substantial amount of capital stock, a reorganization or restructuring, or any other transaction or series of transactions, or (ii) asset write-downs, or litigation or claim judgments or settlements, or foreign exchange gains or losses, or (iii) changes in tax laws, accounting principles, or other laws or provisions affecting reported results, or (iv) other items of an unusual nature or infrequent occurrence or non-recurring items, then the Committee, in its sole discretion, may adjust the Plan goals or actual performance, in order to prevent diminution or enlargement of the benefits intended to be conferred, in such manner as the Committee determines is equitably required by the changes or events.

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#### Eligibility for Awards

If Plan goals are met, to be eligible for an award under the Plan, a participant must comply with the 2023 LTTP. In addition, except as provided in the 2023 LTTP, the participant must be actively employed by the Company on the last day of the fiscal year, except that,

- Participants who Retire shall be eligible for a prorated award based on date of Retirement (calculated using number of days' participation in the Plan).
- Participants who incur a Separation from Service due to death or disability shall be eligible for a prorated award based on date of Separation from Service (calculated using number of days' participation in the Plan).

Plan awards are intended to create an incentive for participants to act in the Company's best interests. Notwithstanding anything in these terms to the contrary,

- An award may be terminated or rescinded, and, if applicable, the participant may be required immediately to repay an award issued within the previous twelve months, if the Committee determines, in good faith, that during the participant's employment with the Company or during the period ending twelve months following the participant's Separation from Service, the participant has committed an act inimical to the Company's interests. Acts inimical to the Company's interests shall include willful inattention to duty; willful violation of the Company's published policies; acts of fraud or dishonesty involving the Company's business; solicitation of the Company's employees, customers, or suppliers to terminate or alter their relationship with Applied to the Company's detriment; unauthorized use or disclosure of information regarding the Company's business, employees, customers, or suppliers; and competition with the Company. All determinations by the Committee shall be effective at the time of the participant's act.
- The Committee may, in its sole discretion, require a participant immediately to repay cash issued pursuant to the award within the previous 36 months (or any proceeds thereof) if (1) Applied restates its historical consolidated financial statements and (2) the Committee determines, in good faith, that (a) the restatement is a result of the participant's, or another executive officer's, willful misconduct that is unethical or illegal, and (b) the participant's earnings pursuant to the award were based on materially inaccurate financial statements or materially inaccurate performance metrics that were invalidated by the restatement.

The provisions of this section are fundamental terms of the award.

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#### Change in Control

Notwithstanding the foregoing, in the event the participant's employment with Applied is terminated during the fiscal year, following any Change in Control of Applied, either by the participant for Good Reason or by Applied without Cause, then the award shall be deemed to be fully earned at the target incentive value.

In addition, following a Change in Control of Applied, no provision hereof shall operate to limit any economic benefit to which the participant is entitled under this award or the Plan.

#### Other

These General Terms, together with the 2023 LTTP, govern the Plan. The Committee has the authority to construe the Plan, to establish, amend, and rescind rules and regulations relating to the Plan, and to make all other determinations, in the Committee's judgment, necessary or desirable for the Plan's administration. Except as specifically provided in these General Terms, in the event of any conflict between the provisions of the 2023 LTTP and the General Terms, the provisions of the 2023 LTTP shall govern. Moreover, it should be noted that unless otherwise provided herein, capitalized words in these General Terms shall have the same meanings as set forth in the 2023 LTTP.

The Committee may correct any defect or supply any omission or reconcile any inconsistency with respect to the Plan in the manner and to the extent it shall deem expedient to carry the Plan into effect. All Committee action under these provisions shall be conclusive for all purposes.

The provisions of these terms and conditions are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

The validity, construction, interpretation, and enforceability of these terms and conditions shall be determined and governed by the laws of the State of Ohio without giving effect to the principles of conflicts of law.

Applied has made no warranties or representations to the participant with respect to the tax consequences (including but not limited to income tax consequences) related to the Plan, and the participant has been advised to consult with the participant's attorney, accountant and/or tax advisor regarding the Plan. Moreover, the participant acknowledges that Applied has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for the participant.

(August 2024)



### Restricted Stock Units Terms and Conditions

**1. Award of Restricted Stock Units.** The Executive Organization & Compensation Committee (the "Committee") of the Board of Directors of Applied Industrial Technologies, Inc. ("Applied") on the Grant Date awarded you a certain number of restricted stock units (the "RSUs"). Such award represents your right to receive an equal number of shares of Applied common stock ("Shares"), issuable from Applied's available treasury shares, upon the expiration of the Restriction Period (as defined in Section 3 hereof). The terms and conditions of the RSUs as set forth herein (the "Terms") together with the Applied Industrial Technologies, Inc. 2023 Long-Term Performance Plan (the "Plan") govern your rights with respect to the RSUs. Notwithstanding the foregoing, however, in the event of any conflict between the provisions of the Plan and the Terms, the provisions of the Plan shall govern. Moreover, it should be noted that unless otherwise provided herein, capitalized words in the Terms shall have the same meanings as set forth in the Plan.

**2. Rights during Restriction Period.** You shall not have the right to sell, exchange, transfer, pledge, hypothecate, or otherwise encumber or dispose of the RSUs until all conditions with respect to vesting and distribution have been met. Upon vesting in the RSUs as of the end of the Restriction Period, subject to applicable tax withholding, you shall be entitled to receive a cash payment equal to the dividends and cash distributions paid on Shares underlying the RSUs during the Restriction Period, without interest ("Dividend Equivalents"); provided, however, that no Dividend Equivalents shall be payable to you with respect to dividends or distributions the record date for which occurs on or after (i) the date on which the Restriction Period has expired, or (ii) the date on which issuance of Shares to you has occurred. You shall not have voting rights with respect to the RSUs and, until the issuance of Shares in settlement of the RSUs, you shall not be treated as a shareholder with respect to the Shares.

**3. Restriction Period.** The term "Restriction Period" means the period from the Grant Date until the 3<sup>rd</sup> anniversary of the Grant Date.

**4. Vesting.** Except as provided below or in Sections 5, 6, and 7, you will be 100% vested in the RSUs as of the end of the Restriction Period.

Because awards of RSUs are intended to create an incentive for recipients to act in Applied's best interests, notwithstanding anything in the Terms to the contrary:

(a) Your award of RSUs may be terminated or rescinded, and if applicable, you may be required immediately to repay all Shares (and any dividends, distributions, and Dividend Equivalents thereon) issued pursuant to the award of RSUs hereunder within the previous twelve months (or any proceeds thereof), if the Committee determines, in good faith, that during your employment with Applied or otherwise during the Restriction Period, you committed an act inimical to Applied's interests. Acts inimical to Applied's interest shall include willful inattention to duty; willful violation of Applied's published policies; acts of fraud or dishonesty involving Applied's business; solicitation of Applied's employees, customers, or suppliers to terminate or alter their relationship with Applied to Applied's

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detriment; unauthorized use or disclosure of information regarding Applied's business, employees, customers, or suppliers; and competition with Applied. All determinations by the Committee shall be effective as of the time of your act.

(b) The Committee may, in its sole discretion, require you immediately to repay all Shares (and any dividends, distributions, and Dividend Equivalents thereon) issued pursuant to the award of RSUs hereunder within the previous 36 months (or any proceeds thereof) if (I) Applied restates its historical consolidated financial statements and (II) the Committee determines, in good faith, that (x) the restatement is a result of your, or another executive officer's, willful misconduct that is unethical or illegal, and (y) your earnings pursuant to the award were based on materially inaccurate financial statements or materially inaccurate performance metrics that were invalidated by the restatement.

**5. Separation from Service.** If, during the Restriction Period, you incur a Separation from Service (as defined in Section 409A) from Applied due to death or Disability (as defined under Section 409A) then (i) you (or your beneficiary designated to Applied in writing) shall be vested in a pro rata portion of the RSUs equal to a fraction the numerator of which is the number of days elapsed in the Restriction Period prior to the date of such Separation from Service and the denominator of which is the full number of days in the Restriction Period, and (ii) the remaining RSUs shall be deemed forfeited. In the event, however, that you, during the Restriction Period, incur a Separation from Service from Applied for any reason other than those specifically set forth above or in Sections 6 or 7, then the entire award of RSUs shall be forfeited and no amount shall be due or payable to you under the Terms.

**6. Retirement.**

(a) Except as provided in (b) and (c) of this section, if you Retire during the Restriction Period, you will be vested at the end of the Restriction Period in a pro rata portion of the RSUs equal to a fraction the numerator of which is the number of days elapsed in the Restriction Period prior to the date of such Separation from Service and the denominator of which is the full number of days in the Restriction Period.

(b) If you Retire during the second or third years of the Restriction Period (i) after attaining age 60, and (ii) with at least 10 years of service as an executive officer of Applied, you will be 100% vested in the RSUs at the end of the Restriction Period. This benefit is expressly conditioned, however, on you providing three months' prior notice to Applied (12 months' prior notice to the Committee if you are Applied's Chief Executive Officer) of your plans to Retire, which notice period may be waived or shortened by the Committee, in its good faith discretion, due to extenuating circumstances.

(c) If you Retire during the first year of the Restriction Period (i) after attaining age 60, and (ii) with at least 10 years of service as an executive officer of Applied, then the entire award of RSUs shall be forfeited and no amount shall be due or payable to you under the Terms.

**7. Change in Control.** In the event your employment with Applied is terminated during the Restriction Period and within the one-year period immediately following any Change in Control of Applied either by you for Good Reason or by Applied without Cause, then all of the RSUs awarded hereunder to you shall be 100% vested.

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In addition, following a Change in Control of Applied, no provision hereof shall operate to reduce any time frame or to limit any economic benefit to which you are entitled with respect to the RSUs or under the Plan.

**8. Adjustment of RSUs for Certain Events.** In the event of a stock split, stock dividend, combination, reclassification, recapitalization, merger, consolidation, exchange, spin-off, spin-out, or other distribution of assets to shareholders, or other similar event or change in capitalization such that shares of Applied common stock are changed into or become exchangeable for a different number of shares, thereafter the number of RSUs will be increased or decreased, as the case may be, in direct proportion to the increase or decrease in the number of shares of common stock by reason of such change in corporate structure; provided, however, that the number of RSUs shall always be a whole number. If there occurs any other change in the number or kind of outstanding shares of common stock or other Applied securities, or of any shares of stock or other securities into which such shares of common stock shall have been changed or for which they shall have been exchanged, then Applied may adjust the number or kind of RSUs or other securities into which the RSUs may be settled, as the Committee, in its sole discretion, may determine is equitable, and such adjustment so made shall be effective and binding for all purposes.

**9. Settlement of Award and Distribution of Shares.** Your award of RSUs hereunder shall be settled in whole Shares. Fractional Shares shall not be issuable hereunder and any fractional Share shall be disregarded. Except as specifically provided otherwise in this Section 9, Shares subject to an award of RSUs hereunder shall only be issued and distributed to you in a single sum of whole Shares within the 75-day period after the end of the Restriction Period. Notwithstanding the foregoing, in the event that your RSUs become vested due to death, Disability or a Change in Control, the award of RSUs hereunder shall be settled in a single sum of whole Shares within the 75-day period after such vesting. In the event that any such 75-day period begins in one calendar year and ends in another, you (or your beneficiary as the case may be) shall not have the right to designate the calendar year of payment. Moreover, notwithstanding the foregoing, if you are a Specified Employee, a distribution of Shares may not be made until within the 30-day period commencing with the first day of the seventh month following the month of any Separation from Service for reasons other than Disability or a Change in Control, or, if earlier, your death, except as maybe otherwise permitted under Section 409A.

**10. Payment of Taxes.** Upon the vesting of the RSUs, Applied shall withhold, in its sole discretion, from (i) any cash payment to be made to you from your award (including on account of any Dividend Equivalents, dividends, and cash distributions) or (ii) any Shares issuable from your award (or both (i) and (ii)), for any federal, state or local taxes of any kind required by law to be withheld by the Company attributable to the award.

**11. Section 409A Compliance.** To the extent applicable, it is intended the Terms and the award of RSUs shall comply with or be exempt from the provisions of Section 409A and any interpretations of these terms shall be consistent with such intent.

**12. Administration of the Plan.** The Committee shall have conclusive authority, subject to the express provisions of the Plan as in effect from time to time and the Terms, to construe the Terms and the Plan, and to establish, amend, and rescind rules and regulations for the Plan's administration. The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Terms in the manner and to the extent it shall deem expedient to carry the Plan into effect, and it shall be the sole and final judge of such expediency. Applied's Board of Directors (the "Board") may from time to time grant to the Committee such further powers and authority as the Board

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shall determine to be necessary or desirable. Notwithstanding any other provision of these terms, any amendment, construction, establishment, rescission or correction of the type referred to above which is made or adopted following a Change in Control, and which amendment, construction, establishment or correction adversely affects your rights hereunder, shall be in writing and shall be effective only with your express and prior written consent .

**13. Relationship to the Plan.** The Terms are subject to the provisions of the Plan and any administrative policies adopted by the Committee. If there is any inconsistency between the Terms and the Plan or such policies, the Plan and the policies, in that order, shall govern. References in the Terms to Applied shall include Applied's subsidiaries.

**14. Severability.** The provisions of the Terms are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**15. No Guarantee of Employment.** The Terms and your award shall not confer upon you any rights whatsoever other than those expressly set forth herein, in the Plan or in policies adopted by the Committee. Nothing in the Terms shall (i) interfere with or limit in any way Applied's right to terminate your employment at any time, (ii) confer upon you any right to continued employment with Applied, or (iii) create any contractual or other right to receive additional awards or other Plan benefits in the future.

**16. Requirements of Law.** The granting of the RSUs hereunder shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agency, national securities exchange, or automated quotation system may be required. Notwithstanding any other provision of the Plan or the Terms, Applied shall not be obligated to issue, deliver or transfer any Shares, make any distribution of benefits under the Plan or the Terms, or take any other action, unless such delivery, distribution, or action, unless such delivery, distribution, or action is in compliance with all applicable laws, rules and regulations (including, but not limited to, the requirements of the Securities Act and Section 409A).

**17. Successors.** All obligations of Applied under the Terms with respect to the RSUs shall be binding upon any successor to Applied, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all, or substantially all, of the business and/or assets of Applied. Notwithstanding the provisions of Section 4, in the event any such successor does not agree to be bound by the Terms, the RSUs granted hereunder shall immediately become vested.

**18. Applicable Law.** The validity, construction, interpretation and enforceability of these Terms shall be determined and governed by the laws of the State of Ohio without giving effect to the principles of conflicts of law.

**19. Tax Matters.** Applied has made no warranties or representations to you with respect to the tax consequences (including but not limited to income tax consequences) related to the RSUs or the issuance, transfer or disposition of Shares pursuant to the RSUs, and you have been advised to consult with your attorney, accountant and/or tax advisor regarding the RSUs. Moreover, you acknowledge that Applied has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for you.

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#### Performance Shares Terms and Conditions

- 1. Award of Performance Shares.** The Executive Organization & Compensation Committee (the "Committee") of the Board of Directors of Applied Industrial Technologies, Inc. ("Applied"; together with its subsidiaries and affiliates, the "Company") may award Performance Shares (the "Award") to key senior officers of Applied who have broad policy-making functions and who directly contribute to the long-term success and profitability of the Company. The Committee has awarded you an Award with an Effective Date. The terms and conditions are set forth herein (the "Terms") and together with the Applied Industrial Technologies, Inc. 2023 Long-Term Performance Plan (the "Plan") govern your rights with respect to the Award. Notwithstanding the foregoing, however, in the event of any conflict between the provisions of the Plan and the Terms, the provisions of the Plan shall govern. Moreover, it should be noted that unless otherwise provided herein, capitalized words in the Terms shall have the same meanings as set forth in the Plan.
- 2. Rights during Performance Period.** You shall not have the right to sell, exchange, transfer, pledge, hypothecate, or otherwise encumber your Award until all conditions with respect to vesting and distribution have been met. Until the issuance of shares of Applied common stock ("Shares") to you in settlement of your Award has occurred, you shall not be treated as a shareholder with respect to the Shares.
- 3. Performance Period.** The term "Performance Period" shall mean, for purposes of the Terms, the period from the Effective Date until the third-year anniversary of the Effective Date.
- 4. Vesting.** Except as provided below or in Sections 5, 6, and 7, your Award will be 100% vested at the end of the Performance Period, in whole or in part based upon the achievement of the performance goals set by the Committee.

Because Awards are intended to create an incentive for recipients to act in the Company's best interests, notwithstanding anything in the Terms to the contrary:

- (a) Your Award may be terminated or rescinded, and if applicable, you may be required immediately to repay all Shares (and any dividends and distributions thereon) issued pursuant to the Award within the previous twelve months (or any proceeds thereof), if the Committee determines, in good faith, that during your employment with the Company or otherwise during the Performance Period, you have committed an act inimical to the Company's interests. Acts inimical to the Company's interests shall include willful inattention to duty;
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willful violation of the Company's published policies; acts of fraud or dishonesty involving the Company's business; solicitation of the Company's employees, customers, or suppliers to terminate or alter their relationship with Applied to the Company's detriment; unauthorized use or disclosure of information regarding the Company's business, employees, customers, and suppliers; and competition with the Company. All determinations by the Committee shall be effective at the time of your act.

(b) The Committee may, in its sole discretion, require you immediately to repay Shares (and any dividends and distributions thereon) issued pursuant to the Award within the previous 36 months (or any proceeds thereof) if (i) Applied restates its historical consolidated financial statements and (ii) the Committee determines, in good faith, that (x) the restatement is a result of your, or another executive officer's, willful misconduct that is unethical or illegal, and (y) your earnings pursuant to the Award were based on materially inaccurate financial statements or materially inaccurate performance metrics that were invalidated by the restatement.

**5. Separation from Service or Termination of Officer Status.** If, during the Performance Period, you incur a Separation from Service from the Company due to death or Disability (as defined in Section 409A), then promptly following the availability of audited financial statements for the final year of the Performance Period, you (or your beneficiary whom you have designated to Applied in writing) shall be entitled to vesting of a portion of the Award (partial years shall be prorated by days) based on Applied's actual performance relative to the performance goals for the individual years in the Performance Period that elapsed prior to your Separation from Service. In the event, however, that during the Performance Period, you incur a Separation from Service from the Company for any reason other than those specifically set forth above or in Sections 6 or 7 hereof, then your Award will be forfeited and no amount shall be due or payable to you pursuant to the Award. In addition, if, during the Performance Period, you cease to be an officer of Applied (but remain an employee of the Company), then your Award shall be forfeited and no amount shall be due or payable to you pursuant to the Award.

**6. Retirement.**

(a) Except as provided in (b) and (c) of this section, if you Retire during the Performance Period, then promptly following the availability of audited financial statements for the final year of the Performance Period, you (or your beneficiary whom you have designated to Applied in writing) shall be entitled to vesting of a portion of the Award (partial years shall be prorated by days) based on Applied's actual performance relative to the performance goals for the individual years in the Performance Period that elapsed prior to your Separation from Service.

(b) If you Retire during the second or third years of the Performance Period (i) after attaining age 60, and (ii) with at least 10 years of service as an executive

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officer of Applied, you (or your beneficiary whom you have designated to Applied in writing) will be 100% vested in the Award at the end of the Performance Period. This benefit is expressly conditioned, however, on you providing three months' prior notice to Applied (12 months' prior notice to the Committee if you are Applied's Chief Executive Officer) of your plans to Retire, which notice period may be waived or shortened by the Committee, in its good faith discretion, due to extenuating circumstances.

(c) If you Retire during the first year of the Performance Period (i) after attaining age 60, and (ii) with at least 10 years of service as an executive officer of Applied, then the entire Award shall be forfeited and no amount shall be due or payable to you under the Terms.

**1. Change in Control.** In the event your employment with the Company is terminated during the Performance Period and within one year following any Change in Control of Applied either by you for Good Reason or by the Company without Cause, then you shall be entitled to vesting of a portion of the Award based on Applied's actual performance relative to the performance goals for the individual years (partial years shall be prorated by days) in the Performance Period that elapsed prior to your Separation from Service.

In addition, following a Change in Control of Applied, no provision hereof shall operate to reduce any time frame or to limit any economic benefit to which you are entitled under this Award or the Plan.

**2. Settlement of Award.** Your Award shall be settled, based upon achieved performance goals, in Shares. Except as specifically provided otherwise in this Section 8, any Shares payable with respect to your Award shall be settled within the 75-day period after the end of the Performance Period. Notwithstanding the foregoing, in the event that your Award becomes vested due to a Change in Control, your Award shall be settled in Shares within the 75-day period after such vesting. In the event that any such 75-day period begins in one calendar year and ends in another, you shall not have the right to designate the calendar year of payment. Moreover, notwithstanding the foregoing, if you are a Specified Employee, a distribution of Shares, but only to the extent that such distribution is deemed to be deferred compensation under Section 409A, may not be made until within the 30-day period commencing with the first day of the seventh month following the month of any Separation from Service for reasons other than Change in Control, or if earlier, your death, except as may be otherwise permitted under Section 409A.

**3. Payments of Taxes.** Upon the vesting of the Award, Applied shall withhold Shares from your award for any federal, state, or local taxes of any kind required by law to be withheld by the Company attributable to the Award.

**4. Discretionary Adjustment Following Certain Events.** In the event, during the Performance Period, of (i) a merger, a consolidation, an acquisition or divestiture,

the issuance or repurchase of a substantial amount of capital stock, a reorganization or restructuring, or any other transaction or series of transactions, or (ii) asset write-downs, or litigation or claim judgments or settlements, or foreign exchange gains or losses, or (iii) changes in tax laws, accounting principles, or other laws or provisions affecting reported results, or (iv) other items of an unusual nature or infrequent occurrence or non-recurring items, then the Committee, in its sole discretion, may adjust the performance goals upon which the vesting of an Award is conditioned, in order to prevent diminution or enlargement of the benefits intended to be conferred by the Award in such manner as the Committee may determine is equitably required by the changes or events. In the event (a) of a stock dividend or stock split or (b) Shares are changed into or exchanged for a different number or kind of securities of Applied or another entity, then the target Award opportunity shall be equitably adjusted. In the event other changes or events relating to the Shares fundamentally change the value of the Shares, then the Committee may make, in its sole discretion, such adjustments in the terms of the Award as the Committee may determine is equitably required by the change or event.

**5. Limitation on Rights.** The Award shall not confer upon you any rights whatsoever other than those expressly set forth herein, in the Plan or in policies adopted by the Committee, including without limitation any rights as a shareholder in respect of Shares that may become issuable pursuant to the Award until and unless Applied has issued a certificate or certificates for the Shares. Nothing in the Terms shall (i) interfere with or limit in any way Applied's right to terminate your employment at any time, (ii) confer upon you any right to continued employment with Applied, or (iii) create any contractual or other right to receive additional awards or other Plan benefits in the future.

**6. Nonassignability.** The Award and the rights granted thereunder are not assignable or transferable, in whole or in part, and may not be otherwise disposed of by you, other than by will or by the laws of descent and distribution.

**7. Section 409A Compliance.** It is intended that payments under the Award are "short-term deferrals" (as is defined under Section 409A) and, therefore, exempted from coverage under Section 409A, and any interpretations of these Terms shall be consistent with this intent. Notwithstanding such intention, in the event that the Terms, or any portion thereof, and the Award, or any portion thereof, shall be deemed to be governed by Section 409A, such Terms and Award, or portion thereof, shall be interpreted, to the extent applicable, as complying with the provisions of Section 409A.

**8. Committee Authority.** The Committee shall have conclusive authority, subject to the express provisions of the Plan as in effect from time to time and the Terms, to construe the Terms and the Plan, to establish, amend and rescind rules and regulations relating to the Plan, and to make all other determinations in the Committee's judgment necessary or desirable for the Plan's administration. The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan or the Terms in the manner and to the extent it deems

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expedient to carry the Plan into effect. Except as specifically provided herein, the Terms and the Award shall be subject to all of the Plan's provisions in effect from time to time, which are incorporated herein by reference.

**9. Relationship to the Plan.** The Terms are subject to the provisions of the Plan and any administrative policies adopted by the Committee. If there is any inconsistency between the Terms and the Plan or such policies, the Plan and the policies, in that order, shall govern.

**10. Severability.** The provisions of the Terms are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**11. Requirements of Law.** The granting of the Award hereunder shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agency, national securities exchange, or automated quotation system as may be required. Notwithstanding any other provision of the Plan or the Terms, Applied shall not be obligated to issue, deliver, or transfer any Shares, make any distribution of benefits under the Plan or the Terms, or take any other action, unless such delivery, distribution, or action, unless such delivery, distribution, or action is in compliance with all applicable laws, rules, and regulations (including, but not limited to, the requirements of the Securities Act and Section 409A).

**12. Successors.** All obligations of Applied under the Terms with respect to the Award shall be binding upon any successor to Applied, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all, or substantially all, of the business and/or assets of Applied. Notwithstanding the provisions of Section 4, in the event any such successor does not agree to be bound by the Terms, the Award granted hereunder shall immediately become vested.

**13. Applicable Law.** The validity, construction, interpretation and enforceability of these terms and conditions shall be determined and governed by the laws of the State of Ohio without giving effect to the principles of conflicts of law.

**14. Tax Matters.** Applied has made no warranties or representations to you with respect to the tax consequences (including but not limited to income tax consequences) related to the Award or the issuance, transfer, or disposition of Shares pursuant to the Award, and you have been advised to consult with your attorney, accountant and/or tax advisor regarding this Award. Moreover, you acknowledge that Applied has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for you.

(August 2024)

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APPLIED INDUSTRIAL TECHNOLOGIES  
PERFORMANCE SHARES

BENEFICIARY DESIGNATION

In the event of my death prior to payment of my Performance Shares award(s), I hereby designate the following beneficiary (or beneficiaries) to receive the benefits, if any, to which I may be entitled under the program.

Beneficiary (ies)\*      Relationship

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\* If listing more than one beneficiary, please specify percentage distribution to each beneficiary.

I understand that my designation of my beneficiary (or beneficiaries) may not be amended except by written notice filed with Applied.

\_\_\_\_\_  
Signature of Executive      Date

\_\_\_\_\_  
Printed Name of Executive

Accepted for Applied:

\_\_\_\_\_  
Signature      Date

\_\_\_\_\_  
Printed Name      Title



### Stock Appreciation Rights Award Terms and Conditions

Your Stock Appreciation Rights Award (the "SARs" or the "Award") is made by Applied Industrial Technologies, Inc., an Ohio corporation ("Applied"). For purposes of these terms and conditions, employment by a parent, subsidiary, or an affiliate of Applied shall be considered employment by Applied.

**1. Grant of SARs; Exercisability.** The Award is governed by Applied's 2023 Long-Term Performance Plan (the "Plan"), including the policies adopted by the Executive Organization & Compensation Committee of Applied's Board of Directors (the "Committee") under the Plan, and these terms and conditions. Upon valid exercise, the Award entitles you to receive such number of shares of Applied common stock ("Shares") that have a fair market value equal to the difference (if positive) between the fair market value of (a) a Share on the date of exercise over (b) the Base Price, multiplied by (c) the number of Shares with respect to which the Award is exercised, subject to the following conditions:

(i) Except as otherwise provided in Sections 2 and 7, below, your Award will be exercisable only if and after you have remained in Applied's continuous employ from the Award's grant date (the "Grant Date") to the vesting date of all or the specified portion of your Award. Your Award vests with respect to only 25% of the aggregate number of Shares to which it relates after one year of continuous employment from the Grant Date, which percentage increases to 50% after two years, to 75% after three years, and to 100% after four years of continuous employment from the Grant Date.

(ii) Except as otherwise provided, your Award shall expire at the end of the 10-year period commencing with the Grant Date (the "Term"), or upon such earlier expiration or your Separation from Service date as may be provided by Sections 2 and 7 below. The SARs shall not be exercisable thereafter.

**2. Termination of SARs.** If, during the Term, you incur a Separation from Service from Applied for any reason, you may exercise your SARs, to the extent you were entitled to exercise them immediately prior to your Separation from Service, at any time within three months after your Separation from Service (but only during the Term); *provided, however*, that (a) if you Retire (except as provided in (b) and (c) below), then the SARs shall become fully exercisable and, at any time within three years after your Retirement (but only during the Term), you may exercise the SARs; (b) if you Retire on or after the first anniversary of the Award (i) after attaining age 60 and (ii) with at least 10 years of service as an Applied executive officer, then the SARs shall become fully exercisable and, at any time after your Retirement (but only during the Term), you may exercise the SARs; (c) if you Retire before the first anniversary of the Award (i) after attaining age 60 and (ii) with at least 10 years of service as an Applied executive officer, then the SARs shall be forfeited; (d) if you incur a Separation from Service due to your permanent and total disability, then the SARs shall become fully exercisable and, at any time within one year after your Separation from Service (but only during the Term), you may exercise the SARs; and (e) if you die while employed by Applied, then the SARs shall become fully exercisable and, at any time within one year after your death (but only during the Term), the person entitled by will or applicable law to exercise the SARs may do so.

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The benefit under (b), above, is expressly conditioned, however, on you providing three months' prior notice to Applied (12 months' prior notice to the Committee if you are Applied's Chief Executive Officer) of your plans to Retire, which notice period may be waived or shortened by the Committee, in its good faith discretion, due to extenuating circumstances.

Awards are intended to create an incentive for recipients to act in Applied's best interests. Notwithstanding anything in these terms to the contrary,

(x) Your Award may be terminated or rescinded, and if applicable, you may be required to immediately repay all Shares (and any dividends and distributions thereon) issued pursuant to the Award within the previous twelve months (or any proceeds thereof), if the Committee determines, in good faith, that during your employment with Applied or during the period ending twelve months following your Separation from Service, you have committed an act inimical to Applied's interests. Acts inimical to Applied's interest shall include willful inattention to duty; willful violation of Applied's published policies; acts of fraud or dishonesty involving Applied's business; solicitation of Applied's employees, customers, or suppliers to terminate or alter their relationship with Applied to Applied's detriment; unauthorized use or disclosure of information regarding Applied's business, employees, customers, or suppliers; and competition with Applied. All determinations by the Committee shall be effective at the time of your act.

(y) The Committee may, in its sole discretion, require you immediately to repay Shares (and any dividends and distributions thereon) issued pursuant to the Award within the previous 36 months (or any proceeds thereof) if (A) Applied restates its historical consolidated financial statements and (B) the Committee determines, in good faith, that (i) the restatement is a result of your, or another executive officer's, willful misconduct that is unethical or illegal, and (ii) your earnings pursuant to the Award were based on materially inaccurate financial statements or materially inaccurate performance metrics that were invalidated by the restatement.

The provisions of this section are a fundamental term of the Award.

**3. Method of Exercise; Rights of Holder.** During your life, your Award may be exercised only by you, your guardian, or legal representative. Upon your death, your Award may be exercised by the person entitled by will or by the laws of descent and distribution.

Your SARs may be exercised by delivering to Applied at its principal executive offices (directed to the attention of the Chief Financial Officer or Corporate Secretary) a written notice (which may include facsimile transmission or electronic mail), signed by you or such other person entitled to exercise the SARs, of the election to exercise the SARs and stating the number of Shares as to which the SARs are being exercised. The SARs shall be deemed exercised as of the date Applied receives the notice. If the SARs are exercised, as provided herein, by any person other than you, the notice shall be accompanied by appropriate evidence of that person's right to exercise the SARs. As a condition to your valid exercise of the SARs, you hereby consent to Applied withholding from the Shares issuable upon exercise (if any), such number of Shares the fair market value of which Applied determines to be equal to the amount required to be withheld pursuant to applicable federal, state or local law, including tax withholding requirements. Promptly following the proper exercise of the SARs, Applied shall issue in the name of the person exercising the SARs, a certificate representing the Shares due hereunder. Your SARs may be exercised only with respect to a whole number of Shares, and may not be exercised in fractional amounts.

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Notwithstanding the foregoing and the restrictions on exercise contained in Section 2, if, in the event your employment with Applied is terminated within the one-year period immediately following any Change in Control of Applied either by you for Good Reason or by Applied without Cause, then your SARs then outstanding shall become fully exercisable as of the date immediately prior to the date of termination of your employment.

In addition, following a Change in Control of Applied, no provision hereof shall operate to reduce any time frame or to limit any economic benefit to which you are entitled under this Award or the Plan, including the occurrence of any of the transactions described in Section 7(a) through (c) below. In the event of the occurrence of any of the transactions described in Section 7(a) through (c), the provisions in Section 7 purporting to terminate your SARs shall not apply and you shall have the option either to exercise your rights under Section 7 or to deem the SARs assumed by the successor within the meaning of Section 424(a) of the Internal Revenue Code, whichever is more favorable to you.

As an SAR holder, you shall have absolutely no rights as a shareholder, whether before or after vesting of all or any portion of your Award.

**4. Limitations on Exercise.** Your SARs shall not be exercisable if such exercise or the issuance of Shares pursuant to your Award would violate:

- (a) Any state securities law;
- (b) Any registration or other requirements under the Securities Act of 1933, as amended (the "Act"), the Securities Exchange Act of 1934, as amended, or any stock exchange's listing requirements; or
- (c) Any other legal requirement of any governmental authority.

If your exercise of SARs is prevented by the terms of any of the foregoing subsections, and the Term of the SARs expires, then you may, within 30 days after Applied notifies you that your exercise is no longer prevented by this Section 4, exercise the SARs to the extent they would have been exercisable but for the operation of this Section 4.

Furthermore, if a registration statement with respect to Shares issuable upon exercise of the SARs is not in effect or if Applied's counsel otherwise deems it necessary or desirable in order to avoid possible violations of the Act, Applied may require, as a condition to its issuance and delivery of certificates for the Shares, the delivery to Applied of a commitment in writing by the person exercising the SARs that (i) at the time of the exercise it is his intention to acquire the Shares for his own account for investment only and not with a view to, or for resale in connection with, the distribution thereof; (ii) the person understands that the Shares may be "restricted securities" as defined in Rule 144 issued under the Act; and (iii) any resale, transfer or other disposition of the Shares will be accomplished only in compliance with Rule 144, the Act, or other or subsequent rules and regulations thereunder. Applied may place on the certificates representing the Shares a legend reflecting that commitment and Applied may refuse to permit transfer of the Shares until it has been furnished evidence satisfactory to it that no violation of the Act or the rules and regulations thereunder would be involved in the transfer.

**5. No Guaranty of Employment.** The Award is not a guaranty of employment or commitment by Applied of continued employment. Nothing in the Award or these terms and conditions alters, limits or restricts any right Applied would otherwise have to terminate or modify the terms of your employment.

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- 6. Nonassignability.** The Award is not assignable or transferable, in whole or in part, and may not be otherwise disposed of by you, other than by will or by the laws of descent and distribution or with the prior written consent of Applied.
- 7. Liquidation, Dissolution, Merger, Sale of Substantially All Assets.** If (a) Applied is to be merged, consolidated or reorganized into or with another entity so that Applied is not the surviving corporation and, immediately after such event, the holders of Shares immediately prior to the event hold, in the aggregate, less than a majority of the combined voting power of the then outstanding securities of the new entity, (b) Applied is to be dissolved or liquidated, or (c) substantially all of Applied's assets are to be sold, then the Committee shall give you 30 days' prior written notice. Upon the giving of that notice, if you are employed by Applied, then the SARs shall become fully vested and exercisable. Within the 30-day period (but only during the Term), you shall have the right to exercise your SARs. Thereafter, notwithstanding any other provision of these terms and conditions, the SARs shall expire, unless "assumed" by another corporation within the meaning of Section 424(a) of the Code.
- 8. Adjustments.** In the event (a) of a stock dividend or stock split or (b) the Shares are changed into or exchanged for a different number or kind of securities of Applied or another entity, then the Shares purchasable or the Base Price hereunder shall be equitably adjusted so that the SARs represent the right to acquire Shares or the number and kind of other securities that are economically equivalent to what the Shares would have represented had the SARs been fully exercised immediately preceding such event.
- In the event other changes or events relating to the Shares fundamentally change the value of the Shares or securities for which the SARs are exercisable, then the Committee may make, in its sole discretion, such adjustments in the terms of the SARs as the Committee may determine is equitably required by the change or event.
- 9. Committee Authority.** The Committee shall have authority, subject to the Plan's express provisions, to construe these terms and conditions and the Plan, to establish, amend and rescind rules and regulations relating to the Plan, and to make all other determinations in the Committee's judgment necessary or desirable for the Plan's administration. The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan or these terms and conditions in the manner and to the extent it shall deem expedient to carry the Plan into effect. All Committee action under this Section shall be conclusive for all purposes.
- 10. Relationship to the Plan.** In the event of any inconsistency between these terms and conditions and any provision of the Plan or the Committee's policies, the Plan or the policies shall govern. Terms used but not otherwise defined in these terms and conditions shall have the meaning ascribed them in the Plan. Notwithstanding any provisions hereof, these terms and conditions and the SARs granted shall be subject to all of the Plan's provisions in effect from time to time, which are incorporated herein by reference.
- 11. Severability.** The provisions of these terms and conditions are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
- 12. Applicable Law.** The validity, construction, interpretation and enforceability of these terms and conditions shall be determined and governed by the laws of the State of Ohio without giving effect to the principles of conflicts of law.
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**13. Tax Matters.** Applied has made no warranties or representations to you with respect to the tax consequences (including but not limited to income tax consequences) related to the Award or the issuance, transfer or disposition of Shares pursuant to the Award, and you have been advised to consult with your attorney, accountant and/or tax advisor regarding this Award. Moreover, you acknowledge that Applied has no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for you.

(August 2024)

APPLIED INDUSTRIAL TECHNOLOGIES, INC. FORM 10-K FOR  
FISCAL YEAR ENDED JUNE 30, 2024  
SUBSIDIARIES (as of June 30, 2024)

Name	Jurisdiction of Incorporation or Organization
* Air Draulics Engineering Co.	Tennessee
AIT Canada, ULC	Nova Scotia
AIT Holding Corp.	Alberta
AIT International Inc.	Ohio
AIT Receivables LLC	Delaware
* Advanced Control Solutions & Automation, Inc.	Ohio
Applied Australia Holdings Pty Ltd.	Australia
Applied Automation, Inc.	Ohio
Applied Bearing Distributors, LLC	Ohio
Applied Canada Holdings, ULC	Nova Scotia
* Applied Fluid Power Holdings, LLC	Ohio
Applied Industrial Technologies - CA LLC	Delaware
Applied Industrial Technologies - Capital, Inc.	Delaware
Applied Industrial Technologies - Dixie, Inc.	Tennessee
Applied Industrial Technologies, LP	Ontario
Applied Industrial Technologies Limited	New Zealand
Applied Industrial Technologies - PA LLC	Pennsylvania
Applied Industrial Technologies - PACIFIC LLC	Delaware
Applied Industrial Technologies Canada, ULC	Nova Scotia
Applied Industrial Technologies Pty Ltd.	Australia
* Applied Maintenance Supplies & Solutions, LLC	Ohio
* Applied México, S.A. de C.V. (97%-owned by subsidiaries of Applied Industrial Technologies, Inc.)	Mexico
Applied Mexico Holdings, S.A. de C.V.	Mexico
Applied Northern Holdings, ULC	Nova Scotia
Applied Nova Scotia Company	Nova Scotia
Applied US, L.P.	Delaware
* Applied US Energy, Inc.	Ohio
* Atlantic Fasteners Co., LLC	Ohio
BER International, Inc.	Barbados
* Baro Controls, Inc.	Texas
* Baro Process Products, Inc.	Texas
* Basin Engine & Pump, Inc.	Texas
* Bay Advanced Technologies, LLC	Ohio

* Bay Advanced Technologies Singapore Pte. Ltd. Bearing Sales & Services Inc.	Singapore Washington
Bearings Pan American, Inc.	Ohio
* Brass Acquisition Company, S.A. de C.V.	Mexico
* Cangro Industries, LLC	Ohio
* Carolina Fluid Components, LLC	Ohio
* Corrosion Fluid Products Corp.	Michigan
* DTS Fluid Power, LLC	Ohio
* Disenos Construcciones y Fabricaciones Hispanoamericanas, S.A.	Mexico
* Eads Distribution, LLC	Delaware
* ESI Acquisition Corporation (d/b/a Engineered Sales, Inc., ESI Power Hydraulics, and Applied Engineered Systems)	Ohio
* FCX Performance, Inc.	Ohio
* Fluid Power Sales, LLC	Ohio
* FluidTech, LLC	Ohio
* Gibson Engineering Company, Inc.	Massachusetts
* HUB Industrial Supply, LLC	Ohio
* Hughes Machinery Company	Missouri
* HydroAir Hughes, LLC	Ohio
* HyQuip, LLC	Ohio
* ITECH Automation Solutions, Inc.	Texas
* Kopar S.A. de C.V.	Mexico
* Kopar Ingenieria, S.A. de C.V.	Mexico
* Kopar Latinamericana, S.A.	Costa Rica
* Olympus Controls Corp.	Oregon
* Power Systems AHS, LLC	Ohio
* Pump Energy, Inc.	Delaware
* Pump Pros, Inc.	Ohio
* R. L. Stone Company, Inc.	New York
* R. R. Floody Company, Inc.	Ohio
* Rafael Benitez Carrillo Inc.	Puerto Rico
* S. G. Morris Co., LLC	Ohio
* Seals Unlimited Holding Co., Inc.	Ontario
* Seals Unlimited (1976) Incorporated	Ontario
* Sentinel Fluid Controls, LLC	Ohio
* Spencer Fluid Power, Inc.	Ohio
* Texas Oilpatch Services, LLC	Ohio

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\* VYCMEX Mexico, S.A. de C.V.

\* Operating companies that do not conduct business under Applied Industrial Technologies trade name

Mexico

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-275306, 333-234645, 333-207922, 333-179354, 333-138054, 333-124574, 333-83809, 033-65513, 033-53361, and 033-53401 on Form S-8 of our reports dated August 16, 2024, relating to the financial statements of Applied Industrial Technologies, Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended June 30, 2024.

/s/ Deloitte & Touche LLP

Cleveland, Ohio

August 16, 2024

POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/13/2024

By: /s/ Madhuri A. Andrews

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POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/09/2024

By: /s/ Shelly M. Chadwick

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POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/15/2024

By: /s/ MaryDean Hall

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POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/14/2024

By: /s/ Dan P. Komnenovich

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POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/10/2024

By: /s/ Robert J. Pagano, Jr.

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POWER OF ATTORNEY

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Date: 8/16/2024

By: /s/ Vincent K. Petrella

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POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/11/2024

By: /s/ Joe A. Raver

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POWER OF ATTORNEY

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Date: 8/13/2024

By: /s/ Richard J. Simoncic

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POWER OF ATTORNEY

The undersigned director and/or officer of Applied Industrial Technologies, Inc., an Ohio corporation, hereby constitutes and appoints Jon S. Ploetz and David K. Wells, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority, and in either or both of them, to sign for the undersigned and in his or her respective name as director and/or officer of the Corporation, the Corporation's Annual Report for the fiscal year ended June 30, 2024 on Form 10-K to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, and the rules and regulations issued thereunder, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one of them, as herein authorized.

Date: 8/15/2024

By: /s/ Peter C. Wallace

APPLIED INDUSTRIAL TECHNOLOGIES, INC. FORM 10-K FOR  
FISCAL YEAR ENDED JUNE 30, 2024  
CERTIFICATIONS

I, Neil A. Schrimsher, certify that:

- 1 I have reviewed this annual report on Form 10-K of Applied Industrial Technologies, 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 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 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 function):
  - 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: August 16, 2024

/s/ Neil A. Schrimsher  
Neil A. Schrimsher  
President & Chief Executive Officer

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I, David K. Wells, certify that:

- 1 I have reviewed this annual report on Form 10-K of Applied Industrial Technologies, 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 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 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 function):
  - 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: August 16, 2024

/s/ David K. Wells  
David K. Wells  
Vice President-Chief Financial Officer, Treasurer,  
& Principal Accounting Officer

APPLIED INDUSTRIAL TECHNOLOGIES, INC. FORM 10-K FOR  
FISCAL YEAR ENDED JUNE 30, 2024

[The following certification accompanies the Annual Report on Form 10-K for the year ended June 30, 2024, and is not filed, as provided in applicable SEC releases.]

CERTIFICATIONS PURSUANT TO 18 U.S.C. 1350

In connection with the Form 10-K (the "Report") of Applied Industrial Technologies, Inc. (the "Company") for the period ending June 30, 2024, we, Neil A. Schrimsher, President & Chief Executive Officer, and David K. Wells, Vice President-Chief Financial Officer & Treasurer of the Company, certify 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/ Neil A. Schrimsher

Neil A. Schrimsher  
President & Chief Executive Officer

/s/ David K. Wells

David K. Wells  
Vice President-Chief Financial Officer, Treasurer,  
& Principal Accounting Officer

Dated: August 16, 2024

[A signed original of this written statement has been provided to Applied Industrial Technologies, Inc. and will be retained by Applied Industrial Technologies, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.]

**Mine Safety and Health Disclosure**  
**Mine Safety and Health Administration Contractor Identification Number 9EI**

The operation of domestic mines is subject to regulation by the Federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977 (the "Mine Act"). Under the Mine Act, an "independent contractor" who provides onsite services to the mine industry is deemed to be a "mine operator." Applied supplies MRO parts and related services to mine operators, and as such we are providing this report pursuant to section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of SEC Regulation S-K.

MSHA inspects mines on a regular basis and issues citations and orders when it believes a violation has occurred under the Mine Act. The table below sets forth, by mining complex, the total number of citations and/or orders issued, that required disclosure, to Applied during the year ended June 30, 2024 by MSHA under the indicated provisions of the Mine Act, together with the total dollar value of proposed MSHA assessments.

Mine or Operating Name / MSHA Identification Number	(#) Section 104 S&S Citations	(#) Section 104(b) Orders	(#) Section 104(d) Citations and Orders	(#) Section 110(b)(2) Violations	(#) Section 107(a) Orders	(S) Total Dollar Value of MSHA Assessments Proposed	(#) Total Number of Mining Related Fatalities	(yes/no) Received Notice of Pattern of Violations Under Section 104(e)	(yes/no) Received Notice of Potential to Have Pattern Under Section 104(e)	(#) Legal Actions Pending as of 6/30/2020	(#) Legal Actions Initiated During Period	(#) Legal Actions Resolved During the Period
(1)	(2)	(3)	(4)	(5)	(6)							
TXI Mill Creek Quarry #3401859	—	—	—	—	—	—	—	No	No	—	—	—
Holcim (US) Inc. - Midlothian #4103307	—	—	—	—	—	—	—	No	No	—	—	—
Redding Plant #0400034	—	—	—	—	—	—	—	No	No	—	—	—

In evaluating this information, note that citations and orders can be contested and appealed, and in that process, are often reduced in severity and amount, and are sometimes dismissed.

- (1) United States mines.
- (2) Total number of citations received from MSHA under section 104 of the Mine Act for health or safety standards that could significantly and substantially contribute to a serious injury if left unabated.
- (3) Total number of orders under section 104(b) of the Mine Act, which represents a failure to abate a citation under section 104(a) within the period of time prescribed by MSHA.
- (4) Total number of citations and orders for unwarrantable failure to comply with mandatory health or safety standards under section 104(d) of the Mine Act.
- (5) Total number of flagrant violations under section 110(b)(2) of the Mine Act.
- (6) Total number of imminent danger orders issued under section 107(a) of the Mine Act.

**APPLIED INDUSTRIAL TECHNOLOGIES, INC.**  
POLICY FOR THE  
RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

**A OVERVIEW**

In accordance with the applicable rules of The New York Stock Exchange Listed Company Manual (the "NYSE Rules"), and Section 10D and Rule 10D-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") ("Rule 10D-1"), Applied Industrial Technologies, Inc. (the "Company") has adopted this Policy (the "Policy") to provide for the recovery of erroneously awarded Incentive-based Compensation from Executive Officers. All capitalized terms used and not otherwise defined herein shall have the meanings set forth in Section H, below.

**B RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION**

- 1 In the event of an Accounting Restatement, the Company will reasonably promptly recover the Erroneously Awarded Compensation Received in accordance with NYSE Rules and Rule 10D-1 as follows:
  - a After an Accounting Restatement, the Executive Organization & Compensation Committee (so long as composed entirely of independent directors, or in the absence of such a committee, a majority of independent directors serving on the Board) (the "Committee") shall determine the amount of any Erroneously Awarded Compensation Received by each Executive Officer and shall promptly notify each Executive Officer with a written notice containing the amount of any Erroneously Awarded Compensation and a demand for repayment or return of such compensation, as applicable.
    - i For Incentive-based Compensation based on (or derived from) the Company's stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement:
      - 1 The amount to be repaid or returned shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the Company's stock price or total shareholder return upon which the Incentive-based Compensation was Received; and
      - 2 The Company shall maintain documentation of the determination of such reasonable estimate and provide the relevant documentation as required to the NYSE.
  - b The Committee shall have discretion to determine the appropriate means of recovering Erroneously Awarded Compensation based on the particular facts and

circumstances. Notwithstanding the foregoing, except as set forth in Section B.2) below, in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of an Executive Officer's obligations hereunder.

- c To the extent that the Executive Officer has already reimbursed the Company for any Erroneously Awarded Compensation Received under any duplicative recovery obligations established by the Company or applicable law, it shall be appropriate for any such reimbursed amount to be credited to the amount of Erroneously Awarded Compensation that is subject to recovery under this Policy.
- d To the extent that an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company when due, the Company shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer. The applicable Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

2 Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by Section B.1) above if the Committee determines that recovery would be impracticable and any of the following conditions are met:

- a The Committee has determined that the direct expenses paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before making this determination, the Company must make a reasonable attempt to recover the Erroneously Awarded Compensation, document such attempt(s) and provided such documentation to the NYSE; or
- b Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended, and regulations thereunder.

#### C DISCLOSURE REQUIREMENTS

The Company shall file all disclosures with respect to this Policy required by applicable U.S. Securities and Exchange Commission ("SEC") filings and rules.

#### D PROHIBITION OF INDEMNIFICATION

The Company shall not be permitted to insure or indemnify any Executive Officer against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (ii) any claims relating to the Company's enforcement of its rights under this Policy. Further, the Company shall not enter into any agreement that exempts any Incentive-based Compensation that is granted, paid or awarded to an Executive Officer from the application of this Policy or that waives the Company's right to recovery of any Erroneously Awarded Compensation, and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date of this Policy).

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#### E ADMINISTRATION AND INTERPRETATION

This Policy shall be administered by the Committee, and any determinations made by the Committee shall be final and binding on all affected individuals.

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy and for the Company's compliance with NYSE Rules, Section 10D, Rule 10D-1 and any other applicable law, regulation, rule or interpretation of the SEC or NYSE promulgated or issued in connection therewith.

#### F AMENDMENT; TERMINATION

The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary. Notwithstanding anything in this Section F to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule or NYSE rule.

#### G OTHER RECOVERY RIGHTS

This Policy shall be binding and enforceable against all Executive Officers and, to the extent required by applicable law or guidance from the SEC or NYSE, their beneficiaries, heirs, executors, administrators or other legal representatives. The Committee intends that this Policy will be applied to the fullest extent required by applicable law. Any employment agreement, equity award agreement, compensatory plan or any other agreement or arrangement with an Executive Officer shall be deemed to include, as a condition to the grant of any benefit thereunder, an agreement by the Executive Officer to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company under applicable law, regulation or rule or pursuant to the terms of any policy of the Company or any provision in any employment agreement, equity award agreement, compensatory plan, agreement or other arrangement.

#### H DEFINITIONS

For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

1 "Accounting Restatement" means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a "Big R" restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).

2 "Clawback Eligible Incentive Compensation" means all Incentive-based Compensation Received by an Executive Officer (i) on or after the effective date of the applicable NYSE rules, (ii) after beginning service as an Executive Officer, (iii) who served as an Executive Officer at any time during the applicable performance period relating to any

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Incentive-based Compensation (whether or not such Executive Officer is serving at the time the Erroneously Awarded Compensation is required to be repaid to the Company), (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (v) during the applicable Clawback Period (as defined below).

3 "Clawback Period" means, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date (as defined below), and if the Company changes its fiscal year, any transition period of less than nine months within or immediately following those three completed fiscal years.

4 "Erroneously Awarded Compensation" means, with respect to each Executive Officer in connection with an Accounting Restatement, the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Incentive-based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid.

5 "Executive Officer" means each individual who is currently or was previously designated as an "officer" of the Company as defined in Rule 16a-1(f) under the Exchange Act. For the avoidance of doubt, the identification of an executive officer for purposes of this Policy shall include each executive officer who is or was identified pursuant to Item 401(b) of Regulation S-K, as well as the principal financial officer and principal accounting officer (or, if there is no principal accounting officer, the controller).

6 "Financial Reporting Measures" means measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and all other measures that are derived wholly or in part from such measures. Stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall, for purposes of this Policy, be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company's financial statements or included in a filing with the SEC.

7 "Incentive-based Compensation" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

8 "NYSE" means the New York Stock Exchange.

9 "Received" means, with respect to any Incentive-based Compensation, actual or deemed receipt, and Incentive-based Compensation shall be deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if the payment or grant of the Incentive-based Compensation to the Executive Officer occurs after the end of that period.

10 "Restatement Date" means the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.