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

FORM 8-K

**CURRENT REPORT
Pursuant To Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): June 24, 2025



Delaware
(State or Other Jurisdiction of Incorporation)

001-31892
(Commission File Number)

94-2703333
(I.R.S. Employer Identification Number)

44201 Nobel Drive, Fremont, California
(Address of principal executive offices)

94538
(Zip Code)

(510) 668-3400
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share	SNX	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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

Item 2.02 Results of Operations and Financial Condition.

The information in this Item 2.02 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 2.02 shall not be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

On June 24, 2025, TD SYNEX Corporation (“TD SYNEX”) issued a press release regarding TD SYNEX’s financial results for its fiscal second quarter ended May 31, 2025 and the announcement of a dividend in the amount of \$0.44 per common share in the third quarter of fiscal year 2025. The full text of TD SYNEX’s press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description of Document
99.1	Press Release dated June 24, 2025 regarding financial results.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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

Date: June 24, 2025

TD SYNnex CORPORATION

By: /s/ **Marshall W. Witt**

Marshall W. Witt

Chief Financial Officer



TD SYNEX Reports Fiscal 2025 Second Quarter Results

- Revenue of \$14.9 billion, an increase of 7.2% year over year and above the high end of our outlook. On a constant currency⁽¹⁾ basis, revenue increased by 6.3% year over year.
- Non-GAAP gross billings⁽¹⁾ of \$21.6 billion, an increase of 12.1% year over year and above the high end of our outlook. On a constant currency⁽¹⁾ basis, non-GAAP gross billings⁽¹⁾ increased by 11.3% year over year.
- Diluted earnings per share ("EPS") of \$2.21 and non-GAAP diluted EPS⁽¹⁾ of \$2.99, above the high end of our outlook.
- Cash provided by operations of \$573 million and free cash flow⁽¹⁾ of \$543 million.
- Returned \$186 million to stockholders in the form of \$149 million of share repurchases and \$37 million in dividends.
- Announced a quarterly cash dividend of \$0.44 per common share, up 10% year over year.

"Our Q2 results demonstrate the continued strength of the IT Distribution and Hyperscaler markets, meanwhile, our strategy and the execution of our team are enabling us to grow ahead of market" said Patrick Zammit, CEO of TD SYNEX. "Gross billings grew double digits and non-GAAP diluted EPS exceeded the high end of our guidance with all regions and major technologies contributing."

FREMONT, CA and CLEARWATER, FL, June 24, 2025 – TD SYNEX (NYSE: SNX) today announced financial results for the fiscal second quarter ended May 31, 2025.

Consolidated Financial Highlights for the Fiscal 2025 Second Quarter:

GAAP

(\$ in millions, except earnings per share)

		Q2 FY25	Q2 FY24	Net Change from Q2 FY24
Revenue	\$	14,946.3	\$ 13,947.9	7.2 %
Gross profit	\$	1,046.4	\$ 973.5	7.5 %
Gross margin		7.00 %	6.98 %	2 bps
Operating income	\$	328.1	\$ 263.9	24.3 %
Operating margin		2.20 %	1.89 %	31 bps
Net income	\$	184.9	\$ 143.6	28.8 %
Diluted EPS	\$	2.21	\$ 1.66	33.1 %

Non-GAAP

(\$ in millions, except earnings per share)

		Q2 FY25	Q2 FY24	Net Change from Q2 FY24
Gross billings ⁽¹⁾	\$	21,647.5	\$ 19,304.6	12.1 %
Gross to net % ⁽¹⁾		(31.0)%	(27.7)%	(330) bps
Revenue	\$	14,946.3	\$ 13,947.9	7.2 %
Gross profit	\$	1,046.4	\$ 973.5	7.5 %
Gross margin		7.00 %	6.98 %	2 bps
Operating income ⁽¹⁾	\$	414.0	\$ 388.0	6.7 %
Operating margin ⁽¹⁾		2.77 %	2.78 %	(1) bps
Net income ⁽¹⁾	\$	250.5	\$ 236.9	5.8 %
Diluted EPS ⁽¹⁾	\$	2.99	\$ 2.73	9.5 %

Consolidated Fiscal 2025 Second Quarter versus Fiscal 2024 Second Quarter Highlights

- Revenue was \$14.9 billion, compared to \$13.9 billion, representing an increase of 7.2% and above the high end of our outlook. On a constant currency⁽¹⁾ basis, revenue increased by 6.3%, driven by growth in both our Endpoint Solutions and Advanced Solutions portfolios. A greater percentage of our sales were presented on a net basis due to the mix of products sold, which negatively impacted our revenue compared to the prior fiscal second quarter by approximately 5%.
- Non-GAAP gross billings⁽¹⁾ were \$21.6 billion, compared to \$19.3 billion, representing an increase of 12.1% and above the high end of our outlook. On a constant currency⁽¹⁾ basis, non-GAAP gross billings⁽¹⁾ increased by 11.3%.
- Gross profit was \$1,046 million, compared to \$974 million.
- Gross margin was 7.0% in both periods. The presentation of additional revenues on a net basis due to the mix of products sold positively impacted our gross margin by approximately 31 basis points.
- Operating income was \$328 million, compared to \$264 million. Non-GAAP operating income⁽¹⁾ was \$414 million, compared to \$388 million.
- Operating margin was 2.2%, compared to 1.9%. Non-GAAP operating margin⁽¹⁾ was 2.8% in both periods.
- Diluted EPS was \$2.21, compared to \$1.66. Non-GAAP diluted EPS⁽¹⁾ was \$2.99, compared to \$2.73.
- Cash provided by operations of \$573 million, compared to cash used in operations of \$115 million, and free cash flow⁽¹⁾ of \$543 million, compared to negative free cash flow⁽¹⁾ of \$153 million.
- We returned \$186 million to stockholders in the form of share repurchases and dividends, compared to \$288 million.

Regional Fiscal 2025 Second Quarter versus Fiscal 2024 Second Quarter Highlights

- Americas:
 - Revenue was \$9.0 billion, compared to \$8.6 billion, representing an increase of 5.3%. On a constant currency⁽¹⁾ basis, revenue increased by 5.7%. A greater percentage of our sales were presented on a net basis due to the mix of products sold, which negatively impacted our revenue compared to the prior fiscal second quarter by approximately 4%.
 - Non-GAAP gross billings⁽¹⁾ were \$13.3 billion, compared to \$12.2 billion, representing an increase of 9.0%. On a constant currency⁽¹⁾ basis, non-GAAP gross billings⁽¹⁾ increased by 9.4%.
 - Operating income was \$253 million, compared to \$209 million. Non-GAAP operating income⁽¹⁾ was \$301 million, compared to \$285 million.
 - Operating margin was 2.8%, compared to 2.4%. Non-GAAP operating margin⁽¹⁾ was 3.3% in both periods.
 - Europe:
 - Revenue was \$4.9 billion, compared to \$4.4 billion, representing an increase of 10.5%. On a constant currency⁽¹⁾ basis, revenue increased by 7.3%. A greater percentage of our sales were presented on a net basis due to the mix of products sold, which negatively impacted our revenue compared to the prior fiscal second quarter by approximately 6%.
 - Non-GAAP gross billings⁽¹⁾ were \$6.8 billion, compared to \$5.9 billion, representing an increase of 16.7%. On a constant currency⁽¹⁾ basis, non-GAAP gross billings⁽¹⁾ increased by 13.3%.
 - Operating income was \$50 million, compared to \$34 million. Non-GAAP operating income⁽¹⁾ was \$86 million, compared to \$81 million.
 - Operating margin was 1.0%, compared to 0.8%. Non-GAAP operating margin⁽¹⁾ was 1.8% in both periods.
 - Asia-Pacific and Japan ("APJ"):
 - Revenue was \$1.0 billion, compared to \$964 million, representing an increase of 8.7%. On a constant currency⁽¹⁾ basis, revenue increased by 7.6%. A greater percentage of our sales were presented on a net basis due to the mix of products sold, which negatively impacted our revenue compared to the prior fiscal second quarter by approximately 13%.
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- Non-GAAP gross billings⁽¹⁾ were \$1.5 billion, compared to \$1.2 billion, representing an increase of 22.0%. On a constant currency⁽¹⁾ basis, non-GAAP gross billings⁽¹⁾ increased by 21.1%.
- Operating income was \$25 million, compared to \$20 million. Non-GAAP operating income⁽¹⁾ was \$27 million, compared to \$22 million.
- Operating margin was 2.4%, compared to 2.1%. Non-GAAP operating margin⁽¹⁾ was 2.6%, compared to 2.3%.

Fiscal 2025 Third Quarter Outlook

The following statements are based on TD SYNnex's current expectations for the fiscal 2025 third quarter. These statements are forward-looking and actual results may differ materially. Non-GAAP gross billings⁽¹⁾ include the impact of costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts, and the remaining non-GAAP financial measures exclude the impact of acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation, and the related tax effects thereon.

	Q3 2025 Outlook
Revenue	\$14.7 - \$15.5 billion
Non-GAAP gross billings ⁽¹⁾	\$21.0 - \$22.0 billion
Net income	\$159 - \$200 million
Non-GAAP net income ⁽¹⁾	\$227 - \$268 million
Diluted earnings per share	\$1.93 - \$2.43
Non-GAAP diluted earnings per share ⁽¹⁾	\$2.75 - \$3.25
Estimated outstanding diluted weighted average shares	81.8 million

Dividend

TD SYNnex announced today that its Board of Directors declared a quarterly cash dividend of \$0.44 per common share. The dividend is payable on July 25, 2025 to stockholders of record as of the close of business on July 11, 2025.

Conference Call and Webcast

TD SYNnex will host a conference call today to discuss the 2025 fiscal second quarter results at 6:00 AM (PT)/9:00 AM (ET).

A live audio webcast of the earnings call will be accessible at ir.tdsynnex.com and a replay of the webcast will be available following the call.

About TD SYNnex

TD SYNnex (NYSE: SNX) is a leading global distributor and solutions aggregator for the IT ecosystem. We are an innovative partner helping more than 150,000 customers in 100+ countries to maximize the value of technology investments, deliver business outcomes and unlock growth opportunities while helping optimize their operating model. Headquartered in Clearwater, Florida and Fremont, California, TD SYNnex's 23,000 co-workers are dedicated to uniting compelling IT products, services and solutions from approximately 2,500 best-in-class technology vendors. Our edge-to-cloud portfolio is anchored in some of the highest-growth technology segments including cloud, cybersecurity, big data/analytics, AI, IoT, mobility and everything as a service.

TD SYNnex is committed to serving customers and communities, and we believe we can have a positive impact on our people and our planet, intentionally acting as a respected corporate citizen. We aspire to be a diverse and inclusive employer of choice for talent across the IT ecosystem. For more information, visit TDSYNnex.com, follow our newsroom or find us on LinkedIn, Facebook and Instagram.

⁽¹⁾Use of Non-GAAP Financial Information

In addition to the financial results presented in accordance with GAAP, TD SYNEX uses and refers to:

- Non-GAAP gross billings, which are the amounts billed to the customer prior to any presentation adjustment under ASC Topic 606 for those arrangements where the Company does not act as the principal. Non-GAAP gross billings are a useful non-GAAP metric in understanding the volume of our business activity and serve as an important performance metric in internally managing our operations.
- Revenue and non-GAAP gross billings in constant currency, which adjusts for the translation effect of foreign currencies so that certain financial results can be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons of our performance. Financial results adjusted for constant currency are calculated by translating current period activity using the comparable prior year periods' currency conversion rate.
- "Gross to net %" refers to the percentage of adjustments made to non-GAAP gross billings for costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts.
- Adjusted selling, general and administrative expenses, which excludes acquisition, integration and restructuring costs, the amortization of intangible assets and share-based compensation expense. TD SYNEX also uses adjusted selling, general and administrative expenses as a percentage of non-GAAP gross billings, which is a useful metric in considering our selling, general and administrative expenses without the impact of gross to net revenue adjustments to gross billings. Furthermore, TD SYNEX uses adjusted selling, general and administrative expenses as a percentage of gross profit, which is a useful metric in considering the portion of gross profit retained after selling, general and administrative expenses.
- Non-GAAP operating income and non-GAAP operating margin, which exclude acquisition, integration and restructuring costs, the amortization of intangible assets and share-based compensation expense.
- Earnings before interest, taxes, depreciation and amortization ("EBITDA"), which excludes interest expense and finance charges, net, the provision for income taxes, depreciation, and amortization of intangibles. TD SYNEX also uses adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") which excludes interest expense and finance charges, net, the provision for income taxes, depreciation, amortization of intangibles, other income (expense), net, acquisition, integration and restructuring costs, and share-based compensation expense.
- Non-GAAP net income and non-GAAP diluted earnings per share, which exclude acquisition, integration and restructuring costs, the amortization of intangible assets, share-based compensation expense, and the related tax effects thereon.
- Free cash flow, which is cash flow from operating activities reduced by purchases of property and equipment. TD SYNEX uses free cash flow to conduct and evaluate its business because although it is similar to cash flows from operating activities, TD SYNEX believes free cash flow is an additional useful measure of cash flows since purchases of property and equipment are a necessary component of ongoing operations. Free cash flow reflects an additional way of viewing TD SYNEX's liquidity that, when viewed with its GAAP results, provides a more complete understanding of factors and trends affecting its cash flows. Free cash flow has limitations as it does not represent the residual cash flow available for discretionary expenditures. For example, free cash flow does not incorporate payments for business acquisitions. Therefore, TD SYNEX believes it is important to view free cash flow as a complement to its entire Consolidated Statements of Cash Flows.
- Trailing fiscal four quarters return on invested capital ("ROIC"), which is defined as the last four quarters' tax effected operating income divided by the average of the last five quarterly balances of borrowings and equity, net of cash. Adjusted ROIC is calculated by excluding the tax effected impact of non-GAAP adjustments from operating income and by excluding the cumulative tax effected impact of current and prior period non-GAAP adjustments on equity.

In prior periods, TD SYNEX has excluded other items relevant to those periods for purposes of its non-GAAP financial measures.

Acquisition, integration and restructuring costs, which are expensed as incurred, primarily represent professional services costs for legal, banking, consulting and advisory services, severance and other personnel-related costs, share-based compensation expense and debt extinguishment fees that are incurred in connection with acquisition, integration, restructuring, and divestiture activities. From time to time, this category may also include transaction-related gains/losses on divestitures/spin-off of businesses, costs related to long-lived assets including impairment charges and accelerated depreciation and amortization expense due to changes in asset useful lives, as well as various other costs associated with the acquisition or divestiture.

TD SYNEX's acquisition activities have resulted in the recognition of finite-lived intangible assets which consist primarily of customer relationships and vendor lists. Finite-lived intangible assets are amortized over their estimated useful lives and are tested for impairment when events indicate that the carrying value may not be recoverable. The amortization of intangible assets is reflected in the Company's Statements of Operations. Although intangible assets contribute to the Company's revenue generation, the amortization of intangible assets does not directly relate to the sale of the Company's products. Additionally, intangible asset amortization expense typically fluctuates based on the size and timing of the Company's acquisition activity. Accordingly, the Company believes excluding the amortization of intangible assets, along with the other non-GAAP adjustments, which neither relate to the ordinary course of the Company's business nor reflect the Company's underlying business performance, enhances the Company's and investors' ability to compare the Company's past financial performance with its current performance and to analyze underlying business performance and trends. Intangible asset amortization excluded from the related non-GAAP financial measure represents the entire amount recorded within the Company's GAAP financial statements, and the revenue generated by the associated intangible assets has not been excluded from the related non-GAAP financial measure. Intangible asset amortization is excluded from the related non-GAAP financial measure because the amortization, unlike the related revenue, is not affected by operations of any particular period unless an intangible asset becomes impaired or the estimated useful life of an intangible asset is revised.

Share-based compensation expense is a non-cash expense arising from the grant of equity awards to employees and non-employee members of the Company's Board of Directors based on the estimated fair value of those awards. Although share-based compensation is an important aspect of the compensation of our employees, the fair value of the share-based awards may bear little resemblance to the actual value realized upon the vesting or future exercise of the related share-based awards and the expense can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Given the variety and timing of awards and the subjective assumptions that are necessary when calculating share-based compensation expense, TD SYNEX believes this additional information allows investors to make additional comparisons between our operating results from period to period.

TD SYNEX management uses non-GAAP financial measures internally to understand, manage and evaluate the business, to establish operational goals, and in some cases for measuring performance for compensation purposes. These non-GAAP measures are intended to provide investors with an understanding of TD SYNEX's operational results and trends that more readily enable investors to analyze TD SYNEX's base financial and operating performance and to facilitate period-to-period comparisons and analysis of operational trends, as well as for planning and forecasting in future periods. Management believes these non-GAAP financial measures are useful to investors in allowing for greater transparency with respect to supplemental information used by management in its financial and operational decision-making. As these non-GAAP financial measures are not calculated in accordance with GAAP, they may not necessarily be comparable to similarly titled measures employed by other companies. These non-GAAP financial measures should not be considered in isolation or as a substitute for the comparable GAAP measures, and should be read only in conjunction with TD SYNEX's Consolidated Financial Statements prepared in accordance with GAAP. A reconciliation of TD SYNEX's GAAP to non-GAAP financial information is set forth in the supplemental tables at the end of this press release.

Safe Harbor Statement

Statements in this news release regarding TD SYNEX that are not historical facts are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are inherently uncertain, and stockholders and other potential investors must recognize that actual results may differ materially from TD SYNEX expectations as a result of a variety of factors. These forward-looking statements may be identified by terms such as believe, foresee, expect, may, will, provide, could and should and the negative of these terms or other similar expressions. These forward-looking statements include, but are not limited to, statements about our strategy, demand, plans and positioning, capital allocation, as well as guidance related to the third quarter of 2025. Such forward-looking statements are based upon management’s current expectations and include known and unknown risks, uncertainties and other factors, many of which TD SYNEX is unable to predict or control, that may cause TD SYNEX actual results, performance, or plans to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements.

These risks and uncertainties include, but are not limited to: the unfavorable outcome of any legal proceedings that have been or may be instituted against us; the ability to retain key personnel; general economic and political conditions; weakness in information technology spending; seasonality; risks related to the buying patterns of our customers, concentration of sales to large customers; the loss or consolidation of one or more of our significant original equipment manufacturer, or OEM, suppliers or customers; market acceptance and product life of the products we assemble and distribute; competitive conditions in our industry and their impact on our margins; pricing, margin and other terms with our OEM suppliers; our ability to gain market share; variations in supplier-sponsored programs; changes in our costs and operating expenses; the timing and amount of returns to our stockholders via repurchases of our common stock and dividends; changes in foreign currency exchange rates and interest rates; increased inflation; uncertainty over global trade policies and the impacts of related tariffs; dependence upon and trends in capital spending budgets in the IT industry; changes in tax laws; risks associated with our international operations; uncertainties and variability in demand by our reseller and integration customers; supply shortages or delays; any termination or reduction in our supplier finance programs; credit exposure to our reseller customers and negative trends in their businesses; any incidents of theft; the declaration, timing and payment of dividends, and the Board’s reassessment thereof; and other risks and uncertainties detailed in our Form 10-K for the fiscal year ended November 30, 2024 and subsequent SEC filings. Statements included in this press release are based upon information known to TD SYNEX as of the date of this release, and TD SYNEX assumes no obligation to update information contained in this press release unless otherwise required by law.

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TD SYNnex Corporation
Consolidated Balance Sheets
(Currency and share amounts in thousands, except par value)
(Amounts may not add or compute due to rounding)
(Unaudited)

	May 31, 2025	November 30, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 767,099	\$ 1,059,378
Accounts receivable, net	10,127,960	10,341,625
Receivables from vendors, net	987,901	958,105
Inventories	8,655,741	8,287,048
Other current assets	954,078	678,540
Total current assets	21,492,779	21,324,696
Property and equipment, net	482,912	457,024
Goodwill	3,997,641	3,895,077
Intangible assets, net	3,893,177	3,912,267
Other assets, net	642,673	685,415
Total assets	\$ 30,509,182	\$ 30,274,479
LIABILITIES AND EQUITY		
Current liabilities:		
Borrowings, current	\$ 382,425	\$ 171,092
Accounts payable	14,542,575	15,084,107
Other accrued liabilities	2,197,402	1,966,036
Total current liabilities	17,122,402	17,221,235
Long-term borrowings	3,723,280	3,736,399
Other long-term liabilities	487,227	468,648
Deferred tax liabilities	833,906	812,763
Total liabilities	22,166,815	22,239,045
Stockholders' equity:		
Common stock, \$0.001 par value, 200,000 shares authorized, 99,012 shares issued as of both May 31, 2025 and November 30, 2024	99	99
Additional paid-in capital	7,448,114	7,437,688
Treasury stock, 17,092 and 15,289 shares as of May 31, 2025 and November 30, 2024, respectively	(1,737,413)	(1,513,017)
Accumulated other comprehensive loss	(402,554)	(645,117)
Retained earnings	3,034,121	2,755,781
Total stockholders' equity	8,342,367	8,035,434
Total liabilities and equity	\$ 30,509,182	\$ 30,274,479

TD SYNnex Corporation
Consolidated Statements of Operations
(Currency and share amounts in thousands, except per share amounts)
(Amounts may not add or compute due to rounding)
(Unaudited)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Revenue	\$ 14,946,315	\$ 13,947,908	\$ 29,478,022	\$ 27,923,161
Cost of revenue	(13,899,942)	(12,974,361)	(27,433,643)	(25,943,848)
Gross profit	1,046,373	973,547	2,044,379	1,979,313
Selling, general and administrative expenses	(717,570)	(671,714)	(1,410,055)	(1,343,259)
Acquisition, integration and restructuring costs	(664)	(37,885)	(1,726)	(69,534)
Operating income	328,139	263,948	632,598	566,520
Interest expense and finance charges, net	(89,982)	(76,701)	(177,862)	(152,592)
Other expense, net	(79)	(3,091)	(1,775)	(5,975)
Income before income taxes	238,078	184,156	452,961	407,953
Provision for income taxes	(53,157)	(40,551)	(100,503)	(92,220)
Net income	\$ 184,921	\$ 143,605	\$ 352,458	\$ 315,733
Earnings per common share:				
Basic	\$ 2.22	\$ 1.67	\$ 4.20	\$ 3.61
Diluted	\$ 2.21	\$ 1.66	\$ 4.19	\$ 3.60
Weighted-average common shares outstanding:				
Basic	82,626	85,453	83,115	86,655
Diluted	82,935	85,869	83,447	87,019

TD SYNnex Corporation
Consolidated Statements of Cash Flows
(Currency amounts in thousands)
(Amounts may not add or compute due to rounding)
(Unaudited)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Cash flows from operating activities:				
Net income	\$ 184,921	\$ 143,605	\$ 352,458	\$ 315,733
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Depreciation and amortization	103,595	106,287	203,305	206,906
Share-based compensation	11,950	13,430	33,811	30,920
Provision for doubtful accounts	4,576	(6,272)	10,942	4,922
Other	1,579	4,469	5,952	5,639
Changes in operating assets and liabilities, net of acquisition of businesses:				
Accounts receivable, net	(393,970)	42,175	460,250	1,385,250
Receivables from vendors, net	9,599	82,541	(7,041)	128,921
Inventories	(111,776)	(17,340)	(214,637)	24,836
Accounts payable	1,099,965	(219,135)	(870,147)	(1,145,971)
Other operating assets and liabilities	(337,257)	(264,468)	(149,708)	(687,155)
Net cash provided by (used in) operating activities	573,182	(114,708)	(174,815)	270,001
Cash flows from investing activities:				
Purchases of property and equipment	(30,243)	(37,822)	(71,768)	(78,910)
Acquisition of businesses, net of cash acquired	(666)	2,205	(4,459)	(26,238)
Other	4,363	2,730	5,149	4,351
Net cash used in investing activities	(26,546)	(32,887)	(71,078)	(100,797)
Cash flows from financing activities:				
Dividends paid	(36,898)	(34,191)	(74,118)	(69,843)
Proceeds from reissuance of treasury stock	2,732	2,780	12,513	5,507
Repurchases of common stock	(148,818)	(254,150)	(249,328)	(453,375)
Repurchases of common stock for tax withholdings on equity awards	(4,582)	(1,489)	(8,832)	(6,287)
Net (repayments) borrowings on revolving credit loans	(212,714)	10,622	208,708	(45,433)
Principal payments on long-term debt	(14,914)	(766,510)	(15,541)	(784,714)
Borrowings on long-term debt	—	1,349,376	—	1,349,376
Cash paid for debt issuance costs	—	(12,715)	—	(12,715)
Net cash (used in) provided by financing activities	(415,194)	293,723	(126,598)	(17,484)
Effect of exchange rate changes on cash and cash equivalents	93,794	(3,426)	80,212	(11,848)
Net increase (decrease) in cash and cash equivalents	225,236	142,702	(292,279)	139,872
Cash and cash equivalents at beginning of period	541,863	1,030,946	1,059,378	1,033,776
Cash and cash equivalents at end of period	\$ 767,099	\$ 1,173,648	\$ 767,099	\$ 1,173,648

TD SYNnex Corporation
Regional Financial Highlights - Fiscal 2025 Second Quarter
(Currency in millions)
(Amounts may not add or compute due to rounding)

	Q2 FY25		Q2 FY24		Net Change from Q2 FY24
Americas					
Revenue	\$	9,009.2	\$	8,557.6	5.3 %
Non-GAAP gross billings ⁽¹⁾	\$	13,345.6	\$	12,247.2	9.0 %
Operating income	\$	252.6	\$	209.3	20.7 %
Non-GAAP operating income ⁽¹⁾	\$	301.3	\$	285.1	5.7 %
Operating margin		2.80 %		2.45 %	35 bps
Non-GAAP operating margin ⁽¹⁾		3.34 %		3.33 %	1 bps
Europe					
Revenue	\$	4,890.0	\$	4,426.8	10.5 %
Non-GAAP gross billings ⁽¹⁾	\$	6,843.0	\$	5,861.9	16.7 %
Operating income	\$	50.3	\$	34.4	46.4 %
Non-GAAP operating income ⁽¹⁾	\$	85.8	\$	80.8	6.1 %
Operating margin		1.03 %		0.78 %	25 bps
Non-GAAP operating margin ⁽¹⁾		1.75 %		1.83 %	(8) bps
APJ					
Revenue	\$	1,047.1	\$	963.6	8.7 %
Non-GAAP gross billings ⁽¹⁾	\$	1,458.9	\$	1,195.5	22.0 %
Operating income	\$	25.2	\$	20.3	24.0 %
Non-GAAP operating income ⁽¹⁾	\$	26.9	\$	22.1	22.0 %
Operating margin		2.40 %		2.11 %	29 bps
Non-GAAP operating margin ⁽¹⁾		2.57 %		2.29 %	28 bps

⁽¹⁾ A reconciliation of TD SYNnex's GAAP to non-GAAP financial information is set forth in the supplemental tables at the end of this press release.

TD SYNEX Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Currency in thousands)
(Amounts may not add or compute due to rounding)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Revenue in constant currency				
Consolidated				
Revenue	\$ 14,946,315	\$ 13,947,908	\$ 29,478,022	\$ 27,923,161
Impact of changes in foreign currencies	(114,574)	—	169,122	—
Revenue in constant currency	\$ 14,831,741	\$ 13,947,908	\$ 29,647,144	\$ 27,923,161
Americas				
Revenue	\$ 9,009,195	\$ 8,557,573	\$ 17,398,533	\$ 16,460,669
Impact of changes in foreign currencies	38,184	—	104,423	—
Revenue in constant currency	\$ 9,047,379	\$ 8,557,573	\$ 17,502,956	\$ 16,460,669
Europe				
Revenue	\$ 4,889,997	\$ 4,426,775	\$ 10,027,762	\$ 9,544,027
Impact of changes in foreign currencies	(142,261)	—	56,417	—
Revenue in constant currency	\$ 4,747,736	\$ 4,426,775	\$ 10,084,179	\$ 9,544,027
APJ				
Revenue	\$ 1,047,123	\$ 963,560	\$ 2,051,727	\$ 1,918,465
Impact of changes in foreign currencies	(10,497)	—	8,282	—
Revenue in constant currency	\$ 1,036,626	\$ 963,560	\$ 2,060,009	\$ 1,918,465

TD SYNnex Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Currency in thousands)
(Amounts may not add or compute due to rounding)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Non-GAAP gross billings				
Consolidated				
Revenue	\$ 14,946,315	\$ 13,947,908	\$ 29,478,022	\$ 27,923,161
Costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts	6,701,215	5,356,701	12,887,704	10,648,181
Non-GAAP gross billings	\$ 21,647,530	\$ 19,304,609	\$ 42,365,726	\$ 38,571,342
Impact of changes in foreign currencies	(153,712)	—	227,642	—
Non-GAAP gross billings in constant currency	\$ 21,493,818	\$ 19,304,609	\$ 42,593,368	\$ 38,571,342
Americas				
Revenue	\$ 9,009,195	\$ 8,557,573	\$ 17,398,533	\$ 16,460,669
Costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts	4,336,436	3,689,627	8,392,915	7,292,874
Non-GAAP gross billings	\$ 13,345,631	\$ 12,247,200	\$ 25,791,448	\$ 23,753,543
Impact of changes in foreign currencies	58,669	—	164,813	—
Non-GAAP gross billings in constant currency	\$ 13,404,300	\$ 12,247,200	\$ 25,956,261	\$ 23,753,543
Europe				
Revenue	\$ 4,889,997	\$ 4,426,775	\$ 10,027,762	\$ 9,544,027
Costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts	1,953,011	1,435,171	3,702,424	2,919,298
Non-GAAP gross billings	\$ 6,843,008	\$ 5,861,946	\$ 13,730,186	\$ 12,463,325
Impact of changes in foreign currencies	(201,688)	—	49,943	—
Non-GAAP gross billings in constant currency	\$ 6,641,320	\$ 5,861,946	\$ 13,780,129	\$ 12,463,325
APJ				
Revenue	\$ 1,047,123	\$ 963,560	\$ 2,051,727	\$ 1,918,465
Costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts	411,768	231,903	792,365	436,009
Non-GAAP gross billings	\$ 1,458,891	\$ 1,195,463	\$ 2,844,092	\$ 2,354,474
Impact of changes in foreign currencies	(10,693)	—	12,886	—
Non-GAAP gross billings in constant currency	\$ 1,448,198	\$ 1,195,463	\$ 2,856,978	\$ 2,354,474

TD SYNnex Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Currency in thousands)
(Amounts may not add or compute due to rounding)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Adjusted selling, general and administrative expenses				
Revenue	\$ 14,946,315	\$ 13,947,908	\$ 29,478,022	\$ 27,923,161
Costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts	6,701,215	5,356,701	12,887,704	10,648,181
Non-GAAP gross billings	\$ 21,647,530	\$ 19,304,609	\$ 42,365,726	\$ 38,571,342
Gross profit	\$ 1,046,373	\$ 973,547	\$ 2,044,379	\$ 1,979,313
Selling, general and administrative expenses ⁽¹⁾	\$ 717,570	\$ 671,714	\$ 1,410,055	\$ 1,343,259
Amortization of intangibles	(73,282)	(72,759)	(144,689)	(145,636)
Share-based compensation	(11,950)	(13,430)	(33,811)	(30,920)
Adjusted selling, general and administrative expenses	\$ 632,338	\$ 585,525	\$ 1,231,555	\$ 1,166,703
Selling, general and administrative expenses ⁽¹⁾ as a percentage of revenue	4.80 %	4.82 %	4.78 %	4.81 %
Adjusted selling, general and administrative expenses as a percentage of non-GAAP gross billings	2.92 %	3.03 %	2.91 %	3.02 %
Selling, general and administrative expenses ⁽¹⁾ as a percentage of gross profit	68.6 %	69.0 %	69.0 %	67.9 %
Adjusted selling, general and administrative expenses as a percentage of gross profit	60.4 %	60.1 %	60.2 %	58.9 %

⁽¹⁾ Excludes acquisition, integration and restructuring costs, which are presented separately on the Consolidated Statements of Operations.

TD SYNnex Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Currency in thousands)
(Amounts may not add or compute due to rounding)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Non-GAAP operating income & non-GAAP operating margin - Consolidated				
Revenue	\$ 14,946,315	\$ 13,947,908	\$ 29,478,022	\$ 27,923,161
Operating income	\$ 328,139	\$ 263,948	\$ 632,598	\$ 566,520
Acquisition, integration and restructuring costs	664	37,885	1,726	69,534
Amortization of intangibles	73,282	72,759	144,689	145,636
Share-based compensation	11,950	13,430	33,811	30,920
Non-GAAP operating income	\$ 414,035	\$ 388,022	\$ 812,824	\$ 812,610
Operating margin	2.20 %	1.89 %	2.15 %	2.03 %
Non-GAAP operating margin	2.77 %	2.78 %	2.76 %	2.91 %

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Non-GAAP operating income & non-GAAP operating margin - Americas				
Revenue	\$ 9,009,195	\$ 8,557,573	\$ 17,398,533	\$ 16,460,669
Operating income	\$ 252,646	\$ 209,284	\$ 446,368	\$ 368,966
Acquisition, integration and restructuring costs	58	25,395	382	52,767
Amortization of intangibles	40,488	41,518	80,905	82,971
Share-based compensation	8,133	8,925	21,784	20,723
Non-GAAP operating income	\$ 301,325	\$ 285,122	\$ 549,439	\$ 525,427
Operating margin	2.80 %	2.45 %	2.57 %	2.24 %
Non-GAAP operating margin	3.34 %	3.33 %	3.16 %	3.19 %

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Non-GAAP operating income & non-GAAP operating margin - Europe				
Revenue	\$ 4,889,997	\$ 4,426,775	\$ 10,027,762	\$ 9,544,027
Operating income	\$ 50,312	\$ 34,360	\$ 136,204	\$ 142,685
Acquisition, integration and restructuring costs	499	12,049	1,125	16,001
Amortization of intangibles	31,988	30,621	62,177	61,423
Share-based compensation	2,999	3,811	9,859	8,574
Non-GAAP operating income	\$ 85,798	\$ 80,841	\$ 209,365	\$ 228,683
Operating margin	1.03 %	0.78 %	1.36 %	1.50 %
Non-GAAP operating margin	1.75 %	1.83 %	2.09 %	2.40 %

TD SYNnex Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Currency in thousands)
(Amounts may not add or compute due to rounding)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Non-GAAP operating income & non-GAAP operating margin - APJ				
Revenue	\$ 1,047,123	\$ 963,560	\$ 2,051,727	\$ 1,918,465
Operating income	\$ 25,181	\$ 20,304	\$ 50,026	\$ 54,869
Acquisition, integration and restructuring costs	107	441	219	766
Amortization of intangibles	806	620	1,607	1,242
Share-based compensation	818	694	2,168	1,623
Non-GAAP operating income	\$ 26,912	\$ 22,059	\$ 54,020	\$ 58,500
Operating margin	2.40 %	2.11 %	2.44 %	2.86 %
Non-GAAP operating margin	2.57 %	2.29 %	2.63 %	3.05 %

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
EBITDA & adjusted EBITDA				
Net income	\$ 184,921	\$ 143,605	\$ 352,458	\$ 315,733
Interest expense and finance charges, net	89,982	76,701	177,862	152,592
Provision for income taxes	53,157	40,551	100,503	92,220
Depreciation ⁽¹⁾	30,313	33,528	58,616	61,270
Amortization of intangibles	73,282	72,759	144,689	145,636
EBITDA	\$ 431,655	\$ 367,144	\$ 834,128	\$ 767,451
Other expense, net	79	3,091	1,775	5,975
Acquisition, integration and restructuring costs	664	32,794	1,726	64,048
Share-based compensation	11,950	13,430	33,811	30,920
Adjusted EBITDA	\$ 444,348	\$ 416,459	\$ 871,440	\$ 868,394

⁽¹⁾ Includes depreciation recorded in acquisition, integration, and restructuring costs.

TD SYNnex Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Currency in thousands, except per share amounts)
(Amounts may not add or compute due to rounding)

	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Non-GAAP net income & non-GAAP diluted EPS⁽¹⁾				
Net income	\$ 184,921	\$ 143,605	\$ 352,458	\$ 315,733
Acquisition, integration and restructuring costs	664	37,885	1,726	69,534
Amortization of intangibles	73,282	72,759	144,689	145,636
Share-based compensation	11,950	13,430	33,811	30,920
Income taxes related to the above	(20,300)	(30,818)	(44,796)	(58,739)
Non-GAAP net income	\$ 250,517	\$ 236,861	\$ 487,888	\$ 503,084
Diluted EPS ⁽¹⁾	\$ 2.21	\$ 1.66	\$ 4.19	\$ 3.60
Acquisition, integration and restructuring costs	0.01	0.44	0.02	0.79
Amortization of intangibles	0.87	0.84	1.71	1.66
Share-based compensation	0.14	0.15	0.40	0.35
Income taxes related to the above	(0.24)	(0.36)	(0.53)	(0.67)
Non-GAAP Diluted EPS ⁽¹⁾	\$ 2.99	\$ 2.73	\$ 5.79	\$ 5.73

⁽¹⁾ Diluted EPS is calculated using the two-class method. Unvested restricted stock awards granted to employees are considered participating securities. For purposes of calculating Diluted EPS, net income allocated to participating securities was approximately 0.9% of net income for all periods presented.

TD SYNnex Corporation
Reconciliation of GAAP to Non-GAAP financial measures
(Amounts may not add or compute due to rounding)

(Currency in thousands)	Three Months Ended		Six Months Ended	
	May 31, 2025	May 31, 2024	May 31, 2025	May 31, 2024
Free cash flow				
Net cash provided by (used in) operating activities	\$ 573,182	\$ (114,708)	\$ (174,815)	\$ 270,001
Purchases of property and equipment	(30,243)	(37,822)	(71,768)	(78,910)
Free cash flow	<u>\$ 542,939</u>	<u>\$ (152,530)</u>	<u>\$ (246,583)</u>	<u>\$ 191,091</u>

(Currency in millions, except per share amounts)	Forecast Three Months Ending	
	August 31, 2025	
	Low	High
Non-GAAP net income and non-GAAP Diluted EPS		
Net income	\$ 159	\$ 200
Amortization of intangibles	75	75
Share-based compensation	13	13
Income taxes related to the above	(20)	(20)
Non-GAAP net income	<u>\$ 227</u>	<u>\$ 268</u>
Diluted EPS ⁽¹⁾	\$ 1.93	\$ 2.43
Amortization of intangibles	0.91	0.91
Share-based compensation	0.15	0.15
Income taxes related to the above	(0.24)	(0.24)
Non-GAAP Diluted EPS ⁽¹⁾	<u>\$ 2.75</u>	<u>\$ 3.25</u>

⁽¹⁾ Diluted EPS is calculated using the two-class method. Unvested restricted stock awards granted to employees are considered participating securities. Net income allocable to participating securities is estimated to be approximately 0.9% of the forecast net income for the three months ending August 31, 2025.

(Currency in billions)	Forecast Three Months Ending	
	August 31, 2025	
	Low	High
Non-GAAP gross billings		
Revenue	\$ 14.7	\$ 15.5
Costs incurred and netted against revenue related to sales of third-party supplier service contracts, software as a service arrangements and certain fulfillment contracts	6.3	6.5
Non-GAAP gross billings	<u>\$ 21.0</u>	<u>\$ 22.0</u>

TD SYNnex Corporation
Calculation of Financial Metrics
Return on Invested Capital ("ROIC")
(Currency in thousands)
(Amounts may not add or compute due to rounding)

	May 31, 2025	May 31, 2024
ROIC		
Operating income (trailing fiscal four quarters)	\$ 1,260,289	\$ 1,093,507
Income taxes on operating income ⁽¹⁾	(256,291)	(220,648)
Operating income after taxes	\$ 1,003,998	\$ 872,859
Total invested capital comprising equity and borrowings, less cash (last five quarters average)	\$ 11,427,978	\$ 11,281,778
ROIC	8.8 %	7.7 %
Adjusted ROIC		
Non-GAAP operating income (trailing fiscal four quarters)	\$ 1,627,244	\$ 1,635,994
Income taxes on non-GAAP operating income ⁽¹⁾	(358,374)	(365,917)
Non-GAAP operating income after taxes	\$ 1,268,870	\$ 1,270,077
Total invested capital comprising equity and borrowings, less cash (last five quarters average)	\$ 11,427,978	\$ 11,281,778
Tax effected impact of cumulative non-GAAP adjustments (last five quarters average)	1,602,973	1,272,871
Total non-GAAP invested capital (last five quarters average)	\$ 13,030,951	\$ 12,554,649
Adjusted ROIC	9.7 %	10.1 %

⁽¹⁾ Income taxes on GAAP operating income was calculated using the effective year-to-date tax rates during the respective periods. Income taxes on non-GAAP operating income was calculated by excluding the tax effect of taxable and deductible non-GAAP adjustments using the effective year-to-date tax rate during the respective periods.

TD SYNnex Corporation
Calculation of Financial Metrics
Cash Conversion Cycle
(Currency in thousands)
(Amounts may not add or compute due to rounding)

		Three Months Ended	
		May 31, 2025	May 31, 2024
Days sales outstanding			
Revenue	(a)	\$ 14,946,315	\$ 13,947,908
Accounts receivable, net	(b)	10,127,960	8,852,525
Days sales outstanding	(c) = ((b)/(a))*the number of days during the period	62	59
Days inventory outstanding			
Cost of revenue	(d)	\$ 13,899,942	\$ 12,974,361
Inventories	(e)	8,655,741	7,098,247
Days inventory outstanding	(f) = ((e)/(d))*the number of days during the period	57	50
Days payable outstanding			
Cost of revenue	(g)	\$ 13,899,942	\$ 12,974,361
Accounts payable	(h)	14,542,575	12,134,581
Days payable outstanding	(i) = ((h)/(g))*the number of days during the period	96	86
Cash conversion cycle	(j) = (c)+(f)-(i)	23	23