CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 177673

## SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

DLT Solutions LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

2411 Dulles Corner Park
Suite 800
Herndon, VA 20171
United States

C. Telephone:

800-262-4358

Fax:

D. Name of contact person:

DLT Contracts

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

Oracle Software Renewal Quote 5120411 Dated Sept 20, 2022 Spec 450998

G. Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

450998

Contract (PO) Number

207828

Revision Number

0

Release Number

0

User Department Project Number

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Virginia

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

**Title:** Senior Vice President
**Officer:** Mr. Eddie Franklin
**Role:** Officer

---

**Title:** Secretary & General Counsel
**Officer:** Mrs. Staci Patel
**Role:** Officer

---

**Title:** Senior VP
**Officer:** Mr. Wayne Hanewicz
**Role:** Officer

---

**Title:** Treasurer
**Officer:** Mr. Scott Walker
**Role:** Officer

---

**Title:** VP
**Officer:** Mr. Timothy Hannon
**Role:** Officer

---

B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.2 List all general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Don't include any legal entities in this answer- these will be named later:

**Name:** Mr. Eddie Franklin
**Title:** Senior Vice President

---

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

- Tech Data Corporation - 100.0% - EDS 177761

Owner Details

| Name | Business Address |
|---|---|
| Tech Data Corporation | 5350 Tech Data Dr<br>Clearwater, FL<br>United States |

## SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code ("MCC")) in the Disclosing Party?

No

## SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained or does it anticipate retaining any legal entities in connection with the Matter?

No

3. Has the Disclosing Party retained or does it anticipate retaining any persons in connection with the Matter?

No

## SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity has engaged, in connection

with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapter 2-56 (Inspector General) and Chapter 2-156 (Governmental Ethics).

I certify the above to be true

5. Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

I certify the above to be true

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of 720 ILCS 5/33E-3;
- bid-rotating in violation of 720 ILCS 5/33E-4; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

i. Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to

commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and

ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

I certify the above to be true

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM")

I certify the above to be true

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/ subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in MCC Section 2-32-455(b), the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

## SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other

City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

## APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

No

## APPENDIX C-PROHIBITION ON WAGE & SALARY HISTORY SCREENING

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

Yes

## ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Please see below for DLT exception under 1(g).

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

EDS Waiver Letter

**CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 11/08/2022
DLT Contracts
DLT Sales
DLT Solutions LLC

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

April 1st, 2022

**To:** Ms. Magdalena Toussaint
121 N. LaSalle Street, Room 806
Chicago, Illinois 60602
magdalena.toussaint@cityofchicago.org

**Re:** Waiver for Economic Disclosure Statements for the City of Chicago Pursuant to Section 2-154-050 of the Municipal Code of Chicago ("Code") for DLT Solutions, LLC

Dear Ms. Toussaint:

I am reaching out on behalf of DLT Solutions, LLC ("DLT"), a contractor that does business with the City of Chicago through our existing U.S. Communities OMNIA Contract No.180233. DLT handles countless transactions with the City of Chicago on an annual basis and we anticipate that we will continue to do so going forward. DLT has previously requested an exemption under EDS Exception 1(g) and was subsequently granted said exemption by City of Chicago General Counsel on April 16th, 2021.

Given the foregoing, DLT is hereby formally requesting an extension of the waiver to the requirement that DLT file Economic Disclosure Statements with the City of Chicago regarding its parent organizations. Our request is made pursuant to the Rules Regarding Economic Disclosure Statement and Affidavit ("Rules").[1] More specifically, DLT hereby requests a waiver that all levels of DLT ownership above that of our direct owner, Tech Data Corporation, be exempt from the disclosure requirements as outlined in Section 1(g) of the Rules.

As provided for in the exception, DLT'S highest-level owner, TD Synnex Corporation ("TD Synnex"), is regulated by and required to make periodic filings with the U.S. Securities and Exchange Commission ("SEC"). DLT will continue to complete EDS disclosures on each transaction for DLT and our parent company and the waiver, if granted, would apply to all levels of ownership above our parent. In support of our request, we have attached a copy of TD Synnex's most recent Form 10-K Filing with the SEC, dated January 11th, 2022. Please let me know if I can provide any additional context or information to supplement this request.

Very truly yours,

Elizabeth White
Director of Contracts & Corporate Counsel
DLT Solutions, LLC

[1] *Rules Regarding Economic Disclosure Statement & Affidavit*, Version, 1-01-16, dated December 17th, 2015, last accessed on March 11th, 2022, at https://www.chicago.gov/content/dam/city/depts/dps/EDS/EDS_2016_Rules.pdf.

**Exhibit A: Disclosures**

***Rest of page intentionally left blank***

# 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 November 30, 2021**

**OR**

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

**For the transition period from to**

**Commission File Number: 001-31892**




# TD SYNNEX CORPORATION

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **94-2703333** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(IRS Employer Identification No.)** |
| **44201 Nobel Drive Fremont, California** | **94538** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(510) 656-3333**
**(Registrant's telephone number, including area code)**

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

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| Common Stock, par value $0.001 per share | SNX | The 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.

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

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

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

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

The aggregate market value of Common Stock held by non-affiliates of the registrant (based upon the closing sale price on the New York Stock Exchange as of May 31, 2021, the last business day of the registrant's most recently completed second fiscal quarter) was $5,274,578,084. Shares held by each executive officer, director

and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of January 21, 2022, there were 96,394,143 shares of Common Stock, $0.001 per share par value, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Items 10 (as to directors and Delinquent Section 16(a) Reports (if any)), 11, 12 (as to Beneficial Ownership), 13 and 14 of Part III incorporate by reference information from the registrant's proxy statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the registrant's 2022 Annual Meeting of Stockholders to be held on March 15, 2022.

Table of Contents

## TD SYNNEX CORPORATION
## TABLE OF CONTENTS

### 2021 FORM 10-K


| | | Page |
|---|---|---|
| **PART I** | | 3 |
| Item 1. | Business | 4 |
| Item 1A. | Risk Factors | 10 |
| Item 1B. | Unresolved Staff Comments | 24 |
| Item 2. | Properties | 24 |
| Item 3. | Legal Proceedings | 24 |
| Item 4. | Mine Safety Disclosures | 25 |
| **PART II** | | 27 |
| Item 5. | Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 27 |
| Item 6. | [Reserved] | 29 |
| Item 7. | Management's Discussion and Analysis of Financial Condition and Results of Operations | 30 |
| Item 7A. | Quantitative and Qualitative Disclosures about Market Risk | 46 |
| Item 8. | Financial Statements and Supplementary Data | 47 |
| Item 9. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 89 |
| Item 9A. | Controls and Procedures | 89 |
| Item 9B. | Other Information | 89 |
| Item 9C. | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections | 89 |
| **PART III** | | 90 |
| Item 10. | Directors, Executive Officers and Corporate Governance | 90 |
| Item 11. | Executive Compensation | 90 |
| Item 12. | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 90 |
| Item 13. | Certain Relationships and Related Transactions, and Director Independence | 91 |
| Item 14. | Principal Accountant Fees and Services | 91 |
| **PART IV** | | 92 |
| Item 15. | Exhibits and Financial Statement Schedules | 92 |
| Item 16. | Form 10-K Summary | 96 |




Table of Contents

## PART I

*When used in this Annual Report on Form 10-K (this "Report"), the words "anticipates," "believes," "estimates," "expects," "intends," "allows," "can," "may," "could,'' "designed," "will," and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include statements about market trends, our business model and our services, our business and market strategy, future growth, including expansion of our product and service lines, our infrastructure, our investment in our information technology, or IT, systems, our employee hiring and retention, the ownership interest of MiTAC Holdings Corporation, or MiTAC Holdings, in us and its impact, the ownership interest of Apollo Global Management, Inc., or Apollo, in us and its impact, the impact of the Merger, our integration plans, our revenue, sources of revenue, our*

*gross margins, our operating costs and results, timing of payment, the value of our inventory, our competition, including with Synnex Technology International Corp., our future needs for additional financing, the likely sources for such funding and the impact of such funding, concentration of customers and suppliers, customer and supplier contract terms, customer forecasts and its impact on us, relationships with our suppliers, adequacy of our facilities, ability to obtain comparable leases, ability to manage and communicate with international resources, ability to meet demand, managing inventory and our shipping costs, our legal proceedings, our operations and trends related thereto, our international operations, foreign currency exchange rates and hedging activities, expansion of our operations and related effects, our strategic acquisitions including anticipated cost savings and other benefits, divestitures of businesses and assets, revenue, cost of revenue and gross margin, our goodwill, seasonality of sales, changes in share price, adequacy of our cash resources to meet our capital needs, our debt and financing arrangements, including the impact of any change to our credit rating, interest rate risk and impact thereof, cash held by our international subsidiaries and repatriation, changes in fair value of derivative instruments, our tax liabilities, adequacy of our disclosure controls and procedures, dependency on personnel, pricing pressures, cybersecurity and compliance with related rules and regulations, impact of rules and regulations affecting public companies, the replacement of LIBOR, impact of our pricing policies, impact of economic and industry trends, changes to the markets in which we compete, impact of our accounting policies and recently issued accounting pronouncements, our estimates and assumptions, impact of inventory repurchase obligations and commitments and contingencies, our effective tax rates, impact of any impairment of our goodwill and intangible assets, our share repurchase and dividend program, our securitization programs, term loans and revolving credit lines, our investments in working capital, personnel, our succession planning and various environmental, social and governance initiatives and attention. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, those risks discussed herein and risks related to the risk that the legacy SYNNEX and legacy Tech Data businesses will not be integrated successfully or realize the anticipated benefits of the combined company, the COVID-19 global pandemic, the ability to retain key personnel, the seasonality of 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 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, dependence upon and trends in capital spending budgets in the IT industry, fluctuations in general economic conditions, change in market for our customers' products, employee turnover, 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 floor plan financing arrangements, changes in value of foreign currencies and interest rates and other risk factors contained below under Part I, Item 1A, "Risk Factors." These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*

*In the sections of this Report entitled "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," all references to "TD SYNNEX," "we," "us," "our" or the "Company" mean TD SYNNEX Corporation and its subsidiaries for periods after the acquisition of Tech Data, except where it is made clear that the term means only the parent company or one of its segments while all references to "SYNNEX," "we," "us," "our" or the "Company" mean SYNNEX Corporation and its subsidiaries for periods prior to the acquisition of Tech Data, except where it is made clear that the term means only the parent company or one of its segments.*

*TD SYNNEX, the TD SYNNEX Logo, and all other TD SYNNEX company, product and services names and slogans are trademarks or registered trademarks of TD SYNNEX Corporation. Other names and marks are the property of their respective owners.*

**Item 1.*Business***

We are a Fortune 200 corporation and a leading global provider of a comprehensive range of distribution, systems design and integration solutions for the technology industry.

On December 1, 2020, we completed the previously announced separation of our customer experience services business (the "Separation"), which was accomplished by the distribution of one hundred percent of the outstanding common stock of Concentrix Corporation ("Concentrix"). Our stockholders received one share of Concentrix common stock for every share of our common stock held at the close of business on the record date. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, we do not beneficially own any shares of Concentrix' common stock and beginning December 1, 2020, we no longer consolidate Concentrix within our financial results or reflect the financial results of Concentrix within our continuing results of operations. We distributed a total of approximately 51.6 million shares of Concentrix common stock to our stockholders. In connection with the Separation, we entered into a separation and distribution agreement, as well as various other agreements with Concentrix that provide a framework for the relationships between the parties going forward, including among others an employee matters agreement, a tax matters agreement, and a commercial agreement, pursuant to which Concentrix has continued to provide services to us following the Separation. The historical results of operations and financial positions of Concentrix are reported as discontinued operations in our Consolidated Financial Statements. For further information on discontinued operations, see Note 5 - Discontinued Operations, to the Consolidated Financial Statements in Item 8.

On March 22, 2021, we entered into an agreement and plan of merger (the "Merger Agreement") which provided that legacy SYNNEX Corporation would acquire legacy Tech Data Corporation, a Florida corporation ("Tech Data") through a series of mergers, which would result in Tech Data becoming an indirect subsidiary of TD SYNNEX Corporation (collectively, the "Merger"). On September 1, 2021, pursuant to the terms of the Merger Agreement, we acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for consideration of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation's sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX valued at approximately $5.61 billion.

We previously had two reportable segments as of November 30, 2020: Technology Solutions and Concentrix. After giving effect to the Separation on December 1, 2020, we operated in a single reportable segment. After completion of the Merger, we reviewed our reportable segments as there was a change in our chief executive officer, who is also our chief operating decision maker. Our chief operating decision maker has a leadership structure aligned with the geographic locations of the Americas, Europe and Asia-Pacific and Japan ("APJ") and reviews and allocates resources based on these geographic locations. As a result, as of September 1, 2021 we began operating in three reportable segments based on our geographic locations: the Americas, Europe and APJ. Segment results for all prior periods have been restated for comparability to the Company's current reportable segments. For financial information by segment, refer to Note 13 - Segment Information, to the Consolidated Financial Statements in Item 8.

We distribute PC systems, mobile phones and accessories, printers, peripherals, information technology ("IT") systems including data center server and storage solutions, system components, software, networking, communications and security equipment, consumer electronics and complementary products. We also provide systems design and integration solutions.

We distribute more than 200,000 technology products (as measured by active SKUs) from more than 1,500 original equipment manufacturers ("OEM"), as well as suppliers of next-generation technologies and delivery models such as converged and hyper-converged infrastructure, the cloud, security, big data/analytics/Internet of things ("IoT") and services. Our products are marketed globally to an active reseller base of more than 150,000 resellers, system integrators, and retailers. We purchase peripherals, IT systems, system components, software, networking, communications and security equipment, consumer electronics and complementary products from our suppliers and sell them to our reseller and retail customers. We perform a similar function for our distribution of licensed software products. Our reseller customers include value-added resellers ("VARs"), corporate resellers, government resellers, system integrators, direct marketers, retailers and managed service providers ("MSPs"). We provide our vendors with access to large and highly fragmented markets such as small- and medium-sized businesses ("SMB") and serve as a variable, cost effective route to market for our vendors by providing them with access to resellers and end-users.

We combine our core strengths in distribution with demand generation, supply chain management and design and integration solutions to help our customers achieve greater efficiencies in time to market, cost minimization, real-time linkages in the supply chain and aftermarket product support. We also provide comprehensive IT solutions in key vertical markets such as government and healthcare and we provide specialized service offerings that increase efficiencies in the areas of global computing components, logistics services and supply chain management. Additionally, we provide our customers with systems design and integration solutions for data center servers and networking solutions built specific to our customers' workloads and data center environments.

Our business is characterized by low gross profit as a percentage of revenue, or gross margin, and low income from operations as a percentage of revenue, or operating margin. The market for IT products is generally characterized by declining unit prices and short product life cycles. We set our sales price based on the market supply and demand characteristics for each particular product or bundle of products we distribute and services we provide.



Table of Contents

We are highly dependent on the end-market demand for IT products, and on our partners' strategic initiatives and business models. This end-market demand is influenced by many factors including the introduction of new IT products and software by OEMs, replacement cycles for existing IT products, trends toward cloud computing, overall economic growth and general business activity. A difficult and challenging economic environment may also lead to consolidation or decline in the IT industries and increased price-based competition.

We have been in business since 1980 and have headquarters in both Clearwater, Florida and Fremont, California. We were originally incorporated in the State of California as COMPAC Microelectronics, Inc. in November 1980, and we changed our name to SYNNEX Information Technologies, Inc. in February 1994. We later reincorporated in the State of Delaware under the name of SYNNEX Corporation in October 2003. As a result of the Merger, on October 22, 2021, we filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company's Restated Certificate of Incorporation to change our corporate name from SYNNEX Corporation to TD SYNNEX Corporation, effective November 3, 2021. As of November 30, 2021, we had approximately 22,000 full-time co-workers worldwide.

**Our Products and Suppliers**

We distribute a comprehensive catalog of IT products from more than 1,500 OEM suppliers, enabling us to offer comprehensive solutions to our reseller and retail customers. We group the majority of our offerings into two primary solutions portfolios, Endpoint Solutions and Advanced Solutions which are comprised of the following:

**Endpoint Solutions Portfolio:**

- Our Endpoint Solutions portfolio primarily includes PC systems, mobile phones and accessories, printers, peripherals, supplies, endpoint technology software and consumer electronics.

**Advanced Solutions Portfolio:**

- Our Advanced Solutions portfolio primarily includes data center technologies such as storage, networking, servers, advanced technology software and converged and hyper-converged infrastructure. Our Advanced Solutions portfolio also includes our specialized solution businesses.

Our next-generation technology solutions, along with our services offerings, span our Endpoint and Advanced Solutions portfolios.

Our suppliers include leading peripherals, IT systems, system components, software, security, networking equipment, UCC and consumer electronics manufacturers. Our primary OEM suppliers are Alphabet Inc. (Google), Apple, Inc., ASUSTeK Computer Inc., Cisco Systems, Inc., HP Inc., Hewlett-Packard Enterprise Company, Intel Corporation, Lenovo Group Ltd, Microsoft Corporation, and Samsung Electronics Co., Ltd. Our largest OEM supplier is HP Inc. Revenue from the sale of products and services provided by HP Inc. represented approximately 12%, 15% and 14% of our total revenue for fiscal years 2021, 2020 and 2019, respectively.

We have distribution agreements with most of our suppliers, including HP Inc. These agreements usually provide for nonexclusive distribution rights and pertain to specific geographic territories. The agreements are also generally short-term, subject to periodic renewal, and often contain provisions permitting termination by either our supplier or

us without cause upon relatively short notice. Conversely, our vendor agreements generally do not restrict us from selling similar products manufactured by competitors, nor do they require us to sell a specified quantity of product. As a result, we have the flexibility to terminate or curtail sales of one product line in favor of another due to technological change, pricing considerations, product availability, and customer demand or vendor distribution policies. An OEM supplier that elects to terminate a distribution agreement will generally repurchase its products carried in our inventory.

Our business subjects us to the risk that the value of our inventory will be affected adversely by suppliers' price reductions or by technological changes affecting the usefulness or desirability of the products comprising our inventory. Many of our OEM suppliers offer us limited protection from the loss in value of our inventory due to technological change or a supplier's price reduction. Under many of these agreements, we have a limited period of time to return or exchange products or claim price protection credits. Historically, price protection and stock rotation privileges, as well as our inventory management procedures, have helped reduce the risk of loss of inventory value. We monitor our inventory levels and attempt to time our purchases to maximize our protection under supplier programs.

**Our Customers**

We distribute IT products to more than 150,000 resellers, system integrators and retailers. Resellers are classified primarily by their end-user customers. End-users include large corporations or enterprises, federal, state and local governments, small/medium sized businesses, or SMBs, and individual consumers. In addition, resellers vary greatly in size and geographic reach. Our reseller customers buy from us and other distributors. Our larger reseller customers also buy certain products directly from OEM suppliers. System integrators offer services in addition to product resale, primarily in systems customization, integration, and deployment.



Table of Contents

Retailers serve mostly individual end-users and to a small degree, small office/home office customers. We also provide systems design and integration solutions for data center servers built for our customers' data center environments.

One customer accounted for 17%, 23% and 24% of our total revenue in fiscal years 2021, 2020 and 2019, respectively. We do not believe that the loss of any single customer would have a material adverse effect on us.

**Our Services and Solutions**

We offer a variety of business process services to our customers. These services can be purchased individually or they can be purchased in combination with others in the form of supply chain solutions and aftermarket product support.

We have sophisticated pick, pack and ship operations, which allows us to efficiently receive shipments from our OEM suppliers and quickly fill orders for our reseller and retail customers. We generally stock or otherwise have access to the inventory of our OEM suppliers to satisfy the demands of our reseller and retail customers. In addition, we design and integrate energy efficient and cost-effective data center servers which are built specific to the data center environments and actual workloads of our large-scale data center customers.

The above services are complemented by the following:

*Systems Design and Integration Solutions.* We provide our customers with systems design and full rack integration solutions, build-to-order, and configure-to-order assembly capabilities. In both of these cases, we offer design, integration, test and other production value-added solutions such as thermal testing, power-draw efficiency testing, burn-in, quality and logistics support.

*Logistics Services.* We provide logistics support to our reseller customers such as outsourced fulfillment, virtual distribution and direct ship to end-users. Other logistics support activities we provide include generation of customized shipping documents, multi-level serial number tracking for customized, configured products and online order and shipment tracking. We also offer full turn-key logistics solutions designed to address the needs of large

volume or specialty logistics services. Our full turn-key service offering is modular in nature and is designed to cover all aspects of the logistics life cycle including, transportation management, inventory optimization, complementary product matching, reverse logistics, asset refurbishment and disposal and strategic procurement.

*Cloud Services.* We provide cloud-based solutions and services to our reseller customers to enable sales of and migration to technologies in a hosted environment to small and medium businesses. Our proprietary cloud platform offers a complete package of cloud-based solutions on a user-friendly platform and allows our reseller customers and OEM vendors to own the complete customer lifecycle through direct billing, provisioning, management, and support. Our solutions cover all end-user customer needs, including, pure public cloud solutions in productivity and collaboration, IaaS, or Infrastructure as a Service, PaaS, or Platform as a Service, SaaS, or Software as a Service, Security, Mobility, IoT and other hybrid solutions. Our dedicated cloud team comprising developers, sales engineers and solutions specialists, supports our reseller customers in the sales of these solutions.

*Online Services.* We maintain electronic data interchange ("EDI"), extensible markup language ("XML"), web-based communication links and mobile applications with many of our reseller and retail customers. These links improve the speed and efficiency of our transactions with our customers by enabling them to search for products, check inventory availability and prices, configure systems, place and track orders, receive invoices, review account status and process returns. We also have web-based application software that allows our customers or their end-user customers to order software and take delivery online.

*Financial Services.* We offer our reseller customers various financing options, including net terms, third party leasing, floor plan financing and letters-of-credit backed financing and arrangements where we collect payments directly from the end-user. We also lease products to our reseller customers and their end-users and provide device-as-a-service to end-users. The availability and terms of our financing services are subject to our credit policies or those of third-party financing providers to our customers.

*Marketing Services.* We offer our OEM suppliers a full range of marketing activities targeting resellers, system integrators and retailers including direct mail, external media advertising, reseller product training, targeted telemarketing campaigns, national and regional trade shows, trade groups, database analysis, print on demand services and web-based marketing.

**Sales and Marketing**

We serve our large commercial, government reseller, and retail customers through dedicated sales professionals. We market to smaller resellers and OEMs through dedicated regional sales teams. In addition, we have dedicated product management and business development specialists that focus on the sale and promotion of products and services of selected suppliers or for specific end-market verticals. These specialists are also directly involved in establishing new relationships with leading OEMs to create demand for their products and services and with resellers for their customers' needs. We also have a direct sales approach for our design and integration solutions business. Our sales and marketing professionals are complemented by members of our executive management team who are integral in identifying potential new customer opportunities, promoting sales growth and ensuring customer satisfaction. We have sales and marketing professionals in close geographic proximity to our reseller, retail and OEM customers.



Table of Contents

**Our Operations**

We operate 181 distribution and administrative facilities globally. Our distribution processes are highly automated to reduce errors, ensure timely order fulfillment and enhance the efficiency of our warehouse operations and back office administration. Our distribution facilities are geographically dispersed to be near reseller customers and their end-users. This decentralized, regional strategy enables us to benefit from lower shipping costs and shorter delivery lead times to our customers. Furthermore, we track several performance measurements to continuously improve the efficiency and accuracy of our distribution operations. Our regional locations also enable us to make local deliveries and provide will-call fulfillment to more customers than if our distribution operations were more centralized,

resulting in better service to our customers. Our workforce is comprised of permanent and temporary employees, enabling us to respond to short-term changes in order activity.

Our proprietary IT systems and processes enable us to automate many of our distribution operations. We use radio frequency and bar code scanning technologies in our warehouse operations to maintain real-time inventory records, facilitate frequent cycle counts and improve the accuracy of order fulfillment.

To enhance the accuracy of our distribution order fulfillment and protect our inventory from shrinkage, our distribution systems also incorporate numerous controls. These controls include order weight checks, bar code scanning, and serial number profile verification. We also use digital video imaging to record our small package shipping activities by order. These images and other warehouse and shipping data are available online to our customer service representatives, enabling us to quickly respond to order inquiries by our customers.

We operate our principal systems design and integration solutions facilities in the United States with additional locations in the United Kingdom and China. We generally design and integrate IT systems, data center servers and networking solutions and IT appliances, by incorporating system components purchased directly from vendors or obtained from our distribution inventory. Additionally, we perform other production value-added services, including thermal testing, power-draw efficiency testing, burn-in, quality and logistics support. Some of our design and integration solutions facilities are ISO 9001:2015 and ISO 14001:2015 certified.

***International Operations***

Approximately 37% of our consolidated revenue for fiscal year 2021 was generated by our international operations. As a result of the Merger, we have expanded both our domestic and international operations. Our end market strategy is to continue expanding internationally on a selective basis in order to provide our distribution capabilities to OEMs in locations that meet their regional requirements.

Sales and cost concentrations in foreign jurisdictions subject us to various risks, including the impact of changes in the value of these foreign currencies relative to the United States Dollar, which in turn can impact reported sales.

See Note 13 - Segment Information to the Consolidated Financial Statements included in Item 8 of this Report for additional financial information related to international and domestic operations.

***Seasonality***

Our operating results are affected by the seasonality of the IT products industry. We have historically experienced higher sales in our fourth fiscal quarter due to patterns in capital budgeting, federal government spending and purchasing cycles of our customers and end-users. These historical patterns may not be repeated in subsequent periods and may be impacted by the Merger.

***Purchasing***

Product cost represents our single largest expense and IT product inventory is one of our largest working capital investments. Furthermore, product procurement from our OEM suppliers is a highly complex process that involves incentive programs, rebate programs, price protection, volume and early payment discounts and other arrangements. Consequently, efficient and effective purchasing operations are critical to our success.

Our purchasing group works closely with many areas of our organization, especially our product managers who work closely with our OEM suppliers and our sales force, to understand the volume and mix of IT products that should be purchased. In addition, in certain locations the purchasing group utilizes an internally developed, proprietary information systems application that further aids in forecasting future product demand based on several factors, including historical sales levels, expected product life cycle and current and projected economic conditions. We may also rely on our receipt of good-faith, non-binding, customer forecasts. We maintain EDI connections with our OEM suppliers to send purchase orders, receive purchase order status and receive notification once the product has shipped from our supplier. Our information system also tracks warehouse and channel inventory levels and open purchase orders on a real-time basis enabling us to stock inventory at a regional level closer to the customer as well as to actively manage our working capital resources. This level of automation promotes greater efficiencies of inventory management by replenishing and turning inventory, as well as placing purchase orders on a more frequent

basis. Furthermore, our system tool also allows for automated checks and controls to prevent the generation of inaccurate orders.



Table of Contents

Managing our OEM supplier incentive programs is another critical function of our purchasing and product management teams. We also attempt to maximize the benefits of incentives, rebates and volume and early payment discounts that our OEM suppliers offer us. We carefully evaluate these supplier incentive benefits relative to our product handling and carrying costs so that we do not over-invest in our inventory. We also closely monitor inventory levels on a product-by-product basis and plan purchases to take advantage of OEM supplier provided price protection. By managing inventory levels and monitoring customer purchase patterns at each of our regional distribution facilities, we believe we can minimize our shipping costs by stocking products near our resellers and retailers, and their end-user customers.

***Financial Services***

We offer various financing options to our customers as well as prepayment, credit card and cash on delivery terms. In providing credit terms to our reseller and retail customers, we closely and regularly monitor their creditworthiness through our information systems, their credit ratings information and periodic detailed credit file reviews by our financial services staff. We have also purchased credit insurance in most geographies to further control customer credit risks. Finally, we establish reserves for estimated credit losses in the normal course of business based on the overall quality and aging of our accounts receivable portfolio, the existence of credit insurance and specifically identified customer risks.

We also sell to certain reseller customers pursuant to third party floor plan financing. The expenses charged by these financing companies are subsidized either by our OEM suppliers or paid by us. We generally receive payment from these financing companies within 15 to 30 days from the date of sale, depending on the specific arrangement.

***Information Technology***

Our IT systems manage the entire order cycle, including processing customer orders, customer billing and payment tracking. These IT systems make our operations more efficient and provide visibility into our operations. We believe our IT infrastructure is scalable to support further growth. We continue to enhance and invest in our IT systems to improve product and inventory management, streamline order and fulfillment processes, and increase operational flexibility, including as part of the integration process related to the Merger.

To allow our customers and suppliers to communicate and transact business with us in an efficient and consistent manner, we have implemented a mix of proprietary and off-the-shelf software programs that integrate our IT systems with those of our customers and suppliers. In particular, we maintain EDI, XML, web-based communication links and mobile platform applications with many of our reseller and retail customers to enable them to search for products, check real-time pricing, inventory availability and specifications, place and track orders, receive invoices and process returns.

**Competition**

We operate in a highly competitive global environment. The IT product industry is characterized by intense competition, based primarily on product availability, credit terms and availability, price, speed and accuracy of delivery, effectiveness of sales and marketing programs, ability to tailor specific solutions to customer needs, quality and depth of product lines and training, pre- and post-sale technical support, flexibility and timely response to design changes, technological capabilities and product quality, service and support. We compete with a variety of regional, national and international IT product distributors and manufacturers.

We compete against several distributors in the Americas market, including Arrow Electronics, Inc. (“Arrow”), Ingram Micro, Inc. and ScanSource, Inc. and, to a lesser extent, regional distributors. The competitive environment in Europe is more fragmented with market share spread among several regional and local competitors such as ALSO Holding and Esprinet, as well as international distributors such as Ingram Micro, Inc., Westcon-Comstor and Arrow.

We also face competition from our OEM suppliers that sell directly to resellers, retailers and end-users. The distribution industry has historically undergone, and continues to undergo, consolidation. Over the years, a number of providers within the IT distribution industry exited or merged with other providers. For example, during fiscal year 2017, we acquired the Westcon-Comstor Americas distribution business and Tech Data acquired the Technology Solutions operating group of Avnet Inc. ("Avnet"), and in fiscal year 2021 we acquired Tech Data. We have participated in this consolidation and expect to continue to assess opportunities.

As we enter new business areas, we may encounter increased competition from our current competitors and/or new competitors. Some of our competitors may have greater financial, operating, manufacturing and marketing resources than us. Some of our competitors may have broader geographic breadth and range of services than us. Some may have more developed relationships with their existing customers.

We constantly seek to expand our business into areas primarily related to our core distribution as well as other support, logistics and related value-added services, both organically and through strategic acquisitions.



Table of Contents

**Human Capital Resources**

As of November 30, 2021, we had approximately 22,000 full-time co-workers. Given the variability in our business and the quick response time required by customers, it is critical that we are able to rapidly ramp-up and ramp-down our operational capabilities to maximize efficiency. As a result, we use temporary or contract workers, who totaled approximately 5,000 as of November 30, 2021, on a full-time equivalent basis. Certain of our employees in various countries outside of the United States are subject to laws providing representation rights to employees through workers' councils.

We are committed to fostering a diverse and inclusive workplace that attracts and retains exceptional talent. Through ongoing employee development, comprehensive compensation and benefits, and a focus on health, safety and employee wellbeing, we strive to help our employees in all aspects of their lives so they can do their best work.
*Diversity, Equity and Inclusion*

We are committed to being unconditionally inclusive to capture the ideas and perspectives that fuel innovation and enable our workforce, customers, and communities to succeed in the digital age. We strive to create an inclusive workplace where people can bring their authentic selves to work. Our commitment to diversity and inclusion starts at the top with a highly skilled and diverse board of directors. Women represent 27% of our board of directors and 42% of our co-worker base, and 55% of our board of directors is ethnically diverse and/or gender diverse. We strive to remain a diverse company. Both Robert Huang, founder of our company, and Steve Raymund, founder of Tech Data, wanted to ensure we had the best co-workers regardless of their age, ethnicity, or gender. Their legacy and our primary focus is to work hard, do well, and treat others with respect.
*Pay Equity or Total Rewards*

We believe people should be paid for what they do and how they do it, regardless of their gender, race, or other personal characteristics. To deliver on that commitment, we benchmark and set pay ranges based on market data and consider factors such as an employee's role and experience, the location of their job, and their performance. We also review our compensation practices, both in terms of our overall workforce and individual employees, to ensure our pay is fair and equitable. Our practice of reviewing the compensation of employees to ensure consistent pay practices by conducting a pay equity analysis annually comparing employees in the same role within a country or location will extend to include employees added from the Merger, during the integration phase.

We require a talented workforce and are committed to providing total rewards that are market-competitive and performance-based, driving innovation and operational excellence. Our compensation programs, practices, and policies reflect our commitment to reward short- and long-term performance that aligns with, and drives, stockholder value. Total direct compensation is generally positioned within a competitive range of the market median, with differentiation based on tenure, skills, proficiency, and performance to attract and retain key talent.

*Employee Engagement*

We regularly collect feedback to better understand and improve the co-worker experience and identify opportunities to continually strengthen our culture. We want to know what is working well, what we can do better and how well our co-workers understand and are practicing our cultural values.

*Training and Development*

Human capital development underpins our efforts to execute our strategy and continue to distribute, design, integrate and market innovative products and services. We continually invest in our employees' career growth and provide employees with a wide range of development opportunities, including face-to-face, virtual, social and self-directed learning, mentoring, coaching, and external development.



Table of Contents

*Health, Safety and Wellness*

The physical health, financial wellbeing, life balance and mental health of our employees is vital to our success. Our environmental, health, and safety leadership team uses our global injury and illness reporting system to assess trends regionally and worldwide as a part of quarterly reviews. Our warehouse and integration facilities continue to represent our most significant health and safety risks. Managing and reducing risks at these facilities remains a focus, and injury rates continue to be low. We also sponsor a wellness program designed to enhance physical, financial, and mental wellbeing for all our employees. Throughout the year, we encourage healthy behaviors through regular communications, educational sessions, voluntary progress tracking, wellness challenges, and other incentives. Since the onset of the COVID-19 pandemic, we have taken an integrated approach to helping our co-workers manage their work and personal responsibilities, with a strong focus on employee wellbeing, health and safety. We have successfully transitioned most of our workforce to a remote working environment and implemented a number of safety and social distancing measures within our premises to protect the health and safety of co-workers who are required to be on-premise to support our business.

**Environmental**

We remain focused on protecting our planet and reducing our global carbon footprint. In support of this, TD SYNNEX has committed to the Science Based Targets Initiative (SBTi) Business Ambition Pledge. We are committed to embedding a culture of sustainability across our organization and increasing our sustainability initiatives and supporting our customers and vendors. We engage in and continue to explore a range of sustainability projects such as renewable energy, use of light emitting diode (LED) technologies, waste minimization projects and ISO 14001 at several of our facilities. We also offer trade-in, recycling and refurbishment services on a range of IT equipment to end-users through agreements with our resellers and retail partners.

**Available Information**

Our website is http://www.tdsynnex.com. We make available free of charge, on or through our website, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, if any, or other filings filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after electronically filing or furnishing these reports with the Securities and Exchange Commission, or SEC. Information contained on our website is not a part of this Report. We have adopted a code of ethics applicable to our employees including our principal executive, financial and accounting officers, and it is available free of charge, on our website's investor relations page.

The SEC maintains an Internet site at http://www.sec.gov that contains our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, if any, or other filings filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, and our proxy and information statements.

**Item 1A. *Risk Factors***

The following discussion is divided into several sections. The first section, which begins immediately following this paragraph, discusses some of the risks that may affect our business, results of operations and financial condition. The second section, captioned "Risks Related to Our Indebtedness" discusses our debt-related risks. The third

section, captioned “Risks Related to Our Relationships with Apollo Global Management Inc. and MiTAC Holdings Corporation,” discusses risks relating to Apollo Global Management’s influence over us and our relationship with MiTAC Holdings Corporation. The fourth section, captioned “Risks Related to our Industry,” discusses risks impacting businesses operating in our industry. The fifth section, captioned “Risks Related to the Acquisition of Tech Data” relates to risks associated with the Merger. The sixth section, captioned “Risks Related to the Macro-Economic and Regulatory Environment,” relates to risks which broadly affect companies operating in regions in which we operate. You should carefully review all of these sections, as well as our consolidated financial statements and notes thereto and the other information appearing in this report, for important information regarding risks that affect us. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Report because these factors could cause the actual results and conditions to differ materially from those projected in the forward-looking statements. Before you invest in our Company, you should know that making such an investment involves some risks, including the risks described below. The risks that have been highlighted here are not the only ones that we face. If any of the risks actually occur, our business, financial condition and results of operations could be negatively affected. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

## Risks Related to Our Business and Operations

**We anticipate that our revenue and operating results will fluctuate, which could adversely affect the enterprise value of our Company and our securities.**

Our operating results have fluctuated and will fluctuate in the future as a result of many factors, including:

- the impact of the business acquisitions and dispositions we make;



Table of Contents

- general economic conditions and level of IT spending;
- the loss or consolidation of one or more of our significant OEM suppliers or customers;
- market acceptance, quality, pricing, availability and useful life of our products and services, as well as the mix of our products and services sold;
- competitive conditions in our industry;
- trends towards cloud based infrastructure and “as-a-Service” type product offerings;
- pricing, margin and other terms with our OEM suppliers;
- decline in inventory value as a result of product obsolescence and market acceptance;
- variations in our levels of excess inventory, vendor reserves and doubtful accounts;
- fluctuations in rates in the currencies in which we transact;
- changes in the terms of OEM supplier-inventory protections, such as price protection and return rights; and
- the expansion of our design and integration solutions sales and operations, globally.

Although we attempt to control our expense levels, these levels are based, in part, on anticipated revenue. Therefore, we may not be able to control spending in a timely manner to compensate for any unexpected revenue shortfall.

Our operating results are affected by the seasonality of the IT products and services industry. We have historically experienced higher sales in our fourth fiscal quarter due to patterns in the capital budgeting, federal government spending and purchasing cycles of end-users. These historical patterns may not be repeated in subsequent periods and may be impacted by the Merger. You should not rely on period-to-period comparisons of our operating results

as an indication of future performance. In future years, our operating results may be below our expectations or those of our public market analysts or investors, which would likely cause our share price to decline.

**We are subject to uncertainties and variability in demand by our customers, which could decrease revenue and adversely affect our operating results, and we have customer contracts with provisions that could cause fluctuations in our revenue.**

We sell to our customers on a purchase order basis, rather than pursuant to long-term contracts or contracts with minimum purchase requirements. Consequently, our sales are subject to demand variability by our customers. The level and timing of orders placed by our customers vary for a variety of reasons, including seasonal buying by end-users, the introduction of new hardware and software technologies and general economic conditions. Customers submitting a purchase order may cancel, reduce or delay their orders. If we are unable to anticipate and respond to the demands of our reseller, retail and design and integration solutions customers, we may lose customers because we have an inadequate supply of products, or we may have excess inventory, either of which could harm our business, financial position and operating results.

With regard to our design and integration solutions customers, unique parts are purchased based both on customer purchase orders and forecasted demand. We have limited protection against excess inventory should anticipated demand not materialize.

**We depend on a limited number of OEMs to supply the IT products and services that we sell and the loss of, or a material change in, our business relationship with a major OEM supplier could adversely affect our business, financial position and operating results.**

Our future success is highly dependent on our relationships with a small number of OEM suppliers. For example, sales of HP Inc. products and services comprised approximately 12%, 15% and 14% of our total revenue for fiscal years 2021, 2020 and 2019, respectively. Our OEM supplier agreements typically are short-term and may be terminated without cause upon short notice. OEM supplier agreements are often established at a regional or country level and these relationships may change in some countries or regions and not others. The loss or deterioration of our relationship with HP Inc. or any other major OEM supplier, the authorization by OEM suppliers of additional distributors, the sale of products by OEM suppliers directly to our reseller and retail customers and end-users, or our failure to establish relationships with new OEM suppliers or to expand the distribution and supply chain services that we provide OEM suppliers could adversely affect our business, financial position and operating results. In addition, OEM suppliers may face liquidity or solvency issues that in turn could negatively affect our business and operating results.

Our business is also highly dependent on the terms provided by our OEM suppliers. Generally, each OEM supplier has the ability to change the terms and conditions of its distribution agreements, such as reducing the amount of price protection and return rights or reducing the level of purchase discounts, incentive rebates, scope of the geographic area in which we can sell and marketing programs available to us.



Table of Contents

From time to time we may conduct business with a supplier without a formal agreement because the agreement has expired or was otherwise terminated. In such case, we are subject to additional risk with respect to products, warranties and returns, and other terms and conditions. If we are unable to pass the impact of these changes through to our reseller and retail customers, our business, financial position and operating results could be adversely affected.

**Our gross margins are low, which magnifies the impact of variations in gross margin, operating costs and our operating results.**

As a result of significant price competition in the IT products and services industry, our gross margins are low, and we expect them to continue to be low in the future. Increased competition arising from industry consolidation and low demand for certain IT products and services may hinder our ability to maintain or improve our gross margins. These low gross margins magnify the impact of variations in revenue and operating costs on our operating results. A

portion of our operating expense is relatively fixed, and planned expenditures are based in part on anticipated orders that are forecasted with limited visibility of future demand. As a result, we may not be able to reduce our operating expense to sufficiently mitigate any further reductions in gross profit or margin in the future. If we cannot proportionately decrease our cost structure in response to competitive price pressures, our business and operating results could suffer.

We also receive purchase discounts and rebates from OEM suppliers based on various factors, including sales or purchase volume and breadth of customers. A decrease in net sales could negatively affect the level of volume rebates received from our OEM suppliers and thus, our gross margin. Because some rebates from OEM suppliers are based on percentage increases in sales of products, it may become more difficult for us to achieve the percentage growth in sales required for larger discounts due to the current size of our revenue base. A decrease or elimination of purchase discounts and rebates from our OEM suppliers would adversely affect our business and operating results.

**We are subject to the risk that our inventory value may decline, and protective terms under our OEM supplier agreements may not adequately cover the decline in value, which in turn may harm our business, financial position and operating results.**

The IT products industry is subject to rapid technological change, new and enhanced product specification requirements, and evolving industry standards. These changes may cause inventory on hand to decline substantially in value or to rapidly become obsolete. Most of our OEM suppliers offer limited protection from the loss in value of inventory. For example, we can receive a credit from many OEM suppliers for products held in inventory in the event of a supplier price reduction. In addition, we have a limited right to return a certain percentage of purchases to most OEM suppliers. These policies are often subject to time restrictions and do not protect us in all cases from declines in inventory value. In addition, our OEM suppliers may become unable or unwilling to fulfill their protection obligations to us. The decrease or elimination of price protection, or the inability of our OEM suppliers to fulfill their protection obligations, could lower our gross margins and cause us to record inventory write-downs. If we are unable to manage our inventory with our OEM suppliers with a high degree of precision, we may have insufficient product supplies or we may have excess inventory, resulting in inventory write-downs, either of which could harm our business, financial position and operating results.

**We depend on OEM suppliers to maintain an adequate supply of products to fulfill customer orders on a timely basis, and any supply shortages or delays could cause us to be unable to timely fulfill orders, which in turn could harm our business, financial position and operating results.**

Our ability to obtain particular products in the required quantities and to fulfill reseller and retail customer orders on a timely basis is critical to our success. In most cases, we have no guaranteed price or delivery agreements with our OEM suppliers. We have experienced a supply shortage of certain products as a result of strong demand or problems experienced by our OEM suppliers, including during fiscal year 2020 and 2021 due to global supply chain constraints resulting from the impacts of the COVID-19 pandemic. If shortages or delays persist, the price of those products may increase, or the products may not be available at all. Such delays could also impact our ability to procure critical components required to complete customer orders. In addition, our OEM suppliers may decide to distribute, or to substantially increase their existing distribution business, through other distributors, their own dealer networks, or directly to resellers, retailers or end-users. Accordingly, if we are not able to secure and maintain an adequate supply of products to fulfill our customer orders on a timely basis, our business, financial position and operating results could be adversely affected.

**We experience customer concentration and intense competition which could adversely impact our revenue.**

Our business experiences customer concentration from time to time. One customer accounted for 17%, 23% and 24% of our total revenue in fiscal years 2021, 2020 and 2019. While we do not believe that the loss of any single customer would have a material adverse effect on us, such loss could result in an adverse impact on certain of our businesses. For example, our systems design and integration solutions product line has significant customer concentration, requires investments in working capital and infrastructure, and has customer contracts that often offer limited or no volume guarantees or protection for end-of-life investments. The loss of a customer or reduction in order volumes could adversely impact our revenue, provision for inventory losses, the absorption of fixed overhead costs and our future expansion plans. The systems design and integration solutions business operates in a competitive environment. Volumes can fluctuate based on customer demand, delivery quality and the competitive

landscape. Our ability to deliver customized solutions on a timely basis is critical to our success. Any delay could impact our competitive position and result in loss of customer orders, which could impact our financial position and operating results.



Table of Contents

**We have pursued and intend to continue to pursue strategic acquisitions or investments in new markets and may encounter risks associated with these activities, which could harm our business and operating results.**

We have in the past pursued, and in the future expect to pursue, acquisitions of, or investments in, businesses and assets in new markets, either within or outside the IT products and services industry, that complement or expand our existing business. For example, in September 2021, we completed the acquisition of Tech Data. Our acquisition strategy involves a number of risks, including:

- difficulty in successfully integrating acquired operations, IT systems, customers, OEM supplier relationships, products, services and businesses with our operations;
- risk that the acquired businesses will fail to maintain the quality of services that we have historically provided;
- loss of key employees of acquired operations or inability to hire key employees necessary for our expansion;
- diversion of our capital and management attention away from other business issues;
- increase in our expenses and working capital requirements;
- in the case of acquisitions that we may make outside of the United States, difficulty in operating in foreign countries and over significant geographical distances;
- other financial risks, such as potential liabilities of the businesses we acquire; and
- our due diligence process may fail to identify significant issues with the acquired company's product and service quality, financial disclosures, accounting practices or internal control deficiencies.

We may incur additional costs and certain redundant expenses in connection with our acquisitions and investments, which may have an adverse impact on our operating margins. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, large write-offs, a decrease in future profitability, or future losses. The incurrence of debt in connection with any future acquisitions could restrict our ability to obtain working capital or other financing necessary to operate our business. Our recent and future acquisitions or investments may not be successful, and if we fail to realize the anticipated benefits of these acquisitions or investments, our business and operating results could be harmed.

**Our goodwill and identifiable intangible assets could become impaired, which could have a material non-cash adverse effect on our results of operations.**

We recorded substantial goodwill and both definite and indefinite-lived intangible assets as a result of our previous acquisitions, including the Merger. We review our goodwill and intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. We assess whether there has been an impairment in the value of goodwill and indefinite-lived intangible assets at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or intangible assets may not be recoverable include declines in stock price, market capitalization or cash flows and slower growth rates in our industry. We could be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or intangible assets is determined, negatively impacting our results of operations.

**Because of the capital-intensive nature of our business, we need continued access to capital, which if not available to us or if not available on favorable terms, could harm our ability to operate or expand our business.**

Our business requires significant levels of capital to finance accounts receivable and product inventory that is not financed by trade creditors. If cash from available sources is insufficient, proceeds from our accounts receivable securitization and revolving credit programs are limited or cash is used for unanticipated needs, we may require additional capital sooner than anticipated.

In the event we are required, or elect, to raise additional funds, we may be unable to do so on favorable terms, or at all, and may incur expenses in raising the additional funds. Our current and future indebtedness could adversely affect our operating results and severely limit our ability to plan for, or react to, changes in our business or industry. We could also be limited by financial and other restrictive covenants in our securitization or credit arrangements, including limitations on our borrowing of additional funds and issuing dividends. Furthermore, the cost of securitization or debt financing could significantly increase in the future, making it cost prohibitive to securitize our accounts receivable or borrow, which could force us to issue new equity securities. If we issue new equity securities, existing stockholders may experience dilution, or the new equity securities may have rights, preferences or privileges senior to those of existing holders of common stock. If we cannot raise funds on acceptable terms, we may not be able to take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. Any inability to raise additional capital when required could have an adverse effect on our business and operating results.



Table of Contents

**We have significant credit exposure to our customers, and negative trends in their businesses could cause us significant credit loss and negatively impact our cash flow and liquidity position.**

We extend credit to our customers for a significant portion of our sales to them and they have a period of time, generally 30 days after the date of invoice, to make payment. However, in certain cases, for some of our larger customers, we offer longer terms of payment. As a result, we are subject to the risk that our customers will not pay on time or at all. Our credit exposure risk may increase due to financial difficulties or liquidity or solvency issues experienced by our customers, resulting in their inability to repay us. The liquidity or solvency issues may increase as a result of an economic downturn or a decrease in IT spending by end-users. If we are unable to collect payments in a timely manner from our customers due to changes in financial or economic conditions, or for other reasons, and we are unable to collect under our credit insurance policies, we may write-off the amount due from the customers. These write-offs may result in credit insurance being more expensive and on terms that are less favorable to us and may negatively impact our ability to utilize accounts receivable-based financing. In addition, the failure of customers to pay within a specified time period after the date of an invoice could result in defaults under our accounts receivable securitization program. These circumstances could negatively impact our cash flow and liquidity position, or result in the cross-default to our other indebtedness and acceleration of the repayment of our indebtedness. Further, we are exposed to higher collection risk as we continue to expand internationally, where the payment cycles are generally longer and the credit rating process may not be as robust as in the United States, and where our access to accounts receivable financing is more limited.

**We are dependent on a variety of IT and telecommunications systems and the Internet, and any failure of these systems could adversely impact our business and operating results.**

We depend on IT and telecommunications systems and the Internet for our operations. These systems support a variety of functions including inventory management, order processing, shipping, shipment tracking, and billing.

Failures or significant downtime of our IT or telecommunications systems has, in the past, and could, in the future, prevent us from taking customer orders, printing product pick-lists, shipping products, billing customers and handling call volume. Sales also may be affected if our reseller and retail customers are unable to access our pricing and product availability information. We also rely on the Internet, and in particular EDI and XML, for a large portion of our orders and information exchanges with our OEM suppliers and reseller and retail customers. The

Internet and individual websites have experienced a number of disruptions, slowdowns and security breakdowns, some of which were caused by organized attacks. If we were to experience a future security breakdown, disruption or breach that compromised sensitive information, it could harm our relationship with our OEM suppliers and reseller and retail customers. Disruption of our website or the Internet in general could impair our order processing or more generally prevent our OEM suppliers and reseller and retail customers from accessing information. A significant increase in our IT costs or a temporary or permanent loss of our IT systems could harm our relationships with our customers. The occurrence of any of these events could have an adverse effect on our operations and financial results.

**Because of the experience of our key personnel in the IT industry and their technological and industry expertise, if we were to lose any of our key personnel, it could inhibit our ability to operate and grow our business successfully.**

We are dependent in large part on our ability to retain the services of our key senior executives and other technological and industry experts and personnel. Except for certain of our key executives, we generally do not have employment agreements with our employees. We also do not carry "key person" insurance coverage for any of our key executives. We compete for qualified senior management and technical personnel. The loss of, or inability to hire, key executives or qualified employees could inhibit our ability to operate and grow our business successfully.

**We may experience theft of product from our warehouses, water damage to our properties and other casualty events which could harm our operating results.**

From time to time, we have experienced incidents of theft at various facilities, water damages to our properties and other casualty events. These types of incidents may make it more difficult or expensive for us to obtain insurance coverage in the future. Also, the same or similar incidents may occur in the future for which we may not have sufficient insurance coverage or policy limits to be fully compensated for the loss, which may have an adverse effect on our business and financial results.

**We may become involved in intellectual property or other disputes that could cause us to incur substantial costs, divert the efforts of our management, and require us to pay substantial damages or require us to obtain a license, which may not be available on commercially reasonable terms, if at all.**

From time to time, we receive notifications alleging infringements of intellectual property rights allegedly held by others relating to our business or the products we sell or integrate for our OEM suppliers and others. Litigation with respect to patents or other intellectual property matters could result in substantial costs and diversion of management and other resources and could have an adverse effect on our business. Although we generally have various levels of indemnification protection from our OEM suppliers and design and integration solutions customers, in many cases any indemnification to which we may be entitled is subject to maximum limits or other restrictions.



Table of Contents

In addition, we have developed proprietary IT systems, mobile applications, and cloud-based technology and acquired technologies that play an important role in our business. If any infringement claim is successful against us and if indemnification is not available or sufficient, we may be required to pay substantial damages or we may need to seek and obtain a license of the other party's intellectual property rights. We may be unable to obtain such a license on commercially reasonable terms, if at all.

We are from time to time involved in other litigation in the ordinary course of business which have and may include claims with respect to antitrust, mergers and acquisitions and other matters. For example, four lawsuits were brought against the Company and its Board in connection with the Merger, each of which was later voluntarily dismissed. In the ordinary course of business, we also receive inquiries from and have discussions with government entities regarding the compliance of our contracting and sales practices with laws and regulations. We may not be successful in defending these or other claims. Regardless of the outcome, litigation could result in substantial expense and could divert the efforts of our management. Allegations made in the course of regulatory or legal proceedings may also harm our reputation, regardless of whether there is merit to such claims. Furthermore, because litigation and the

outcome of regulatory proceedings are inherently unpredictable, our business, financial condition or operating results could be materially affected by an unfavorable resolution of one or more of these proceedings, claims, demands or investigations. We do not expect that the ultimate resolution of these matters will have a material adverse effect on our consolidated financial position. However, the resolution of certain of these matters could be material to our operating results for any particular period. For further information regarding our current litigation matters, refer to Note 18 - Commitments and Contingencies, to the Consolidated Financial Statements in Item 8.

**We have significant operations globally and any disruption in the operations of our facilities could harm our business and operating results.**

Our worldwide operations could be subject to natural disasters, adverse weather conditions, global pandemics and other business disruptions, which could seriously harm our revenue and financial condition and increase our costs and expenses. We have significant operations in our facilities located in the Americas, Europe and APJ. Certain of our facilities, including one of our corporate headquarters locations in Clearwater, Florida, are located in geographic areas that heighten our exposure to hurricanes, tropical storms and other severe weather events. Any prolonged disruption in the operations of our facilities, whether due to technical difficulties, power failures, break-ins, destruction, damage to, or prolonged closure of, the facilities as a result of a natural disaster, fire, pandemic or any other reason, could harm our operating results. If there are related disruptions in local or international supply chains, we may experience supply shortages or delays in receiving products from our OEM suppliers or experience other delays in shipping to our customers. If we are unable to fulfill customer requirements in a timely manner, this could harm our operating results. We currently have a disaster recovery plan and carry property damage and business interruption insurance; however, they may not be sufficient to compensate for losses that may occur.

**A portion of our revenue is financed by floor plan financing companies and any termination or reduction in these financing arrangements could increase our financing costs and harm our business and operating results.**

A portion of our product distribution revenue is financed by floor plan financing companies. Floor plan financing companies are engaged by our customers to finance, or floor, the purchase of products from us. In exchange for a fee, we transfer the risk of loss on the sale of our products to the floor plan companies. We currently receive payment from these financing companies within approximately 15 to 30 days from the date of the sale, which allows our business to operate at much lower relative working capital levels than if such programs were not available. If these floor plan arrangements are terminated or substantially reduced, the need for more working capital and the increased financing cost could harm our business and operating results.

## Risks Related to our Indebtedness

**The terms of our debt arrangements impose restrictions on our ability to operate which in turn could negatively affect our ability to respond to business and market conditions and therefore could have an adverse effect on our business and operating results.**

As of November 30, 2021, we had $4.1 billion in outstanding short and long-term borrowings under term loans, our Senior Notes (as defined below), lines of credit, accounts receivable securitization programs and capital leases, excluding trade payables. The terms of one or more of the agreements under which this indebtedness was incurred may limit or restrict, among other things, our ability to:

- incur additional indebtedness;
- enter into certain transactions with affiliates; and
- merge, consolidate or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets.

We are also required to maintain specified financial ratios and satisfy certain financial condition tests under certain of our debt facilities. Our inability to meet these ratios and tests could result in the acceleration of the repayment of the related debt, termination of the applicable facility, an increase in our effective cost of funds or the cross-default of other debt facilities and securitization

arrangements. As a result, our ability to operate may be restricted and our ability to respond to business and market conditions may be limited, which could have an adverse effect on our business and operating results.

**We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations, which could adversely affect our business.**

Our ability to make scheduled debt payments or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot be certain that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We cannot be certain that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Some of our indebtedness restricts our ability to dispose of certain assets. As such, we may not be able to consummate those dispositions or use any resulting proceeds and, in addition, such proceeds may not be adequate to meet any debt service obligations then due.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our lenders could declare all outstanding principal and interest to be due and payable;
- the lenders under our credit agreements could terminate their commitments to loan us money and, in the case of any secured credit arrangements, foreclose against the assets securing their borrowings;
- we could be forced to raise additional capital through the issuance of additional, potentially dilutive securities; and
- we could be forced into bankruptcy or liquidation, which is likely to result in delays in the payment of our indebtedness and in the exercise of enforcement remedies related to our indebtedness.

**Despite our current level of indebtedness, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks to our financial condition.**

We and our subsidiaries may be able to incur significant additional indebtedness in the future. For example, as of November 30, 2021, we had access to $3.5 billion in unused commitments under the TD SYNNEX revolving credit facility (as defined below). If new debt is added to our current debt levels, the related risks that we now face could intensify. Although the TD SYNNEX credit facilities (as defined below) contain restrictions on the incurrence of additional indebtedness by our subsidiaries, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial.

**Changes in our credit rating may increase our interest expense or other costs of capital.**

Certain of our financing instruments involve variable rate debt, thus exposing us to the risk of fluctuations in interest rates. In addition, the interest rate payable on our Senior Notes (as defined below), our revolving and term loan credit agreement and certain other debt instruments is subject to adjustment from time to time if our credit rating is downgraded.

**The expected replacement of the LIBOR benchmark interest rate and other interbank offered rates with new benchmark rate indices may have an impact on our financing costs.**

As of November 30, 2021, we had approximately $1.5 billion of debt outstanding under facilities with interest rates based on LIBOR. Some of our credit facilities include fallback language that seeks to facilitate an agreement with our lenders on a replacement rate for LIBOR in the event of its discontinuance or that automatically replaces LIBOR with benchmark rates based on the Secured Overnight Financing Rate or other benchmark replacement rates upon

certain triggering events. We cannot predict what the impact of any such replacement rate would be to our interest expense, however, the discontinuation, reform, or replacement of LIBOR or any other benchmark rates may result in fluctuating interest rates that may have a negative impact on our interest expense and our profitability. Potential changes to the underlying floating-rate indices and reference rates may have an adverse impact on our liabilities indexed to LIBOR and could have a negative impact on our profitability and cash flows. Furthermore, we cannot predict or quantify the time, effort and cost required to transition to the use of new benchmark rates, including with respect to negotiating and implementing any necessary changes to existing contractual agreements, and implementing changes to our systems and processes. We continue to evaluate the operational and other effects of such changes, including possible impacts on our accounting for interest rate hedging agreements.



Table of Contents

**Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.**

Interest rates may increase in the future. As a result, interest rates on the obligations under certain of our credit facilities, our and our subsidiaries' respective accounts receivable securitization programs and debt facilities, or other variable rate debt incurrences or offerings could be higher or lower than current levels. As of November 30, 2021, we had approximately $1.5 billion of outstanding term loan debt subject to variable interest rates and our subsidiaries had approximately $178.5 million in the aggregate outstanding under debt facilities subject to variable interest rates. If interest rates increase, debt service obligations and our interest expense will increase even though the amount borrowed remains the same. Our net income and cash flows, including cash available for servicing indebtedness, will correspondingly decrease.

Certain of our borrowings and securitization arrangements are variable-rate obligations and expose us to interest rate risks. If interest rates increase, debt service obligations and our interest expense will increase even though the amount borrowed remains the same. Our net income and cash flows, including cash available for servicing indebtedness, will correspondingly decrease.

An increase in interest rates may increase our future borrowing costs and restrict our access to capital. Additionally, current market conditions, the recovering global economy, and overall credit conditions could limit our availability of capital, which could cause increases in interest margin spreads over underlying indices, effectively increasing the cost of our borrowing. While some of our debt arrangements have contractually negotiated spreads, any changes to these spreads in connection with renegotiations of our credit facilities could adversely affect our results of operations.

We have entered into interest rate swaps with financial institutions to effectively convert a portion of our floating rate debt to a fixed interest rate to manage our exposure to fluctuations in interest rates. While we have entered into interest rate hedging agreements with respect to our borrowings under certain of our credit facilities, such agreements are not expected to fully mitigate against interest rate risk. In the event of the nonperformance by the counterparties, we are exposed to credit losses.

**Risks Related to Our Relationships with Apollo Global Management, Inc. and MiTAC Holdings Corporation**

**The concentration of ownership of our common stock among our executive officers, directors and principal stockholders could allow them to influence all matters requiring stockholder approval and could delay or prevent a change in control of TD SYNNEX.**

As of November 30, 2021, our executive officers, directors and principal stockholders owned approximately 56% of our outstanding common stock. In particular, Apollo Global Management, Inc. ("Apollo") and its affiliates owned approximately 45.0% of our common stock.

Apollo is the private equity company that owned Tech Data prior to the Merger. As part of the Merger, 44 million shares of TD SYNNEX common stock were issued to Apollo. Additionally, the Company entered into an Investor Rights Agreement at the closing of the Merger, which provides that the board of directors be comprised of eleven directors, and that affiliates of Apollo have the right to nominate (i) up to four directors, if Apollo and its affiliates own 30% or more of the outstanding shares of TD SYNNEX common stock; (ii) up to three directors if Apollo and

its affiliates own between 20% and 30% of the outstanding shares of TD SYNNEX common stock; (iii) up to two directors, if Apollo and its affiliates own between 10% and 20% of the outstanding shares of TD SYNNEX common stock; or (iv) up to one director, if Apollo and its affiliates own between 5% and 10% of the outstanding shares of TD SYNNEX common stock. As a result, Apollo is in a position to influence (subject to organizational documents and Delaware law) the composition of the Company's board of directors and the outcome of corporate actions requiring stockholder approval, such as mergers, business combinations and dispositions of assets, among other corporate transactions. This concentration of investment and voting power could discourage others from initiating a potential merger, takeover or other change of control transaction that may otherwise be beneficial to TD SYNNEX and its stockholders, which could adversely affect the market price of TD SYNNEX common stock.

**There could be potential conflicts of interest between us and MiTAC Holdings Corporation and its affiliates, which could affect our business and operating results.**

As of November 30, 2021, MiTAC Holdings Corporation ("MiTAC Holdings") and its affiliates owned approximately 9.5% of our common stock. MiTAC Holdings' and its affiliates' continuing beneficial ownership of our common stock could create conflicts of interest with respect to a variety of business matters. For example, we currently purchase inventories from MiTAC Holdings. Similar risks could exist as a result of Matthew Miau's positions as our Chairman Emeritus, a member of our Board of Directors, the Chairman of MiTAC Holdings and as a director or officer of MiTAC Holdings' affiliates. For fiscal year 2021, Mr. Miau received the same compensation as our independent directors. Mr. Miau's compensation as one of our directors is based upon the approval of the Nominating and Corporate Governance Committee, which is solely composed of independent members of the Board of Directors. We



Table of Contents

also have adopted a policy requiring material transactions in which any of our directors has a potential conflict of interest to be approved by our Audit Committee, which is also composed of independent members of the Board of Directors.

Synnex Technology International Corp., or Synnex Technology International, a publicly-traded company based in Taiwan and affiliated with MiTAC Holdings, currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also a competitor of ours. As of November 30, 2021, MiTAC Incorporated, a privately-held company based in Taiwan and a separate entity from MiTAC Holdings, directly and indirectly owned approximately 15.7% of Synnex Technology International and approximately 9.0% of MiTAC Holdings. As of November 30, 2021, MiTAC Holdings directly and indirectly owned 1.0% of Synnex Technology International. In addition, MiTAC Holdings directly and indirectly owned approximately 14.1% of MiTAC Incorporated and Synnex Technology International directly and indirectly owned approximately 18.4% of MiTAC Incorporated as of November 30, 2021. Synnex Technology International indirectly through its ownership of Peer Developments Limited owned approximately 4.0% of our outstanding common stock as of November 30, 2021. Neither MiTAC Holdings, nor Synnex Technology International is restricted from competing with us. In the future, we may increasingly compete with Synnex Technology International, particularly if our business in Asia expands or Synnex Technology International expands its business into geographies or customers we serve.

**The future sale of a large number of shares by Apollo or MiTAC Holdings, including as the result of the exercise of registration rights, may adversely affect the market price of the Company's common stock.**
We have granted registration rights to Apollo pursuant to an Investors Rights Agreement dated September 1, 2021, and to MiTAC Holdings pursuant to a Letter Agreement dated September 3, 2021, that require us to register their shares for resale in certain circumstances. Sales of a substantial number of shares of the Company's common stock in the public market, or the perception that these sales may occur, could cause the market price of our commonstock to decline. These sales, or the possibility of these sales, also may make it more difficult for us to sell equity securities in the future.

## Risks Related to Our Industry

**Volatility in the IT industry could have a material adverse effect on our business and operating results.**

We have, in the past, experienced decreases in demand and we anticipate that the industries we operate in will be subject to a high degree of cyclicality in the future. Softening demand for our products and services caused by an ongoing economic downturn and over-capacity may impact our revenue, as well the salability of inventory and collection of reseller and retail customer accounts receivable. In addition, if we are not able to adequately adapt to the emergence of new technology or customer demand, such as cloud-based IT infrastructure and software-as-a-service, our future operating results could be adversely affected.

**We are subject to intense competition, both in the United States and internationally, and if we fail to compete successfully, we will be unable to gain or retain market share.**

We operate in a highly competitive environment, both in the United States and internationally. This competition is based primarily on product and service availability, credit availability, price, effectiveness of information systems and e-commerce tools, speed of delivery, ability to tailor specific solutions to customer needs, quality and depth of product and service lines, pre-sales and post-sales technical support, flexibility and timely response to design changes, and technological capabilities, service and support. We compete with a variety of regional, national and international IT product and service providers and contract manufacturers and assemblers. In some instances, we also compete with our own customers, our own OEM suppliers and MiTAC Holdings and its affiliates.

Some of our competitors may have a broader range of services than us and may have more developed relationships with their existing customers. We may lose market share in the United States or in international markets, or may be forced in the future to reduce our prices in response to the actions of our competitors and thereby experience a reduction in our gross margins.

We may initiate other business activities, including the broadening of our supply chain capabilities, and may face competition from companies with more experience in those new areas. In addition, as we enter new areas of business, we may also encounter increased competition from current competitors or from new competitors, including some that may once have been our OEM suppliers or reseller and retail customers. Increased competition and negative reaction from our OEM suppliers or reseller and retail customers resulting from our expansion into new business areas could harm our business and operating results.

**Our business may be adversely affected by some OEM suppliers' strategies to consolidate business or increase their direct sales, which in turn could cause our business and operating results to suffer.**

A determination by any of our primary OEMs to consolidate their business with other distributors or integration service providers could negatively affect our business and operating results. Consolidation of OEM suppliers has resulted in fewer sources for some of the products and services that we distribute. This consolidation has also resulted in larger OEM suppliers that have significant operating and financial resources. Other suppliers may reduce or eliminate promotional activities to reduce their expenses, which could, in turn, result in declined demand from our reseller or retailer customers and end-users.



Table of Contents

Some OEM suppliers, including some of the leading OEM suppliers that we service, have been selling products and services directly to reseller and retail customers and end-users, thereby limiting our business opportunities. If large OEM suppliers increasingly sell directly to end-users or our resellers and retailers, or select a competitor rather than use us as the distributor of their products and services, our business and operating results will suffer.

**The IT industry is subject to rapidly changing technologies and process developments, and we may not be able to adequately adjust our business to these changes, which in turn would harm our business and operating results.**

Dynamic changes in the IT industry, including the consolidation of OEM suppliers and reductions in the number of authorized distributors used by OEM suppliers, have resulted in new and increased responsibilities for management personnel and have placed, and continue to place, a significant strain upon our management, operating and financial systems and other resources. We may be unable to successfully respond to and manage our business in light of industry developments and trends. As end-users migrate to cloud-based IT infrastructure and software-as-a-service,

sales of hardware products may be reduced, thereby negatively impacting our operating results. Also crucial to our success in managing our operations is our ability to achieve additional economies of scale. Our failure to achieve these additional economies of scale or to respond to changes in the IT industry could adversely affect our business and operating results.

## Risks Related to the Acquisition of Tech Data

**We may fail to realize the anticipated benefits of the Merger, which could adversely affect the value of our common stock.**

SYNNEX and Tech Data operated independently prior to the Merger, and there can be no assurances that the businesses will be integrated successfully. It is possible that the integration process could result in the loss of key employees, the disruption of ongoing business, higher than expected integration costs and an overall post-completion integration process that takes longer than originally anticipated. Specifically, issues that must be addressed to realize the anticipated benefits of the Merger so the combined business performs as expected include, among other things:

- integrating the companies' IT systems and other technologies, products and services;
- identifying and eliminating redundant and underperforming operations and assets;
- harmonizing the companies' operating practices, employee development and compensation programs, internal controls and other policies, procedures and processes;
- attracting, motivating and retaining executives and other key personnel;
- addressing possible differences in business backgrounds, corporate cultures and management philosophies;
- consolidating the companies' corporate, administrative and information technology infrastructure;
- managing the movement of certain businesses and positions to different locations;
- maintaining existing agreements with customers and vendors and avoiding delays in entering into new agreements with prospective customers and vendors; and
- consolidating offices that are currently in or near the same location.

In addition, at times, the attention of certain members of management and resources may be focused on the integration of the business and diverted from day-to-day business operations, which may disrupt the business of the combined company.

If we fail to properly mitigate these risks or address the issues set forth above, the anticipated cost savings and other benefits of the Merger may not be realized fully or at all, or may take longer to realize than expected, which in turn could adversely affect our business operations and value of our common stock.

**We have incurred and will continue to incur significant transaction and integration-related costs in connection with the Merger.**

We have incurred a number of non-recurring costs associated with the Merger and combining the operations of Tech Data and SYNNEX and we expect to continue to incur significant transaction costs related to the Merger. We also will incur significant integration-related fees and costs related to formulating and implementing integration plans, including facilities and systems consolidation costs and employment-related costs. We continue to assess the magnitude of these costs, and additional unanticipated costs may be incurred related to the Merger and the integration of Tech Data and SYNNEX. Although we expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow us to offset integration-related costs over time, this net benefit may not be achieved in the near term, or at all.

## Risks Related to the Macro-Economic and Regulatory Environment

**The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, could adversely affect our business, results of operations and financial condition.**

We could be negatively impacted by the widespread outbreak of an illness or any other communicable disease, or any other public health crisis that results in economic and trade disruptions, including the disruption of global supply chains. In December 2019, there was an outbreak of a new strain of coronavirus, COVID-19. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and workforce participation due to "shelter-in-place" restrictions by various governments worldwide and created significant volatility and disruption of financial markets. More recently, the Delta and Omicron variants of the virus have contributed to a surge in COVID-19 cases globally and the full impact of the newly emerged Omicron variant has yet to be determined. The extent of the impact of the COVID-19 pandemic on our future operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, including the duration and spread of the pandemic and related restrictions on travel and transportation, the effect on our customers and demand for our products and services; our ability to sell and provide our products and services, including as a result of travel restrictions and people working remotely; the ability of our customers to pay for our solutions; any closures of our or our customers' or partners' offices and facilities; and the impact of governmental actions or mandates imposed in response to COVID-19, all of which are uncertain and cannot be predicted. An extended period of global supply chain and economic disruption could materially affect our business, our results of operations, our access to sources of liquidity, the carrying value of our goodwill and intangible assets, our financial condition and our stock price.

**Changes in foreign currency exchange rates and limitations on the convertibility of foreign currencies could adversely affect our business and operating results.**

Approximately 37%, 24% and 23% of our revenues in fiscal years 2021, 2020 and 2019, respectively, were generated outside the United States. Most of our international revenue, cost of revenue and operating expenses are denominated in foreign currencies. We presently have currency exposure arising from both sales and purchases denominated in foreign currencies. Changes in exchange rates between foreign currencies and the U.S. dollar may adversely affect our operating margins. For example, if these foreign currencies appreciate against the U.S. dollar, it will be more expensive in terms of U.S. dollars to purchase inventory or pay expenses with foreign currencies. This could have a negative impact on us if revenue related to these purchases is transacted in U.S. dollars. In addition, currency devaluation can result in products that we purchase in U.S. dollars being relatively more expensive to procure than products manufactured locally. Furthermore, our local competitors in certain markets may have different purchasing models that provide them reduced foreign currency exposure compared to us. This may result in market pricing that we cannot meet without significantly lower profit on sales.

We conduct hedging activities, which involve the use of currency forward or option contracts. Hedging foreign currencies can be risky. Certain of these hedge positions are undesignated hedges of balance sheet exposures, such as intercompany loans, and typically have maturities of less than one year. While we maintain policies to protect against fluctuations in currency exchange rates, extreme fluctuations may result in our incurring losses in some countries.

There is also additional risk if the currency is not freely or actively traded. Some currencies, such as the Chinese Renminbi are subject to limitations on conversion into other currencies, which can limit our ability to hedge or to otherwise react to rapid foreign currency devaluations. We cannot predict the impact of future exchange rate fluctuations on our business and operating results.

We do not use derivative financial instruments for speculative trading purposes, nor do we hedge our foreign currency exposure in a manner that entirely offsets the effects of changes in foreign exchange rates.

As a general rule, we do not use financial instruments to hedge local currency denominated operating expenses in countries where a natural hedge exists. For example, in many countries, revenue from the local currency services substantially offsets the local currency denominated operating expenses.

The translation of the financial statements of foreign operations into U.S. dollars is also impacted by fluctuations in foreign currency exchange rates, which may positively or negatively impact our results of operations. In addition, the value of our equity investment in foreign countries may fluctuate based upon changes in foreign currency exchange rates. These fluctuations, which are recorded in a cumulative translation adjustment account, may result in losses in the event a foreign subsidiary is sold or closed at a time when the foreign currency is weaker than when we made investments in the country. The realization of any or all of these risks could have a significant adverse effect on our financial results.

**We rely on independent shipping companies for delivery of products, and price increases or service interruptions from these carriers could adversely affect our business and operating results.**

We rely almost entirely on arrangements with independent shipping companies, such as FedEx and UPS, for the delivery of our products from OEM suppliers and delivery of products to reseller and retail customers. Freight and shipping charges can have a significant impact on our gross margin. As a result, an increase in freight surcharges due to rising fuel cost or general price increases



Table of Contents

will have an immediate adverse effect on our margins, unless we are able to pass the increased charges to our reseller and retail customers or renegotiate terms with our OEM suppliers. In addition, in the past, carriers have experienced work stoppages due to labor negotiations with management. An increase in freight or shipping charges, the termination of our arrangements with one or more of these independent shipping companies, the failure or inability of one or more of these independent shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have an adverse effect on our business and operating results.

**Because we conduct substantial operations in China, risks associated with economic, political and social events in China could negatively affect our business and operating results.**

A substantial portion of our IT systems operations, including a substantial portion of our IT systems support and software development operations, are located in China. In addition, we also conduct general and administrative activities from our facilities in China. Our operations in China are subject to a number of risks relating to China's economic and political systems, including:

- a government controlled foreign exchange rate and limitations on the convertibility of the Chinese Renminbi;
- extensive government regulation;
- changing governmental policies relating to tax benefits available to foreign-owned businesses;
- the telecommunications infrastructure;
- a relatively uncertain legal system; and
- uncertainties related to continued economic and social reform.

Our IT systems are an important part of our global operations. Any significant interruption in service, whether resulting from any of the above uncertainties, natural disasters or otherwise, could result in delays in our inventory purchasing, errors in order fulfillment, reduced levels of customer service and other disruptions in operations, any of which could cause our business and operating results to suffer.

**We may have higher than anticipated tax liabilities.**

We conduct business globally and file income tax returns in various tax jurisdictions. Our effective tax rate could be adversely affected by several factors, many of which are outside of our control, including:

- changes in income before taxes in various jurisdictions in which we operate that have differing statutory tax rates;
- changing tax laws, regulations, and/or interpretations of such tax laws in multiple jurisdictions;
- effect of tax rate on accounting for acquisitions and dispositions;
- issues arising from tax audit or examinations and any related interest or penalties; and
- uncertainty in obtaining tax holiday extensions or expiration or loss of tax holidays in various jurisdictions.

The Organization for Economic Cooperation and Development has been working on the Base Erosion and Profit Sharing Project, and has issued and will continue to issue, guidelines and proposals that may change various aspects of the existing framework under which our tax obligations are determined in many of the countries in which we do business. Certain countries are evaluating their tax policies and regulations, which could affect international business and may have an adverse effect on our overall tax rate, along with increasing the complexity, burden and cost of tax compliance. For example, on December 22, 2017, the U.S. federal government enacted the U.S. Tax Cuts and Jobs Act ("U.S. Tax Reform") which significantly revised U.S. corporate income tax law by, among other things, reducing the U.S. federal corporate income tax rate from 35% to 21% and implementing a modified territorial tax system that included a one-time transition tax on deemed repatriated earnings of foreign subsidiaries. Additional changes in the U.S. tax regime or in how U.S. multinational corporations are taxed on foreign earnings, including changes in how existing tax laws are interpreted or enforced, could adversely affect our business, financial condition or results of operations.

We report our results of operations based on our determination of the amount of taxes owed in various tax jurisdictions in which we operate. The determination of our worldwide provision for income taxes and other tax liabilities requires estimation, judgment and calculations where the ultimate tax determination may not be certain. Our determination of tax liability is always subject to review or examination by tax authorities in various tax jurisdictions. Any adverse outcome of such review or examination could have a negative impact on our operating results and financial condition. The results from various tax examinations and audits may differ from the liabilities recorded in our financial statements and could adversely affect our financial results and cash flows.



Table of Contents

**Cyberattacks or the improper disclosure or control of personal information could result in liability and harm our reputation, which could adversely affect our business.**

Our business is heavily dependent upon information technology networks and systems. Internal or external attacks on those networks and systems could disrupt our normal operations centers and impede our ability to provide critical products and services to our customers, subjecting us to liability under our contracts and damaging our reputation. Additionally, such attacks could compromise our intellectual property or result in fraud if our business emails are improperly accessed. For example, in the third quarter of 2021, the Company became aware that certain outside actors gained access to a limited portion of the Company's networks and systems. After conducting a thorough review of the attack with a leading third-party cybersecurity firm, the Company determined that the attack did not access any material data.

Our business also involves the use, storage and transmission of information about our employees, and customers. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to such data or otherwise mismanages or misappropriates that data, we could be subject to monetary damages, fines or criminal prosecution.

We have security controls for our systems and other security practices in place to protect the security of, and prevent unauthorized access to, our systems and personal and proprietary information, such as firewalls and anti-virus software, and we also provide information to our employees about the need to deploy security measures and the impact of doing so; however there can be no assurance that such security measures, will prevent improper access to

our networks and systems, such as that which occurred earlier in 2021, or access to or disclosure of, personally identifiable or proprietary information.

We could also face legal, reputational and financial risks if we fail to protect customer and internal data from security breaches or cyberattacks.

Furthermore, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions and countries in which we provide services. The General Data Protection Regulation ("GDPR") in Europe, the California Consumer Privacy Act and other similar laws have resulted, and will continue to result, in increased compliance costs. Our failure to adhere to or successfully implement processes in response to these and other changing regulatory requirements in this area could result in legal liability or impairment to our reputation in the marketplace, which could have a material adverse effect on our business, financial condition and results of operations.

**Global health and economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.**

Worldwide economic conditions remain uncertain due to adverse consequences concerning the United States and China trade negotiations, market volatility as a result of political leadership in certain countries and other disruptions to global and regional economies and markets, including increases in inflation. External factors, such as potential terrorist attacks, acts of war, geopolitical and social turmoil or epidemics and other similar outbreaks in many parts of the world, could prevent or hinder our ability to do business, increase our costs and negatively affect our stock price. More generally, these geopolitical, social and economic conditions could result in increased volatility in the United States and worldwide financial markets and economy. For example, increased instability may enhance volatility in currency exchange rates, cause our customers or potential customers to delay or reduce spending on our products or services, and limit our suppliers' access to credit. It could also adversely impact our ability to obtain adequate insurance at reasonable rates and may require us to incur increased costs for security measures for our domestic and international operations. We are predominantly uninsured for losses and interruptions caused by terrorism, acts of war and similar events. These uncertainties make it difficult for us and our suppliers and customers to accurately plan future business activities.

**Part of our business is conducted outside of the United States, exposing us to additional risks that may not exist in the United States, which in turn could cause our business and operating results to suffer.**

We have significant international operations and presence which subjects us to risks, including:

- political or economic instability;
- extensive governmental regulation;
- changes in import/export duties;
- fluctuation in foreign currency exchange rates;
- trade restrictions;
- compliance with the Foreign Corrupt Practices Act, U.K. bribery laws and similar laws;
- difficulties and costs of staffing and managing operations in certain foreign countries;



Table of Contents

- work stoppages or other changes in labor conditions;
- minimum wage increases;
- difficulties in collecting accounts receivable on a timely basis or at all;

- taxes; and
- seasonal reductions in business activity in some parts of the world.

We may continue to expand internationally to respond to competitive pressure and customer and market requirements. Establishing operations in any foreign country or region presents risks such as those described above as well as risks specific to the particular country or region. In addition, until a payment history is established over time with customers in a new geography or region, the likelihood of collecting accounts receivable generated by such operations could be less than our expectations. As a result, there is a greater risk that reserves set with respect to the collection of such accounts receivable may be inadequate. Furthermore, if our international expansion efforts in any foreign country are unsuccessful, we may decide to cease operations, which would likely cause us to incur additional expense and loss.

In addition, changes in policies or laws of the United States or foreign governments resulting in, among other things, higher taxation, currency conversion limitations, restrictions on fund transfers or the expropriation of private enterprises, could reduce the anticipated benefits of our international expansion. Any actions by countries in which we conduct business to reverse policies that encourage foreign trade or investment could adversely affect our business. If we fail to realize the anticipated growth of our future international operations, our business and operating results could suffer.

**Increasing attention on environmental, social and governance (ESG) matters may have a negative impact on our business, impose additional costs on us, and expose us to additional risks.**

Companies are facing increasing attention from investors, customers, partners, consumers and other stakeholders relating to ESG matters, including environmental stewardship, social responsibility, diversity and inclusion, racial justice and workplace conduct. In addition, organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings may lead to negative investor sentiment toward the Company, which could have a negative impact on our stock price and our access to and costs of capital.

We have established corporate social responsibility programs aligned with sound environmental, social and governance principles. These programs reflect our current initiatives and are not guarantees that we will be able to achieve them. Our ability to successfully execute these initiatives and accurately report our progress presents numerous operational, financial, legal, reputational and other risks, many of which are outside our control, and all of which could have a material negative impact on our business. Additionally, the implementation of these initiatives imposes additional costs on us. If our ESG initiatives fail to satisfy investors, customers, partners and our other stakeholders, our reputation, our ability to sell products and services to customers, our ability to attract or retain employees, and our attractiveness as an investment, business partner or acquirer could be negatively impacted. Similarly, our failure or perceived failure to pursue or fulfill our goals, targets and objectives or to satisfy various reporting standards within the timelines we announce, or at all, could also have similar negative impacts and expose us to government enforcement actions and private litigation.

**If we are unable to maintain effective internal control over financial reporting, our ability to report our financial results on a timely and accurate basis may be adversely affected, which in turn could cause the market price of our common stock to decline.**

Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to report on, and our independent registered public accounting firm to attest to, the effectiveness of our internal control structure and procedures for financial reporting. We completed an evaluation of the effectiveness of our internal control over financial reporting for fiscal year 2021, and we have an ongoing program to perform the system and process evaluation and testing necessary to continue to comply with these requirements. However, internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of the inherent limitations, misstatements due to error or fraud may occur and may not always be prevented or timely detected. We expect to continue to incur significant expenses and to devote management resources to Section 404 compliance, including impacts resulting from the Merger. In the event that our management or independent registered public accounting firm determines that there is

a material weakness in our internal control over financial reporting, investor perceptions and our reputation may be adversely affected, and the market price of our stock could decline.

**Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.**

We prepare our financial statements to conform to generally accepted accounting principles in the United States ("GAAP"). These accounting principles are subject to interpretation by the Financial Accounting Standards Board, American Institute of Certified



Table of Contents

Public Accountants, the SEC and various bodies formed to interpret and create appropriate accounting policies. A change in those policies can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced. Changes to those rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.

**Item 1B.** ***Unresolved Staff Comments***

None.

**Item 2.** ***Properties***

Our principal executive offices are located in Fremont, California and Clearwater, Florida. Our Fremont property is owned by us, while the Clearwater location is currently leased. We operate distribution, integration, contact center and administrative facilities in different countries.

We occupy 181 facilities covering approximately 14.7 million square feet, including warehouse, logistics and administrative facilities. We own approximately 2.7 million square feet of property and lease the remainder. Our facilities are located in the following principal markets: the Americas - 80, Europe - 68 and APJ - 33.

We have sublet unused portions of some of our facilities. We believe our facilities are well maintained and adequate for current and near future operating needs. Upon the expiration or termination of any of our leased facilities, we believe we could obtain comparable office space.

**Item 3.** ***Legal Proceedings***

We are from time to time involved in legal proceedings in the ordinary course of business. We do not believe that these proceedings will have a material adverse effect on the results of our operations, our financial position or the cash flows of our business.

In addition, we have been involved in various bankruptcy preference actions where we were a supplier to the companies now in bankruptcy. These preference actions are filed by the bankruptcy trustee on behalf of the bankrupt estate and generally seek to have payments made by the debtor within 90 days prior to the bankruptcy returned to the bankruptcy estate for allocation among all of the bankruptcy estate's creditors. We are not currently involved in any material preference proceedings.

The French Autorité de la Concurrence ("Competition Authority") began in 2013 an investigation into the French market for certain products of Apple, Inc., ("Apple") for which we are a distributor. In March 2020, the Competition Authority imposed fines on Tech Data, on another distributor, and on Apple, finding that Tech Data entered into an anticompetitive agreement with Apple regarding volume allocations of Apple products. The fine imposed on Tech Data was €76 million (approximately $86 million as of November 30, 2021). We have vigorously contested the arguments of the Competition Authority, and we have appealed its determination to the French courts, seeking to set aside or reduce the fine. Although we believe we have strong arguments on appeal, we have determined that the best estimate of probable loss related to this matter as of November 30, 2021 is €36 million (approximately $41 million as of November 30, 2021). Under French law, the pendency of our appeal does not suspend the obligation to pay the fine. Tech Data has agreed with French authorities to make eight equal installment payments in relation to the fine

assessed for a total amount of €22.8 million on a quarterly basis from January 2021 through October 2022. As of November 30, 2021, we have an accrual established for this matter of €24.6 million ($27.7 million as of November 30, 2021) that represents the total estimate of probable loss less installment payments made to date. If the appeal process is not completed prior to the end of December 2022, we may be required to pay further amounts towards the full fine assessed by the Competition Authority before our appeal is finally determined. However, any additional amounts that may need to be paid have not yet been determined. Additionally, we have provided a third-party surety bond to the Competition Authority to guarantee the payment of the amount of the fine and interest, if applicable. A civil lawsuit related to this matter, alleging anticompetitive actions in association with the established distribution networks for Apple, Tech Data and another distributor was filed by eBizcuss. We are currently evaluating this matter and cannot currently estimate the probability or amount of any potential loss.



Table of Contents

**Item 4.** ***Mine Safety Disclosures***

Not applicable.

**Information About our Executive Officers**

The following table sets forth information regarding our executive officers as of November 30, 2021:

| Name | Age | Position |
|---|---|---|
| Richard Hume | 62 | Chief Executive Officer |
| Dennis Polk | 55 | Head of Global Businesses & Integration Lead |
| Michael Urban | 57 | President, Americas |
| Marshall Witt | 56 | Chief Financial Officer |
| Patrick Zammit | 55 | President, Europe & APJ |
| David Vetter | 62 | Chief Legal Officer |
| Simon Leung | 56 | Chief Business Officer |

*Richard Hume* is our Chief Executive Officer. Mr. Hume joined Tech Data in March 2016 as Executive Vice President, Chief Operating Officer. In June 2018, Mr. Hume was appointed as Chief Executive Officer of Tech Data and in September 2021 in conjunction with the Merger he was appointed as Chief Executive Officer of TD SYNNEX. Prior to joining Tech Data, Mr. Hume was employed for more than thirty years at IBM. Most recently, from January 2015 to February 2016, Mr. Hume served as General Manager and Chief Operating Officer of Infrastructure and Outsourcing. Prior to that position, from January 2012 to January 2015, Mr. Hume served as General Manager, Europe where he led IBM's multi-brand European organization. From 2008 to 2011, Mr. Hume served as General Manager, Global Business Partners, directing the growth and channel development initiatives for IBM's Business Partner Channel. Mr. Hume holds a Bachelor of Science degree in Accounting from Pennsylvania State University.

*Dennis Polk* is our Executive Chair of the Board of Directors, Integration Lead, and Head of Global Businesses. Mr. Polk joined TD SYNNEX in 2002 and served as President and Chief Executive Officer of TD SYNNEX from March 2018 to August 2021. Prior to that position, he served as Chief Operating Officer, Chief Financial Officer and Senior Vice President of Corporate Finance of TD SYNNEX. In conjunction with the Merger in September 2021, Mr. Polk was appointed as Executive Chair of the Board of Directors.

*Michael Urban* is our President of the Americas. Mr. Urban joined TD SYNNEX in February 2019 and served as President, Worldwide Technology Solutions Distribution until the Merger. Prior to joining TD SYNNEX, Mr. Urban was Corporate Vice President of Strategy, Transformation, and Global Vendor Management of Tech Data from September 2012 until January 2019. Prior to Tech Data, Mr. Urban served in progressive leadership roles including Chairman and Chief Executive Officer at Actebis. Mr. Urban received a Bachelor of Science degree in Engineering from Paderborn University in Germany.

*Marshall Witt* is our Chief Financial Officer and has served in this capacity since April 2013. Prior to joining TD SYNNEX, Mr. Witt was Senior Vice President of Finance and Controller with FedEx Freight. During his fifteen year tenure with FedEx Corporation, Mr. Witt held progressive financial and operational roles. Prior to FedEx Corporation, he held accounting and finance leadership positions including five years with KPMG LLP as an audit manager for banking and transportation clients. Mr. Witt holds a Bachelor of Business Administration in Finance from Pacific Lutheran University and a Masters in Accounting from Seattle University and is a Certified Public Accountant.

*Patrick Zammit* is our President, Europe and APJ. Mr. Zammit joined Tech Data in February 2017 as President, Europe through Tech Data's acquisition of Avnet's Technology Solutions business and served in this capacity until the Merger in September 2021 when he also assumed the role of President, APJ. Prior to this role, Mr. Zammit was employed for more than twenty years at Avnet, Inc. From January 2015 to January 2017, Mr. Zammit served as Global President of Avnet Technology Solutions. Prior to that position, from October 2006 until January 2015, Mr. Zammit served as President of Avnet Electronics Marketing EMEA. From 1993 to 2006, Mr. Zammit served in management positions of increasing responsibilities. Prior to joining Avnet, Mr. Zammit was employed by Arthur Andersen from 1989 to 1993. Mr. Zammit holds a Masters in Business Administration equivalent from Paris Business School ESLSCA.

*David Vetter* is our Chief Legal Officer. Mr. Vetter joined Tech Data in June 1993 as Vice President, General Counsel and was promoted to Corporate Vice President, General Counsel in April 2000. In March 2003, he was promoted to Senior Vice President, and effective July 2003, was appointed Secretary. In January 2017, Mr. Vetter was promoted to Executive Vice President, Chief Legal Officer and in conjunction with the Merger in September 2021 he assumed this role for TD SYNNEX. Prior to joining Tech Data, Mr. Vetter was employed by the law firm of Robbins, Gaynor & Bronstein, P.A. from 1984 to 1993, most recently as a partner. Mr. Vetter is a member of the Florida Bar Association and holds Bachelor of Arts degrees in English and Economics from Bucknell University and a Juris Doctorate Degree from the University of Florida.



Table of Contents

*Simon Leung* is our Chief Business Officer. Prior to this role, Mr. Leung serviced as Senior Vice President, General Counsel and Corporate Secretary for TD SYNNEX from May 2001 until the Merger in September 2021. Mr. Leung joined TD SYNNEX in November 2000 as Corporate Counsel. Prior to TD SYNNEX, Mr. Leung was an attorney at the law firm of Paul, Hastings, Janofsky & Walker LLP. Mr. Leung received a Bachelor of Arts degree from the University of California, Davis in International Relations and his Juris Doctor degree from the University of Minnesota Law School.



Table of Contents

## PART II

### Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

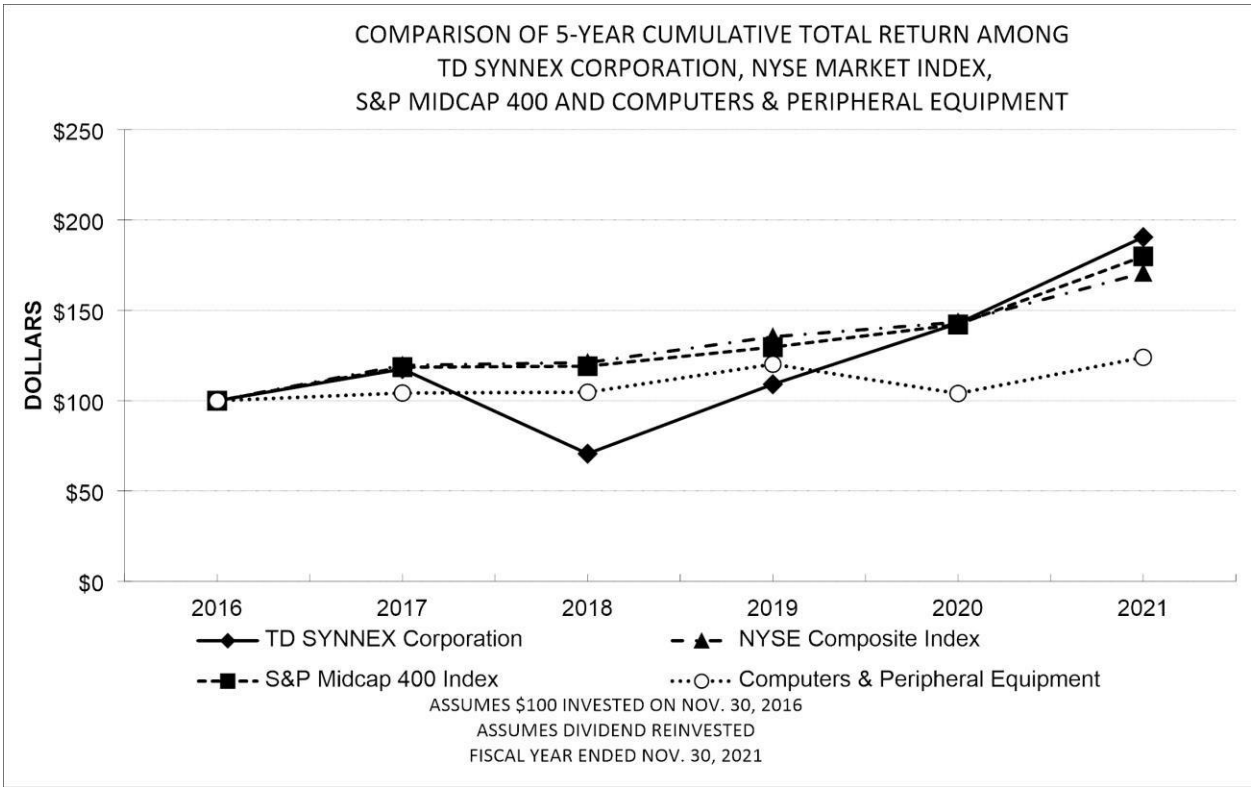
Our common stock, par value $0.001, is traded on the New York Stock Exchange, or NYSE, under the symbol "SNX."

As of January 21, 2022, our common stock was held by approximately 4,500 stockholders of record. Because many of the shares of our common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners represented by these stockholders of record.

**Stock Price Performance Graph**

The stock price performance graph below, which assumes a $100 investment on November 30, 2016, compares our cumulative total stockholder return, the NYSE Composite Index, S&P Midcap 400 Index and Computer and

Peripheral Equipment index for the period beginning November 30, 2016 through November 30, 2021. The Computer and Peripheral Equipment index is based on the Standard Industrial Classification Code 5045-Wholesale Computer and Computer Peripheral Equipment and Software. The closing price per share of our common stock was $103.46 on November 30, 2021. The comparisons in the table are required by the SEC and are not intended to forecast or be indicative of possible future performance of our common stock.




| | Fiscal Years Ended | | | | | |
|---|---|---|---|---|---|---|
| | 11/30/2016 | 11/30/2017 | 11/30/2018 | 11/30/2019 | 11/30/2020 | 11/30/2021 |
| TD SYNNEX Corporation | $ 100.00 | $ 117.52 | $ 70.65 | $ 109.08 | $ 142.79 | $ 190.54 |
| NYSE Composite Index | $ 100.00 | $ 119.59 | $ 121.11 | $ 135.38 | $ 143.45 | $ 170.70 |
| S&P Midcap 400 Index | $ 100.00 | $ 118.53 | $ 119.10 | $ 129.65 | $ 142.23 | $ 179.88 |
| Computers and Peripheral Equipment | $ 100.00 | $ 104.24 | $ 104.67 | $ 120.20 | $ 103.99 | $ 123.98 |

**Securities Authorized for Issuance under Equity Compensation Plans**

Information regarding the Securities Authorized for Issuance under Equity Compensation Plans can be found under Item 12 of this Report.



Table of Contents

**Dividends**

On September 29, 2014, we announced the initiation of a quarterly cash dividend. Since then, dividends have been declared in January, March, June and September and paid at the end of January, April, July and October. On March 24, 2020, as a result of the unpredictable economic environment due to the impact of the COVID-19 pandemic, we announced the suspension of our quarterly dividend; however, on January 11, 2021, we announced the reinstatement of a quarterly cash dividend of $0.20 per share to stockholders of record as of January 22, 2021. Dividends declared per share by fiscal quarter in 2021 and 2020 were as follows:

| | Fiscal Years Ended November 30, | |
|---|---|---|
| | 2021 | 2020 |

| | | | | |
|---|---|---|---|---|
| First Quarter | $ | 0.200 | $ | 0.400 |
| Second Quarter | $ | 0.200 | $ | - |
| Third Quarter | $ | 0.200 | $ | - |
| Fourth Quarter | $ | 0.200 | $ | - |

On January 11, 2022, the Company announced a cash dividend of $0.30 per share to stockholders of record as of January 21, 2022, payable on January 28, 2022. Dividends are subject to continued capital availability and the declaration by our Board of Directors in the best interest of our stockholders.

**Repurchases of Equity Securities**

In June 2020, our Board of Directors authorized a three-year $400 million share repurchase program, effective July 1, 2020, pursuant to which we may repurchase our outstanding common stock from time to time in the open market or through privately negotiated transactions. As of November 30, 2021, we had not repurchased any shares under this program.



Table of Contents

**Item 6. [Reserved]**



Table of Contents

**Item 7.** ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

For an understanding of TD SYNNEX and the significant factors that influenced our performance during the past three fiscal years, the following discussion and analysis of our financial condition and results of operations should be read in conjunction with the description of the business appearing in Item 1 of this Report and Item 8 Financial Statements and Supplementary Data included elsewhere in this Report. Amounts in certain tables appearing in this Report may not add or compute due to rounding.

*In addition to historical information, the MD&A contains forward-looking statements that involve risks and uncertainties. These forward-looking statements include, but are not limited to, those matters discussed under the heading "Note Regarding Forward-looking Statements." Our actual results could differ materially from those anticipated by these forward-looking statements due to various factors, including, but not limited to, those set forth under Item 1A. Risk Factors of this Form 10-K and elsewhere in this document.*

**Overview**

On December 1, 2020, we completed the previously announced separation of our customer experience services business (the "Separation"), which was accomplished by the distribution of one hundred percent of the outstanding common stock of Concentrix Corporation ("Concentrix"). Our stockholders received one share of Concentrix common stock for every share of our common stock held at the close of business on the record date. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, we do not beneficially own any shares of Concentrix' common stock and beginning December 1, 2020, we no longer consolidate Concentrix within our financial results or reflect the financial results of Concentrix within our continuing results of operations. We distributed a total of approximately 51.6 million shares of Concentrix common stock to our stockholders. In connection with the Separation, we entered into a separation and distribution agreement, as well as various other agreements with Concentrix that provide a framework for the relationships between the parties going forward, including among others an employee matters agreement, a tax matters agreement, and a commercial agreement, pursuant to which Concentrix has continued to provide services to us following the Separation.

The historical results of operations and financial position of Concentrix are reported as discontinued operations in our Consolidated Financial Statements. For further information on discontinued operations, see Note 5 - Discontinued Operations, to the Consolidated Financial Statements in Item 8.

On March 22, 2021, SYNNEX entered into an agreement and plan of merger (the “Merger Agreement”) which provided that legacy SYNNEX Corporation would acquire legacy Tech Data Corporation, a Florida corporation (“Tech Data”) through a series of mergers, which would result in Tech Data becoming an indirect subsidiary of TD SYNNEX Corporation. (collectively, the "Merger"). On September 1, 2021, pursuant to the terms of the Merger Agreement, we acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for consideration of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation’s sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX, valued at approximately $5.61 billion. See Note 3 - Acquisitions to the Consolidated Financial Statements for further information.

We previously had two reportable segments as of November 30, 2020: Technology Solutions and Concentrix. After giving effect to the Separation on December 1, 2020, we operated in a single reportable segment. After completion of the Merger, we reviewed our reportable segments as there was a change in our chief executive officer, who is also our chief operating decision maker. Our chief operating decision maker has a leadership structure aligned with the geographic locations of the Americas, Europe and Asia-Pacific and Japan (“APJ”) and reviews and allocates resources based on these geographic locations. As a result, as of September 1, 2021 we began operating in three reportable segments based on our geographic locations: the Americas, Europe and APJ. Our three reportable segments each generate revenues from products and services across our Endpoint Solutions and Advanced Solutions portfolios. Segment results for all prior periods have been restated for comparability to our current reportable segments. For financial information by segment, refer to Note 13 - Segment Information, to the Consolidated Financial Statements in Item 8. We have not presented information by reportable segment within the Management’s Discussion and Analysis of Financial Condition and Results of Operations due to the lack of comparability between periods resulting from the Merger on September 1, 2021.

**Revenue and Cost of Revenue**

We distribute peripherals, information technology (“IT”) systems including data center server and storage solutions, system components, software, networking, communications and security equipment, consumer electronics and complementary products. We also provide systems design and integration solutions.

In fiscal years 2021, 2020 and 2019 approximately 37%, 24% and 23% of our revenue, respectively, was generated from our international operations. As a result, our revenue growth has been impacted by fluctuations in foreign currency exchange rates.

The market for IT products is generally characterized by declining unit prices and short product life cycles. Our overall business is also highly competitive on the basis of price. We set our sales price based on the market supply and demand characteristics for each particular product or bundle of products we distribute and solutions we provide. We also participate in the incentive and rebate



Table of Contents

programs of our OEM suppliers. These programs are important determinants of the final sales price we charge to our reseller customers. To mitigate the risk of declining prices and obsolescence of our distribution inventory, our OEM suppliers generally offer us limited price protection and return rights for products that are marked down or discontinued by them. We carefully manage our inventory to maximize the benefit to us of these supplier-provided protections.

A significant portion of our cost of revenue is the purchase price we pay our OEM suppliers for the products we sell, net of any incentives, rebates, price protection and purchase discounts received from our OEM suppliers. Cost of revenue also consists of provisions for inventory losses and write-downs, freight expenses associated with the

receipt in and shipment out of our inventory, and royalties due to OEM vendors. In addition, cost of revenue includes the cost of material, labor and overhead for our systems design and integration solutions.

**Margins**

The IT distribution industry in which we operate is characterized by low gross profit as a percentage of revenue, or gross margin, and low income from operations as a percentage of revenue, or operating margin. Our gross margin has fluctuated annually due to changes in the mix of products we offer, customers we sell to, incentives and rebates received from our OEM suppliers, competition, seasonality, replacement of lower margin business, inventory obsolescence, and lower costs associated with increased efficiencies. Generally, when our revenue becomes more concentrated on limited products or customers, our gross margin tends to decrease due to increased pricing pressure from OEM suppliers or reseller customers. Our operating margin has also fluctuated in the past, based primarily on our ability to achieve economies of scale, the management of our operating expenses, changes in the relative mix of our revenue, and the timing of our acquisitions and investments.

**Economic and Industry Trends**

Our revenue is highly dependent on the end-market demand for IT products. This end-market demand is influenced by many factors including the introduction of new IT products and software by OEMs, replacement cycles for existing IT products, seasonality and overall economic growth and general business activity. A difficult and challenging economic environment may also lead to consolidation or decline in the IT distribution industry and increased price-based competition. Business in our system design and solutions is highly dependent on the demand for cloud infrastructure, and the number of key customers and suppliers in the market. Our business includes operations in the Americas, Europe and APJ, so we are affected by demand for our products in those regions and the strengthening or weakening of local currencies relative to the U.S. Dollar.

In December 2019, there was an outbreak of a new strain of coronavirus ("COVID-19"). In March 2020, the World Health Organization characterized COVID-19 as a pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and workforce participation, including our own, and created significant volatility and disruption of financial markets. The disruptions due to COVID-19 have impacted our business including logistics operations in our business particularly during the second quarter of fiscal year 2020. We have successfully transitioned a significant portion of our workforce to a remote working environment and implemented a number of safety and social distancing measures within our premises to protect the health and safety of co-workers who are required to be on-premise to support our business. During the fiscal year ended November 30, 2020, we incurred net incremental costs associated with COVID-19 of approximately $45 million. Net incremental costs associated with COVID-19 were not material during the fiscal year ended November 30, 2021. We are unable to predict how long these conditions will persist, what additional measures may be introduced by governments, vendors or customers and the effect of any such additional measures on our business. As a result, many of the estimates and assumptions involved in the preparation of the financial statements included in this report on Form 10-K, required increased judgment and carry a higher degree of variability and volatility. As events continue to evolve with respect to the pandemic, our estimates may materially change in future periods.

**Critical Accounting Policies and Estimates**

The discussions and analysis of our consolidated financial condition and results of operations are based on our Consolidated Financial Statements, which have been prepared in conformity with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent assets and liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an ongoing basis, we review and evaluate our estimates and assumptions. Our estimates are based on our historical experience and a variety of other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making our judgment about the carrying values of assets and liabilities that are not readily available from other sources. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies involve the more significant judgments, estimates and/or assumptions used in the preparation of our Consolidated Financial Statements.

*Revenue Recognition.*

We generate revenue primarily from the sale of various IT products.



Table of Contents

We recognize revenues from the sale of IT hardware and software as control is transferred to customers, which is at the point in time when the product is shipped or delivered. We account for a contract with a customer when it has written approval, the contract is committed, the rights of the parties, including payment terms, are identified, the contract has commercial substance and consideration is probable of collection. Binding purchase orders from customers together with agreement to our terms and conditions of sale by way of an executed agreement or other signed documents are considered to be the contract with a customer. Products sold by us are delivered via shipment from our facilities, drop-shipment directly from the vendor, or by electronic delivery of software products. In situations where arrangements include customer acceptance provisions, revenue is recognized when we can objectively verify the products comply with specifications underlying acceptance and the customer has control of the products. Revenue is presented net of taxes collected from customers and remitted to government authorities. We generally invoice a customer upon shipment, or in accordance with specific contractual provisions. Payments are due as per contract terms and do not contain a significant financing component. Service revenues represents less than 10% of the total revenue for the periods presented.

Provisions for sales returns and allowances are estimated based on historical data and are recorded concurrently with the recognition of revenue. A liability is recorded at the time of sale for estimated product returns based upon historical experience and an asset is recognized for the amount expected to be recorded in inventory upon product return. These provisions are reviewed and adjusted periodically. Revenue is reduced for early payment discounts and volume incentive rebates offered to customers, which are considered variable consideration, at the time of sale based on an evaluation of the contract terms and historical experience.

We recognize revenue on a net basis on certain contracts, where our performance obligation is to arrange for the products or services to be provided by another party or the rendering of logistics services for the delivery of inventory for which we do not assume the risks and rewards of ownership, by recognizing the margins earned in revenue with no associated cost of revenue. Such arrangements include supplier service contracts, post-contract software support services and extended warranty contracts.

We consider shipping and handling activities as costs to fulfill the sale of products. Shipping revenue is included in revenue when control of the product is transferred to the customer, and the related shipping and handling costs are included in cost of revenue.

*Business Combinations.*

We allocate the fair value of purchase consideration to the assets acquired, liabilities assumed, and noncontrolling interests in the acquiree generally based on their fair values at the acquisition date. The excess of the fair value of purchase consideration over the fair value of these assets acquired, liabilities assumed and noncontrolling interests in the acquiree is recorded as goodwill and may involve engaging independent third-parties to perform an appraisal. When determining the fair values of assets acquired, liabilities assumed, and noncontrolling interests in the acquiree, we make significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing intangible assets include, but are not limited to, expected future cash flows, which includes consideration of future growth rates and margins, attrition rates, and discount rates. Fair value estimates are based on the assumptions we believe a market participant would use in pricing the asset or liability. Amounts recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available.

*Goodwill, intangible assets and long-lived assets*

The values assigned to intangible assets include estimates and judgment regarding expectations for the length of customer relationships acquired in a business combination. Included within intangible assets is an indefinite lived trade names intangible asset. Indefinite lived intangible assets are tested for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired.

Other purchased intangible assets are amortized over the useful lives based on estimates of the use of the economic benefit of the asset or on the straight-line amortization method.

We allocate goodwill to reporting units based on the reporting unit expected to benefit from the business combination and test for impairment annually in the fourth quarter or more frequently if events or changes in circumstances indicate that it may be impaired. Goodwill is tested for impairment at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. The factors that are considered in the qualitative analysis include macroeconomic conditions, industry and market considerations, cost factors such as increases in product cost, labor, or other costs that would have a negative effect on earnings and cash flows; and other relevant entity-specific events and information.

If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. The assumptions used in the market approach are based on the value of a business through an analysis of sales and other multiples of guideline companies and recent sales or offerings of a comparable entity. The assumptions used in the discounted cash flow approach are based on historical and forecasted revenue, operating costs, future economic conditions, and other relevant factors. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value and the excess is recognized as an impairment loss. No goodwill impairment has been identified for any of the years presented.



Table of Contents

We review the recoverability of our long-lived assets, such as definite-lived intangible assets, property and equipment and certain other assets, when events or changes in circumstances occur that indicate the carrying value of the asset or asset group may not be recoverable. The assessment of possible impairment is based on our ability to recover the carrying value of the asset or asset group from the expected future pre-tax cash flows, undiscounted and without interest charges, of the related operations. If these cash flows are less than the carrying value of such assets, an impairment loss is recognized for the difference between estimated fair value and carrying value.

*Income taxes*

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements using enacted tax rates and laws that will be in effect when the difference is expected to reverse. Tax on global low-taxed intangible income is accounted for as a current expense in the period in which the income is includable in a tax return using the "period cost" method. Valuation allowances are provided against deferred tax assets that are not likely to be realized.

We recognize tax benefits from uncertain tax positions only if that tax position is more likely than not to be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. We recognize interest and penalties related to unrecognized tax benefits in the provision for income taxes.

**Acquisitions**

We continually seek to augment organic growth in our business with strategic acquisitions of businesses and assets that complement and expand our existing capabilities. We also divest businesses that we deem no longer strategic to our ongoing operations. In our business we seek to acquire new OEM relationships, enhance our supply chain and integration capabilities, the services we provide to our customers and OEM suppliers, and expand our geographic footprint.

**Results of Operations**

The following table sets forth, for the indicated periods, Consolidated Statement of Operations data as a percentage of revenue:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| **Statements of Operations Data:** | **2021** | **2020** | **2019** |
| Revenue | 100.00% | 100.00% | 100.00% |
| Cost of revenue | (94.02)% | (94.02)% | (93.93)% |
| Gross profit | 5.98% | 5.98% | 6.07% |
| Acquisition, integration and restructuring costs | (0.35)% | (0.04)% | (0.01)% |
| Selling, general and administrative expenses | (3.65)% | (3.33)% | (3.34)% |
| Operating income | 1.97% | 2.61% | 2.72% |
| Interest expense and finance charges, net | (0.50)% | (0.40)% | (0.39)% |
| Other income (expense), net | 0.00% | (0.03)% | 0.15% |
| Income from continuing operations before income taxes | 1.48% | 2.18% | 2.48% |
| Provision for income taxes | (0.23)% | (0.51)% | (0.58)% |
| Income from continuing operations | 1.25% | 1.67% | 1.90% |
| Income from discontinued operations, net of taxes | 0.00% | 0.97% | 0.73% |
| Net income | 1.25% | 2.65% | 2.63% |

The financial results of the former Concentrix business are presented as income from discontinued operations, net of taxes in the Consolidated Statement of Operations data.

Due to the ongoing impact of the COVID-19 pandemic, current results and financial condition discussed herein may not be indicative of future operating results and trends.

**Certain non-GAAP financial information**

In addition to disclosing financial results that are determined in accordance with GAAP, we also disclose certain non-GAAP financial information, including:

- Non-GAAP operating income, which is operating income, adjusted to exclude acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense and purchase accounting adjustments.



Table of Contents

- Non-GAAP operating margin, which is non-GAAP operating income, as defined above, divided by revenue.

- Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") which is net income before interest, taxes, depreciation and amortization, adjusted to exclude other income (expense), net, acquisition, integration and restructuring costs, share-based compensation expense, purchase accounting adjustments and income from discontinued operations, net of taxes.

- Non-GAAP income from continuing operations, which is income from continuing operations, adjusted to exclude acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, contingent consideration, an acquisition-related contingent gain, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.

- Non-GAAP diluted earnings per common share ("EPS") from continuing operations, which is diluted EPS from continuing operations excluding the per share impact of acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, contingent consideration, an acquisition-related contingent gain, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.

Acquisition, integration and restructuring costs typically consist of acquisition, integration, restructuring and divestiture related costs and are expensed as incurred. These expenses primarily represent professional services costs for legal, banking, consulting and advisory services, severance and other personnel related costs and debt extinguishment fees. From time to time, this category may also include transaction-related gains/losses on divestitures/spin-off of businesses, as well as various other costs associated with the acquisition or divestiture.

Our acquisition activities have resulted in the recognition of definite-lived intangible assets which consist primarily of customer relationships and lists and vendor lists. Definite-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 our statements of operations. Although intangible assets contribute to our revenue generation, the amortization of intangible assets does not directly relate to the sale of our products. Additionally, intangible asset amortization expense typically fluctuates based on the size and timing of our acquisition activity. Accordingly, we believe excluding the amortization of intangible assets, along with the other non-GAAP adjustments which neither relate to the ordinary course of our business nor reflect our underlying business performance, enhances our and our investors' ability to compare our 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 our 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 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, we believe this additional information allows investors to make additional comparisons between our operating results from period to period.

Purchase accounting adjustments are primarily related to the impact of purchase accounting on the recognition of certain consideration received from vendors related to the Merger.

We believe that providing this additional information is useful to the reader to better assess and understand our base operating performance, especially when comparing results with previous periods and for planning and forecasting in future periods, primarily because management typically monitors the business adjusted for these items in addition to GAAP results. Management also uses these non-GAAP measures to establish operational goals and, in some cases, for measuring performance for compensation purposes. 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 used as a complement to, and in conjunction with, data presented in accordance with GAAP.



Table of Contents

**Non-GAAP Financial Information:**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| | (in thousands, except per share amounts) | | |
| **Consolidated** | | | |
| Operating income | $ 623,218 | $ 521,341 | $ 519,429 |
| Acquisition, integration and restructuring costs | 112,150 | 7,414 | 981 |
| Amortization of intangibles | 105,332 | 40,148 | 43,875 |
| Share-based compensation | 33,078 | 17,631 | 17,608 |

| | | | |
|---|---|---|---|
| Purchase accounting adjustments | 28,353 | - | - |
| Non-GAAP operating income | $ 902,131 | $ 586,534 | $ 581,893 |
| Operating margin | 1.97% | 2.61% | 2.72% |
| Non-GAAP operating margin | 2.85% | 2.94% | 3.05% |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Interest expense and finance charges, net | 157,835 | 79,023 | 74,225 |
| Provision for income taxes | 71,416 | 101,609 | 111,113 |
| Depreciation | 44,232 | 24,923 | 22,454 |
| Amortization of intangibles | 105,332 | 40,148 | 43,875 |
| EBITDA | $ 773,884 | $ 774,863 | $ 752,379 |
| Other (income) expense, net | (1,102) | 6,172 | (28,083) |
| Acquisition, integration and restructuring costs | 112,150 | 9,667 | 981 |
| Share-based compensation | 33,078 | 17,631 | 17,608 |
| Purchase accounting adjustments | 28,353 | - | - |
| Income from discontinued operations, net of taxes | - | (194,622) | (138,538) |
| Adjusted EBITDA | $ 946,363 | $ 613,711 | $ 604,347 |
| Income from continuing operations | $ 395,069 | $ 334,538 | $ 362,174 |
| Acquisition, integration and restructuring costs | 159,194 | 9,667 | 981 |
| Amortization of intangibles | 105,332 | 40,148 | 43,875 |
| Share-based compensation | 33,078 | 17,631 | 17,608 |
| Purchase accounting adjustments | 28,353 | - | - |
| Contingent consideration | - | - | (19,034) |
| Acquisition-related contingent gain | - | - | (11,112) |
| Income taxes related to the above | (80,375) | (19,557) | (11,284) |
| Income tax capital loss carryback benefit | (44,968) | - | - |
| Non-GAAP income from continuing operations | $ 595,683 | $ 382,427 | $ 383,208 |
| Diluted EPS from continuing operations | $ 6.24 | $ 6.46 | $ 7.05 |
| Acquisition, integration and restructuring costs | 2.51 | 0.19 | 0.02 |
| Amortization of intangibles | 1.66 | 0.78 | 0.85 |
| Share-based compensation | 0.52 | 0.34 | 0.34 |
| Purchase accounting adjustments | 0.45 | - | - |
| Contingent consideration | - | - | (0.37) |
| Acquisition-related contingent gain | - | - | (0.22) |
| Income taxes related to the above | (1.27) | (0.38) | (0.22) |
| Income tax capital loss carryback benefit | (0.71) | - | - |
| Non-GAAP diluted EPS from continuing operations | $ 9.40 | $ 7.38 | $ 7.45 |

**Fiscal Years Ended November 30, 2021, 2020 and 2019**

***Revenue***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Revenue | $31,614,169 | 19,977,150 | $ 19,069,970 | 58.3% | 4.8% |



Table of Contents

We distribute a comprehensive range of products for the technology industry and design and integrate data center equipment. The prices of our products are highly dependent on the volumes purchased within a product category. The products we sell from one period to the next are often not comparable due to changes in product models, features and customer demand requirements.

Revenue increased in fiscal year 2021 compared to fiscal year 2020 primarily due to an increase in sales resulting from the Merger of approximately $10 billion as well as broad-based demand for technology equipment.

Revenue increased in fiscal year 2020 compared to fiscal year 2019 primarily due to a demand for technology equipment as COVID-19 related government mandated shelter-in-place restrictions during the second, third and fourth quarters of fiscal year 2020 led to increased needs for remote work, learn and consume related solutions. On a constant currency basis, revenue in our business increased by 4.8% during fiscal year 2020, compared to fiscal year 2019.

***Gross Profit***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Gross profit | $ 1,889,534 | $ 1,193,858 | $ 1,157,258 | 58.3% | 3.2% |
| Gross margin | 5.98% | 5.98% | 6.07% | | |

Our gross margin is affected by a variety of factors, including competition, selling prices, mix of products, product costs along with rebate and discount programs from our suppliers, reserves or settlement adjustments, freight costs, inventory losses and fluctuations in revenue.

Our gross profit increased in fiscal year 2021, as compared to the prior fiscal year, primarily driven by an increase in sales as a result of the Merger.

Our gross profit increased in fiscal year 2020, as compared to the prior fiscal year, primarily driven by strong demand for technology products as COVID-19 related government mandated shelter-in-place restrictions during the second, third and fourth quarters of fiscal year 2020 led to a greater need for remote work, learn and consume related solutions. This increase was partially offset by lower margins driven by product mix from our projects and integration-based server solutions.

***Acquisition, Integration and Restructuring Costs***

Acquisition, integration and restructuring costs are primarily comprised of costs related to the Merger, costs related to the Global Business Optimization 2 Program initiated by Tech Data prior to the Merger (the "GBO 2 Program") and costs related to the Separation.

*The Merger*

We incurred acquisition, integration and restructuring costs related to the completion of the Merger, including professional services costs, personnel and other costs, an impairment of long-lived assets and stock-based compensation expense. Professional services costs are primarily comprised of legal expenses and tax and other consulting services. Personnel and other costs are primarily comprised of costs related to the settlement of certain outstanding long-term cash incentive awards for Tech Data upon closing of the Merger, retention and other bonuses, as well as severance costs. Impairment of long-lived assets relates to a charge of $22.2 million recorded for the write-off of capitalized costs associated with Tech Data's tdONE program in conjunction with the decision to consolidate certain IT systems. Stock-based compensation expense primarily relates to costs associated with the conversion of certain Tech Data performance-based equity awards issued prior to the Merger into restricted stock units of TD SYNNEX (refer to Note 6 - Share-Based Compensation to the Consolidated Financial Statements for further information) and expenses for certain restricted stock awards issued in conjunction with the Merger.

To date, acquisition and integration expenses related to the Merger were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|
| | (in thousands) |
| Professional services costs | $ 22,288 |
| Personnel and other costs | 33,716 |
| Impairment of long-lived assets | 22,166 |
| Stock-based compensation | 20,113 |
| Total | $ 98,283 |

*GBO 2 Program*

Prior to the Merger, Tech Data implemented its GBO 2 Program, that includes investments to optimize and standardize processes and apply data and analytics to be more agile in a rapidly evolving environment, increasing productivity, profitability and optimizing net-working capital. TD SYNNEX plans to continue this program in conjunction with the Company's integration activities. Acquisition, integration and restructuring expenses related to the GBO 2 Program are primarily comprised of restructuring costs and other professional services costs. Restructuring costs are comprised of severance costs and other associated exit costs, including certain consulting costs. Other professional services costs are primarily comprised of professional services fees not related to restructuring activities, including costs related to improving profitability and optimizing net-working capital.

Acquisition, integration and restructuring costs under the GBO 2 Program for fiscal 2021 included the following:

| | Year Ended November 30, 2021 |
|---|---|
| | (in thousands) |
| Restructuring costs | $ 8,709 |
| Other professional services costs | 5,158 |
| Total | $ 13,867 |

Restructuring costs under the GBO 2 Program for fiscal 2021 were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|
| | (in thousands) |
| Severance | $ 2,893 |
| Other exit costs | 5,816 |
| Total | $ 8,709 |

During fiscal 2021, we recorded restructuring costs related to GBO 2 of $2.7 million, $5.7 million and $0.3 million, for the Americas, Europe and APJ regions, respectively.

*The Separation*

During the fiscal year ended November 30, 2020, we incurred $7.4 million in transaction costs related to the Separation of Concentrix.

***Selling, General and Administrative Expenses***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Selling, general and administrative expenses | $ 1,154,166 | $ 665,102 | $ 636,849 | 73.5% | 4.4% |
| Percentage of revenue | 3.65% | 3.33% | 3.34% | | |

Our selling, general and administrative expenses consist primarily of personnel costs such as salaries, commissions, bonuses, share-based compensation and temporary personnel costs. Selling, general and administrative expenses also include cost of warehouses, delivery centers and other non-integration facilities, utility expenses, legal and professional fees, depreciation on certain of our capital equipment, bad debt expense, amortization of our intangible assets, and marketing expenses, offset in part by reimbursements from our OEM suppliers.

Selling, general and administrative expenses increased in fiscal year 2021, compared to fiscal year 2020, primarily due to an increase in employee related expenses resulting from the Merger and an increase in amortization of intangible assets acquired in connection with the Merger. Selling, general and administrative expenses increased as a percentage of revenue, compared to the prior year period, primarily due to the impact of the Merger.

Selling, general and administrative expenses increased in fiscal year 2020, compared to fiscal year 2019, primarily due to an increase in allowance for doubtful accounts and higher salaries and employee related expenses due to COVID-19. Incremental costs related to COVID-19 were approximately $33 million for fiscal year 2020. This increase was partially offset by a $3.7 million decrease in amortization of intangible assets. Our selling, general and administrative expenses as a percentage of revenue in fiscal year 2020, was consistent with the prior fiscal year.



Table of Contents

***Operating Income***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Operating income | $ 623,218 | $ 521,341 | $ 519,429 | 19.5% | 0.4% |
| Operating margin | 1.97% | 2.61% | 2.72% | | |

Operating income increased during fiscal year 2021, compared to the prior year, primarily due to increased sales as a result of the Merger, partially offset by an increase in employee related expenses resulting from the Merger, an increase in acquisition, integration and restructuring costs and an increase in amortization of intangible assets acquired in connection with the Merger. Operating margin decreased due to an increase in employee related expenses resulting from the Merger, an increase in acquisition, integration and restructuring costs and an increase in amortization of intangible assets acquired in connection with the Merger.

Operating income increased during fiscal year 2020, compared to the prior year, primarily due to broad based growth, decreases in the amortization of intangible assets and transaction-related expenses. These increases were offset by the impact of COVID-19 related incremental costs associated with allowances for doubtful accounts and higher salary and employee related costs. Operating margin in our business decreased due to product mix.

***Interest Expense and Finance Charges, Net***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Interest expense and finance charges, net | $ 157,835 | $ 79,023 | $ 74,225 | 99.7% | 6.5% |
| Percentage of revenue | 0.50% | 0.40% | 0.39% | | |

Amounts recorded in interest expense and finance charges, net, consist primarily of interest expense paid on our Senior Notes (as defined below), our lines of credit and term loans and fees associated with the sale or pledge of accounts receivable through our securitization facilities, offset by income earned on our cash investments.

The increase in our interest expense and finance charges net, during the fiscal year 2021, compared to the prior year, was due to approximately $47 million of acquisition and integration related financing costs primarily related to a commitment for a bridge loan facility obtained in March 2021 which was terminated in conjunction with the Merger and an increase in interest expense related to the issuance of our Senior Notes and higher average outstanding borrowings.

The increase in our interest expense and finance charges net, during the fiscal year 2020, compared to the prior year, was primarily due to increased financing activities related to growth in the business and the planned Separation of Concentrix.

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

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Other income (expense), net | $ 1,102 | $ (6,172) | $ 28,083 | 117.9% | -122.0% |
| Percentage of revenue | 0.00% | (0.03)% | 0.15% | | |

Amounts recorded as other income (expense), net include certain foreign currency transaction gains and losses, investment gains and losses, debt extinguishment gains and losses, and other non-operating gains and losses, such as settlements received from class actions lawsuits and realization of contingent assets.

Other income (expense), net increased during the fiscal year ended November 30, 2021, compared to the prior year, primarily due to a gain on sale of investment.



Table of Contents

Other income (expense), net decreased during the fiscal year ended November 30, 2020, compared to the prior year, primarily due to a gain of $19.0 million upon the settlement of contingent consideration related to our acquisition of Westcon-Comstor Americas in an earlier year and a gain of $11.1 million recorded upon realization of contingent sales-tax assets related to the Westcon-Comstor Americas acquisition recorded in fiscal year 2019. In addition, other income (expense), net in fiscal year 2020 decreased compared to the prior year due to the write-off of $2.2 million of deferred financing costs associated with the $1.2 billion partial prepayment of our term loans on November 30, 2020 in preparation of the Separation on December 1, 2020.

***Provision for Income Taxes***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Provision for income taxes | $ 71,416 | $ 101,609 | $ 111,113 | -29.7% | -8.6% |
| Percentage of income before income taxes | 15.31% | 23.30% | 23.48% | | |

Income taxes consist of our current and deferred tax expense resulting from our income earned in domestic and foreign jurisdictions.

In connection with the Merger, the Company restructured its foreign financing structure, as well as select legal entities in anticipation of legally integrating legacy Tech Data and SYNNEX foreign operations. In addition to the treasury efficiencies, these restructurings resulted in a one-time domestic capital loss which would offset certain domestic capital gains when carried back under United States tax law to tax year 2020, resulting in a tax benefit of approximately $45 million. Our income tax expense decreased during the fiscal year ended November 30, 2021, as compared to the prior year, due to the capital loss carryback benefit, partially offset by an increase in income from continuing operations before income taxes. The effective tax rate for fiscal year 2021 was lower when compared to the prior year due to the capital loss carryback benefit.

Our income tax expense decreased during the fiscal year ended November 30, 2020, as compared to the prior year, due to the decrease in our effective tax rate. The effective tax rate for fiscal year 2020 was lower compared to the prior year, due to the benefit from the exercise of employee stock options and the reversal of a reserve for uncertain tax positions. The comparative decrease in the effective tax rate for fiscal year 2020 was partially offset by the favorable impact of a nontaxable contingent consideration gain recorded in the prior year period related to the fiscal year 2017 Westcon-Comstor Americas acquisition.

***Discontinued Operations***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Income from discontinued operations, net of taxes | $ - | $ 194,622 | $ 138,538 | -100.0% | 40.5% |
| Percentage of revenue | 0.00% | 0.97% | 0.73% | | |

Income from discontinued operations includes net income from Concentrix during the fiscal years ended November 30, 2020 and 2019, prior to the Separation on December 1, 2020.

See Note 5 - Discontinued Operations of the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report for further details.



Table of Contents

**Liquidity and Capital Resources**

***Cash Conversion Cycle***

| | | Three Months Ended | | |
|---|---|---|---|---|
| | | November 30, 2021 | November 30, 2020 | November 30, 2019 |
| | | (Amounts in thousands) | | |
| **Days sales outstanding ("DSO")** | | | | |
| Revenue | (a) | $ 15,611,266 | 6,118,836 | 5,374,241 |
| Accounts receivable, net | (b) | 8,310,032 | 2,791,703 | 2,995,610 |
| Days sales outstanding | (c) = ((b)/(a))*the number of days during the period | 48 | 42 | 51 |
| **Days inventory outstanding ("DIO")** | | | | |
| Cost of revenue | (d) | $ 14,668,096 | 5,752,179 | 5,036,301 |
| Inventories | (e) | 6,642,915 | 2,684,076 | 2,546,115 |
| Days inventory outstanding | (f) = ((e)/(d))*the number of days during the period | 41 | 42 | 46 |
| **Days payable outstanding ("DPO")** | | | | |
| Cost of revenue | (g) | $ 14,668,096 | $ 5,752,179 | $ 5,036,301 |
| Accounts payable | (h) | 12,034,946 | 3,751,240 | 3,104,886 |
| Days payable outstanding | (i) = ((h)/(g))*the number of days during the period | 75 | 59 | 56 |
| **Cash conversion cycle ("CCC")** | (j) = (c)+(f)-(i) | 14 | 25 | 41 |

***Cash Flows***

Our business is working capital intensive. Our working capital needs are primarily to finance accounts receivable and inventory. We rely heavily on term loans, accounts receivable arrangements, our securitization programs, our revolver programs and trade credit from vendors for our working capital needs. We have financed our growth and cash needs to date primarily through cash generated from operations and financing activities. As a general rule, when sales volumes are increasing, our net investment in working capital dollars typically increases, which generally results in decreased cash flow generated from operating activities. Conversely, when sales volumes decrease, our net investment in working capital dollars typically decreases, which generally results in increases in cash flows generated from operating activities. We calculate CCC as days of the last fiscal quarter's revenue outstanding in accounts receivable plus days of supply on hand in inventory, less days of the last fiscal quarter's cost of revenue outstanding in accounts payable. Our CCC was 14 days, 25 days and 41 days at the end of fiscal years 2021, 2020 and 2019, respectively. The decrease in fiscal year 2021, compared to fiscal year 2020, was primarily due to our DPO, which was impacted by the timing of payments of accounts payable in our business including the impact of the Merger. The decrease in fiscal year 2020, compared to fiscal year 2019, was primarily due to efficient collections of accounts receivable and faster turnover of our inventories in the Company and the timing of payments of accounts payable in our business.

To increase our market share and better serve our customers, we may further expand our operations through investments or acquisitions. We expect that such expansion would require an initial investment in working capital, personnel, facilities and operations. These investments or acquisitions would likely be funded primarily by our existing cash and cash equivalents, additional borrowings, or the issuance of securities.

Our Consolidated Statements of Cash Flows include both continuing and discontinued operations. See Note 5 - Discontinued Operations of the Consolidated Financial Statements for further details.

*Operating Activities*

Net cash provided by operating activities was $810 million during fiscal year 2021, primarily due to net income and an increase in accounts payable due to the timing of payments, including the impact of the Merger. These cash inflows were partially offset by an increase in inventory and accounts receivable driven by growth in our business, including the impact of the Merger.

Net cash provided by operating activities was $1.834 billion during fiscal year 2020, primarily due to net income and cash inflows from an increase in accounts payable and changes in other operating assets and liabilities primarily reflecting efficient



Table of Contents

working capital management in our business, and a decrease in DSO in our business of approximately 9 days from the end of fiscal year 2019 largely due to the impact of COVID-19. These items were partially offset by an increase in inventories driven by growth in our larger projects and integration-based server solutions.

Net cash provided by operating activities was $550 million during fiscal year 2019, primarily due to net income, an increase in accounts payable and a net change in other operating assets and liabilities. These cash inflows were partially offset by an increase in accounts receivable and receivables from vendors, and an increase in inventories. The increase in accounts receivable, including receivables from vendors, inventories and accounts payable was driven by growth in our business.

The significant components of our investing and financing cash flow activities are listed below.

*Investing Activities*

2021

- $907.1 million in net cash paid related to the Merger.
- $54.9 million related to infrastructure investments.

2020

- $198.0 million related to infrastructure investments.
- $5.6 million of cash paid related to the settlement of employee stock-based awards assumed under the Convergys acquisition, being paid in accordance with the original vesting schedule.

2019

- $137.4 million related to infrastructure investments.
- $9.4 million of cash paid related to the settlement of employee stock-based awards assumed under the Convergys acquisition.

*Financing Activities*

2021

- Proceeds of $2.5 billion for issuance of Senior Notes to finance the Merger.
- Repayment of approximately $2.6 billion of debt of Tech Data paid off substantially concurrent with the closing of the Merger.
- $149.9 million net transfer of cash and cash equivalents to Concentrix in connection with the Separation.
- Dividends of $50.3 million paid.

- Debt issuance costs of $42.3 million paid.

2020

- Net repayments of $262.6 million under our borrowing arrangements.
- Dividends of $20.8 million paid.

2019

- Net repayments of $521.4 million under our borrowing arrangements.
- $76.6 million of dividend payments.
- $15.2 million of repurchases of our common stock.
- $14.0 million in cash was used to pay contingent consideration related to our Westcon-Comstor Americas acquisition.



Table of Contents

We believe our current cash balances, cash flows from operations and credit availability are sufficient to support our operating activities for at least the next twelve months.

***Capital Resources***

Our cash and cash equivalents totaled $994.0 million and $1.4 billion as of November 30, 2021 and 2020, respectively. Our cash and cash equivalents held by international subsidiaries are no longer subject to U.S. federal tax on repatriation into the United States. Repatriation of some foreign balances is restricted by local laws. Historically, we have fully utilized and reinvested all foreign cash to fund our foreign operations and expansion. If in the future our intentions change, and we repatriate the cash back to the United States, we will report in our consolidated financial statements the impact of state and withholding taxes depending upon the planned timing and manner of such repatriation. Presently, we believe we have sufficient resources, cash flow and liquidity within the United States to fund current and expected future working capital, investment and other general corporate funding requirements.

We believe that our available cash and cash equivalents balances, the cash flows expected to be generated from operations and our existing sources of liquidity, will be sufficient to satisfy our current and planned working capital and investment needs, for the next twelve months in all geographies. We also believe that our longer-term working capital, planned capital expenditures, anticipated stock repurchases, dividend payments and other general corporate funding requirements will be satisfied through cash flows from operations and, to the extent necessary, from our borrowing facilities and future financial market activities.

Historically, we have renewed our accounts receivable securitization program and our parent company credit facilities on, or prior to, their respective expiration dates. We have no reason to believe that these and other arrangements will not be renewed or replaced as we continue to be in good credit standing with the participating financial institutions. We have had similar borrowing arrangements with various financial institutions throughout our years as a public company.

***On-Balance Sheet Arrangements***

*TD SYNNEX United States accounts receivable securitization agreement*

In the United States, we have an accounts receivable securitization program to provide additional capital for our operations (the "U.S. AR Arrangement"). Under the terms of the U.S. AR Arrangement, that, prior to the December 2021 amendment described below, was scheduled to expire in May 2022, our subsidiary that is the borrower under this facility could borrow up to a maximum of $650 million based upon eligible trade accounts receivable. The effective borrowing cost under the U.S. AR Arrangement was a blended rate based upon the composition of the lenders, that included prevailing dealer commercial paper rates and a rate based upon LIBOR. In addition, a program fee payable on the used portion of the lenders' commitment, accrued at 1.25% per annum in the case of lender

groups who funded their advances based on prevailing commercial paper rates, and 1.30% per annum in the case of lender groups who funded their advances based on LIBOR (subject to a 0.50% per annum floor). A facility fee was payable on the adjusted commitment of the lenders, to accrue at different tiers ranging between 0.35% per annum and 0.45% per annum depending on the amount of outstanding advances from time to time.

Under the terms of the U.S. AR Arrangement, we and certain of our U.S. subsidiaries sell, on a revolving basis, our receivables to a wholly-owned, bankruptcy-remote subsidiary. The borrowings are funded by pledging all of the rights, title and interest in the receivables acquired by our bankruptcy-remote subsidiary as security. Any amounts received under the U.S. AR Arrangement are recorded as debt on our Consolidated Balance Sheets.

On December 22, 2021, we and our subsidiaries that are party to the U.S. AR Arrangement amended the U.S. AR Arrangement to extend the maturity date to December 2024 and increase the lending commitment to $1.5 billion. Further, the effective borrowing cost under the U.S. AR Arrangement was also modified through adjustments to the (i) program fee payable on the used portion of the lenders' commitment, which now accrues at 0.75% per annum and (ii) facility fee payable on the adjusted commitment of the lenders, which now accrues at different tiers ranging between 0.30% per annum and 0.40% per annum depending on the amount of outstanding advances from time to time.



Table of Contents

*SYNNEX United States credit agreement*

Prior to the Merger, in the United States, we had a senior secured credit agreement (as amended, the "U.S. Credit Agreement") with a group of financial institutions. The U.S. Credit Agreement included a $600 million commitment for a revolving credit facility and a term loan in the original principal amount of $1.2 billion. Interest on borrowings under the U.S. Credit Agreement was based on LIBOR or a base rate at our option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 2.00% and the margin for base rate loans ranged from 0.25% to 1.00%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) the Federal Funds Rate, plus a margin of 0.5%, (b) the rate of interest announced, from time to time, by the agent, Bank of America, N.A., as its "prime rate," and (c) the Eurodollar Rate, plus 1.0%. The unused revolving credit facility commitment fee ranged from 0.175% to 0.30% per annum. The margins above the applicable interest rates and the revolving commitment fee for revolving loans were based on our consolidated leverage ratio, as calculated under the U.S. Credit Agreement. Our obligations under the U.S. Credit Agreement were secured by substantially all of the parent company's and our United States domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Term Loan Credit Agreement (defined below) pursuant to an intercreditor agreement and were guaranteed by certain of our United States domestic subsidiaries. The U.S. Credit Agreement was originally scheduled to mature in September 2022, however the U.S. Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).

*SYNNEX United States term loan credit agreement*

Prior to the Merger, in the United States we had a senior secured term loan credit agreement (the "U.S. Term Loan Credit Agreement") with a group of financial institutions in the original principal amount of $1.8 billion. The remaining outstanding principal was payable on maturity. Interest on borrowings under the U.S. Term Loan Credit Agreement were based on LIBOR or a base rate at our option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 1.75% and the margin for base rate loans ranged from 0.25% to 0.75%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) 0.5% plus the greater of (x) the Federal Funds Rate in effect on such day and (y) the overnight bank funding rate in effect on such day, (b) the Eurodollar Rate plus 1.0% per annum, and (c) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate" in the U.S. During the period in which the term loans were available to be drawn, we paid term loan commitment fees. The margins above our applicable interest rates and the term loan commitment fee were based on our consolidated leverage ratio as calculated under the U.S. Term Loan Credit Agreement. Our obligations under the U.S. Term Loan Credit Agreement were secured by substantially all of our and certain of our domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Credit Agreement pursuant to an intercreditor agreement,

and were guaranteed by certain of our domestic subsidiaries. The U.S. Term Loan Credit Agreement was originally scheduled to mature in October 2023, however the U.S. Term Loan Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).

*TD SYNNEX credit agreement*

In connection with the Merger Agreement, we entered into a credit agreement, dated as of April 16, 2021 (the "TD SYNNEX Credit Agreement") with the lenders party thereto and Citibank, N.A., as agent, pursuant to which we received commitments for the extension of a senior unsecured revolving credit facility not to exceed an aggregate principal amount of $3.5 billion, which revolving credit facility (the "TD SYNNEX revolving credit facility") may, at our request but subject to the lenders' discretion, potentially be increased by up to an aggregate amount of $500 million. The TD SYNNEX Credit Agreement also includes a senior unsecured term loan (the "TD SYNNEX term loan" and, together with the TD SYNNEX revolving credit facility, the "TD SYNNEX credit facilities") in an aggregate principal amount of $1.5 billion, that was fully funded in connection with the closing of the Merger. The borrower under the TD SYNNEX credit facilities is the Company. There are no guarantors of the TD SYNNEX credit facilities. The maturity of the TD SYNNEX credit facilities is on the fifth anniversary of the September 2021 closing date, to occur in September 2026, subject in the case of the revolving credit facility, to two one-year extensions upon our prior notice to the lenders and the agreement of the lenders to extend such maturity date.

The outstanding principal amount of the TD SYNNEX term loan is payable in quarterly installments in an amount equal to 1.25% of the original $1.5 billion principal balance commencing on the last day of the first full fiscal quarter after the closing date of the TD SYNNEX credit facilities, with the outstanding principal amount of the term loans due in full on the maturity date. Loans borrowed under the TD SYNNEX Credit Agreement bear interest, in the case of LIBOR (or successor) rate loans, at a per annum rate equal to the applicable LIBOR (or successor) rate, plus the applicable margin, which may range from 1.125% to 1.75%, based on our public debt rating (as defined in the TD SYNNEX Credit Agreement). The applicable margin on base rate loans is 1.00% less than the corresponding margin on LIBOR (or successor rate) based loans. In addition to these borrowing rates, there is a commitment fee that ranges from 0.125% to 0.300% on any unused commitment under the TD SYNNEX revolving credit facility based on our public debt rating. As of November 30, 2021, the effective interest rate for the term loan was 1.49%.

The TD SYNNEX Credit Agreement contains various loan covenants that are customary for similar facilities for similarly rated borrowers that restrict our ability to take certain actions. The TD SYNNEX Credit Agreement also contains financial covenants that require compliance with a maximum debt to EBITDA ratio and a minimum interest coverage ratio, in each case tested on the last day of each fiscal quarter commencing with the first full fiscal quarter to occur after the closing date of the TD SYNNEX credit facilities.



Table of Contents

The TD SYNNEX Credit Agreement also contains various customary events of default, including with respect to a change of control of the Company.

On March 22, 2021, we had entered into a debt commitment letter (the "Commitment Letter"), under which Citigroup Global Markets Inc. and certain other financing institutions joining thereto pursuant to the terms thereof committed to provide (i) a $1.5 billion senior unsecured term bridge facility (the "Term Loan A Bridge Facility"), (ii) a $2.5 billion senior unsecured term bridge facility (the "Bridge Facility") and (iii) a $3.5 billion senior unsecured revolving bridge facility (the "Bridge Revolving Facility"), subject to the satisfaction of certain customary closing conditions. On April 16, 2021, (i) the $1.5 billion commitment with respect to the Term Loan A Bridge Facility under the Commitment Letter and (ii) the $3.5 billion commitment with respect to the Bridge Revolving Facility under the Commitment Letter were reduced to zero, in each case, as a result of us entering into the TD SYNNEX Credit Agreement; and on August 9, 2021 the Bridge Facility was reduced to zero as a result of the issuance of the TD SYNNEX Senior Notes described below.

*TD SYNNEX Senior Notes*

On August 9, 2021, we completed our offering of $2.5 billion aggregate principal amount of senior unsecured notes, consisting of $700.0 million of 1.25% senior notes due 2024, $700.0 million of 1.75% senior notes due 2026, $600.0 million of 2.375% senior notes due 2028, and $500.0 million of 2.65% senior notes due 2031 (collectively, the "Senior Notes," and such offering, the "Senior Notes Offering"). We incurred $19.6 million towards issuance costs for the Senior Notes. We will pay interest semi-annually on the notes on each of February 9 and August 9, beginning February 9, 2022. The net proceeds from this offering were used to fund a portion of the aggregate cash consideration payable in connection with the Merger, refinance certain of our existing indebtedness and pay related fees and expenses and for general corporate purposes.
The interest rate payable on each series of the Senior Notes will be subject to adjustment from time to time if the credit rating assigned to such series of Senior Notes is downgraded (or downgraded and subsequently upgraded). We may redeem the Senior Notes, at any time in whole or from time to time in part, prior to (i) August 9, 2022 (the "2024 Par Call Date") in the case of the 2024 Senior Notes, (ii) July 9, 2026 (the "2026 Par Call Date") in the case of the 2026 Senior Notes, (iii) June 9, 2028 (the "2028 Par Call Date") in the case of the 2028 Senior Notes, and (iv) May 9, 2031 in the case of the 2031 Senior Notes (the "2031 Par Call Date" and, together with the 2024 Par Call Date, the 2026 Par Call Date and the 2028 Par Call Date, each, a "Par Call Date" and together, the "Par Call Dates"), at a redemption price equal to the greater of (x) 100% of the aggregate principal amount of the applicable Senior Notes to be redeemed and (y) the sum of the present values of the remaining scheduled payments of the principal and interest on the Senior Notes, discounted to the date of redemption on a semi-annual basis at a rate equal to the sum of the applicable treasury rate plus 15 basis points for the 2024 Senior Notes, 20 basis points for the 2026 Senior Notes and 25 basis points for the 2028 Senior Notes and 2031 Senior Notes, plus in each case, accrued and unpaid interest thereon to, but excluding, the redemption date. We may also redeem the Senior Notes of any series at our option, at any time in whole or from time to time in part, on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed.

*Other borrowings and term debt*

We have various other committed and uncommitted lines of credit with financial institutions at certain locations outside the United States, accounts receivable securitization arrangements, factoring of accounts receivable with recourse provisions, capital leases, a building mortgage, short-term loans, term loans, credit facilities, and book overdraft facilities, totaling approximately $635.5 million in borrowing capacity as of November 30, 2021. Most of these facilities are provided on an unsecured, short-term basis and are reviewed periodically for renewal. Interest rates and other terms of borrowing under these lines of credit vary by country, depending on local market conditions. There was $106.3 million outstanding on these facilities at November 30, 2021, at a weighted average interest rate of 4.59%, and there was $57.9 million outstanding at November 30, 2020, at a weighted average interest rate of 1.03%. Borrowings under these lines of credit facilities are guaranteed by the Company or secured by eligible accounts receivable.

At November 30, 2021, we were also contingently liable for reimbursement obligations with respect to issued standby letters of credit in the aggregate outstanding amount of $104.7 million. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions.

The maximum commitment amounts for local currency credit facilities have been translated into United States Dollars at November 30, 2021 exchange rates.

***Off-Balance Sheet Arrangements***

We have financing programs under which trade accounts receivable owed by certain customers may be sold to financial institutions. Available capacity under these programs is dependent upon the level of our trade accounts receivable eligible to be sold into these programs and the financial institutions' willingness to purchase such receivables. In addition, certain of these programs also require that we continue to service, administer and collect the sold accounts receivable. At November 30, 2021 and 2020, we had a total of $759.9 million and $21.4 million, respectively, of trade accounts receivable sold to and held by the financial institutions under

these programs. Discount fees for these programs in the years ended November 30, 2021, 2020 and 2019 totaled $4.7 million, $3.2 million and $2.3 million, respectively.

***Covenant Compliance***

Our credit facilities have a number of covenants and restrictions that require us to maintain specified financial ratios. They also limit our ability to incur additional debt, create liens, enter into agreements with affiliates, modify the nature of our business, and merge or consolidate. As of November 30, 2021, we were in compliance with all current and material covenants for the above arrangements.

**Contractual Obligations**

We are contingently liable under agreements, without expiration dates, to repurchase repossessed inventory acquired by flooring companies as a result of default on floor plan financing arrangements by our customers. There have been no material repurchases through November 30, 2021 under these agreements and we are not aware of any pending customer defaults or repossession obligations. As we do not have access to information regarding the amount of inventory purchased from us still on hand with the customer at any point in time, our repurchase obligations relating to inventory cannot be reasonably estimated. For more information on our third-party revolving short-term financing arrangements, see Note 2 - Summary of Significant Accounting Policies to the Consolidated Financial Statements included in Part II, Item 8 of this Report.

**Related Party Transactions**

We have a business relationship with MiTAC Holdings, a publicly-traded company in Taiwan, which began in 1992 when MiTAC Holdings became our primary investor through its affiliates. As of November 30, 2021 and 2020, MiTAC Holdings and its affiliates beneficially owned approximately 9.5% and 18% of our outstanding common stock, respectively. Mr. Matthew Miau, the Chairman Emeritus of our Board of Directors and a director, is the Chairman of MiTAC Holdings' and a director or officer of MiTAC Holdings' affiliates.

The shares owned by MiTAC Holdings are held by the following entities:

| | As of November 30, 2021 (shares in thousands) |
|---|---|
| MiTAC Holdings(1) | 5,300 |
| Synnex Technology International Corp.(2) | 3,860 |
| Total | 9,160 |

(1) Shares are held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC Holdings. Excludes 192 shares held directly by Mr. Miau, 217 shares indirectly held by Mr. Miau through a charitable remainder trust, and 190 shares held by his spouse.

(2) Synnex Technology International Corp. ("Synnex Technology International") is a separate entity from us and is a publicly-traded corporation in Taiwan. Shares are held via Peer Development Ltd., a wholly-owned subsidiary of Synnex Technology International. MiTAC Holdings owns a noncontrolling interest of 14.1% in MiTAC Incorporated, a privately-held Taiwanese company, which in turn holds a noncontrolling interest of 15.7% in Synnex Technology International. Neither MiTAC Holdings nor Mr. Miau is affiliated with any person(s), entity, or entities that hold a majority interest in MiTAC Incorporated.

We purchased inventories and services from MiTAC Holdings and its affiliates totaling $199.7 million, $211.9 million and $173.4 million during fiscal years 2021, 2020 and 2019, respectively. Our sales to MiTAC Holdings and its affiliates during fiscal years 2021, 2020 and 2019 totaled $0.6 million, $0.8 million and $0.8 million, respectively. In addition, we made payments of $0.2 million, $0.1 million and $41 thousand to MiTAC Holdings and its affiliates for reimbursement of rent and overhead costs for facilities used by us during the fiscal years ended November 30, 2021, 2020 and 2019, respectively.

Our business relationship with MiTAC Holdings and its affiliates has been informal and is generally not governed by long-term commitments or arrangements with respect to pricing terms, revenue or capacity commitments. We negotiate pricing and other material terms on a case-by-case basis with MiTAC Holdings. We have adopted a policy requiring that material transactions with MiTAC Holdings or its related parties be approved by our Audit Committee, which is composed solely of independent directors. In addition, Mr. Miau's compensation is approved by the Nominating and Corporate Governance Committee, which is also composed solely of independent directors.

Synnex Technology International is a publicly-traded corporation in Taiwan that currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also our competitor. MiTAC Holdings and its affiliates are not restricted from competing with us.

**Recently Issued Accounting Pronouncements**

For a summary of recent accounting pronouncements and the anticipated effects on our consolidated financial statements see Note 2 - Summary of Significant Accounting Policies to the Consolidated Financial Statements, which can be found under Item 8 of this Report.



Table of Contents

**Item 7A.** ***Quantitative and Qualitative Disclosures about Market Risk***

**Foreign Currency Risk**

We are exposed to foreign currency risk in the ordinary course of business. We manage cash flow exposures for our major countries and the foreign currency impact of assets and liabilities denominated in non-functional currencies using a combination of forward contracts. Principal currencies hedged are the Australian dollar, Brazilian real, British pound, Canadian dollar, Chinese yuan, Czech koruna, Danish krone, Euro, Indian rupee, Indonesian rupiah, Japanese yen, Mexican peso, Norwegian krone, Philippine peso, Polish zloty, Singapore dollar, Swedish krona and Swiss franc. We do not hold or issue derivative financial instruments for trading purposes.

In order to provide an assessment of our foreign currency exchange rate risk, we performed an analysis using a value-at-risk ("VaR") model. The VaR model uses a Monte Carlo simulation to generate 1,000 random market price paths. The VaR model determines the potential impact of the fluctuation in foreign exchange rates assuming a one-day holding period, normal market conditions and a 95% confidence level. The model is not intended to represent actual losses but is used as a risk estimation and management tool. Firm commitments, assets and liabilities denominated in foreign currencies were excluded from the model. The estimated maximum potential one-day loss in fair value, calculated using the VaR model, would be approximately $3.8 million and $1.9 million at November 30, 2021 and 2020, respectively. We believe that the hypothetical loss in fair value of our foreign exchange derivatives would be offset by the gains in the value of the underlying transactions being hedged. Actual future gains and losses associated with our derivative positions may differ materially from the analyses performed as of November 30, 2021, due to the inherent limitations associated with predicting the changes in foreign currency exchange rates and our actual exposures and positions.

**Interest Rate Risk**

Our exposure to changes in interest rates relates primarily to our outstanding debt obligations which have floated relative to major interest rate benchmarks. We are most sensitive to fluctuations in U.S. interest rates, changes which affect the costs associated with hedging and interest paid on our debt.

To manage interest rate risk on the U.S. dollar-denominated floating-rate debt, we have entered into interest rate swaps with aggregate notional amounts of $1.5 billion and $1.6 billion as of November 30, 2021 and 2020 respectively, which effectively converted a portion of the floating rate debt to a fixed interest rate. All of our interest rate swaps as of November 30, 2021 are accounted for as cash flow hedges. A 15% variation in our interest rates would not have a material impact on the fair value of our swaps.

The following tables present hypothetical interest expense (after considering the impact of the above mentioned swaps) for the years ended November 30, 2021 and 2020, arising from hypothetical parallel shifts in the respective countries' yield curves, of plus or minus 5%, 10% and 15% related to our outstanding borrowings with variable interest rates.

| (amounts in thousands) | Interest Expense Given an Interest Rate Decrease by X Percent | | | Actual Interest Expense Assuming No Change in Interest Rate | Interest Expense Given an Interest Rate Increase by X Percent | | |
|---|---|---|---|---|---|---|---|
| | 15% | 10% | 5% | | 5% | 10% | 15% |
| Total for the year ended November 30, 2021 | $ 145,711 | $ 146,064 | $ 146,415 | $ 146,768 | $ 147,121 | $ 147,472 | $ 147,825 |
| Total for the year ended November 30, 2020 | 114,785 | 115,253 | 115,720 | 116,188 | 116,655 | 117,123 | 117,591 |

**Equity Price Risk**

The equity price risk associated with our marketable equity securities as of November 30, 2021 and 2020 is not material in relation to our consolidated financial position, results of operations or cash flows. Marketable equity securities include shares of common stock and are recorded at fair market value based on quoted market prices. Gains and losses on marketable equity securities are included in earnings.



Table of Contents

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

**INDEX**


| | Page |
|---|---|
| **Consolidated Financial Statements of TD SYNNEX Corporation** | |
| Management's Report on Internal Control over Financial Reporting | 48 |
| Report of Independent Registered Public Accounting Firm | 49 |
| Consolidated Balance Sheets as of November 30, 2021 and 2020 | 52 |
| Consolidated Statements of Operations for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 53 |
| Consolidated Statements of Comprehensive Income for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 54 |
| Consolidated Statements of Stockholders' Equity for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 55 |
| Consolidated Statements of Cash Flows for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 56 |
| Notes to Consolidated Financial Statements | 57 |
| **Financial Statement Schedule** | |
| Schedule II: Valuation and Qualifying Accounts for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 88 |


Financial statement schedules not listed above are either omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or in the Notes thereto.



Table of Contents

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is 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. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) 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 ours are being made only in accordance with authorizations of management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our 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.

Our evaluation did not include the internal control over financial reporting of Tiger Parent (AP) Corporation, the parent company of Tech Data Corporation ("Tech Data"), which was acquired on September 1, 2021. Total assets and total revenue related to Tech Data excluded from our evaluation represented approximately 40% and 32%, respectively, of the related consolidated financial statement amounts as of and for the fiscal year ended November 30, 2021.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, our management concludes that, as of November 30, 2021, our internal control over financial reporting was effective at the reasonable assurance level based on those criteria.

The effectiveness of our internal control over financial reporting as of November 30, 2021 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears on page 49 of this Report.



Table of Contents

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
TD SYNNEX Corporation:

*Opinions on the* Consolidated Financial Statements *and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of TD SYNNEX Corporation and subsidiaries (the Company) as of November 30, 2021 and 2020, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended November 30, 2021, and the related notes and financial statement Schedule II - Valuation and Qualifying Accounts (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of November 30, 2021, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of November 30, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended November 30, 2021, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of November 30, 2021 based on criteria established in *Internal Control -*

*Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

The Company acquired Tiger Parent (AP) Corporation during 2021, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of November 30, 2021, Tiger Parent (AP) Corporation's internal control over financial reporting associated with 40% of total assets and 32% of total revenue included in the consolidated financial statements of the Company as of and for the year ended November 30, 2021. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Tiger Parent (AP) Corporation.

*Change in Accounting Principle*

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for leases as of December 1, 2019 due to the adoption of Financial Accounting Standards Board's Accounting Standards Codification Topic 842, *Leases*.

*Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, 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 consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

*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



Table of Contents

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.

*Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated 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 consolidated 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 consolidated 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.

*Sufficiency of audit evidence over revenue*

As discussed in Note 13 to the consolidated financial statements, and presented in the consolidated statements of operations, the Company reported revenue of $31,614,170 thousand for the fiscal year ended November 30, 2021.

We identified the evaluation of the sufficiency of audit evidence over revenue as a critical audit matter. The geographical dispersion of distribution and administrative facilities and employees providing revenue generating services required especially subjective auditor judgment in determining the nature and extent of procedures to perform and in evaluating those procedures.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the nature and extent of procedures to be performed over revenue, including the determination of the locations at which those procedures were to be performed. For certain locations we evaluated the design and tested the operating effectiveness of certain internal controls related to the recognition of revenue. For these locations, we then tested samples of revenue transactions during the year by comparing the amounts recognized by the Company to relevant underlying documentation such as contracts, shipping documents, or other third-party evidence. For other locations we performed a software-assisted analysis to test the relationships among revenues, trade receivables and cash. For these locations we also examined a sample of executed agreements, inspected cash receipts, and re-calculated revenue recognized. We investigated a selection of journal entries that were made by the Company to adjust revenue. We evaluated the sufficiency of the audit evidence obtained over revenue by assessing the results of the procedures performed, including the appropriateness of the determination of locations to perform procedures.

*Fair value of acquired intangible assets*

As discussed in Note 3 to the consolidated financial statements, on September 1, 2021, the Company acquired Tiger Parent (AP) Corporation (referenced herein as Tech Data) in a business combination. As a result of the transaction, the Company acquired a customer relationships intangible asset associated with the generation of future income from Tech Data's existing customers and a trade name intangible asset associated with the value of the Tech Data brand name. The acquisition-date fair value of the customer relationships intangible asset and the trade name intangible asset was $3,860,200 thousand and $1,073,700 thousand, respectively, which included amounts related to the Americas and Europe reportable segments.

We identified the evaluation of the acquisition-date fair value measurement of the aforementioned intangible assets, specifically within the Americas and Europe reportable segments, as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate certain assumptions within the discounted cash flow models used to estimate the acquisition-date fair value of these customer relationships and trade name intangible assets. The discounted cash flow models included the following assumptions for which there was limited observable market

information, and the estimated fair value of the related intangible assets was sensitive to possible changes to these assumptions:

- revenue growth rates
- customer attrition rates
- discount rates.





The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's acquisition-date valuation process, including a control related to the development of market participant assumptions. We evaluated the Company's forecasted revenue growth rates from existing Tech Data customers by comparing forecasted revenue growth assumptions to those of the Company's peers and industry reports. We compared the Company's estimates of forecasted revenue growth to Tech Data's actual results to assess the Company's ability to accurately forecast. We evaluated the relevance and reliability of the historical customer attrition rate through inquiries with Company management, reconciliation of revenue to audited financial statements and trend analysis. We compared the assumptions related to revenue growth rates and customer attrition rates to those of a market participant, including consideration of recent similar market transactions. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- evaluating the customer attrition rates by comparing them to Tech Data's historical customer attrition data
- evaluating the discount rates by (i) comparing the inputs of the weighted average cost of capital to available market data for comparable entities and (ii) evaluating the reasonableness of the inputs and assumptions associated with the weighted average return on assets by assessing the methodology used by the Company and performing an independent analysis
- testing the acquisition-date fair value of the customer relationships and the trade name intangible assets using the Company's cash flow forecast and discount rate and comparing the results to the Company's fair value estimate.

/s/ KPMG LLP
We have served as the Company's auditor since 2012.
Santa Clara, California
January 28, 2022





**TD SYNNEX CORPORATION**

**CONSOLIDATED BALANCE SHEETS**
**(currency and share amounts in thousands, except par value)**

| | November 30, 2021 | November 30, 2020 |
|---|---|---|
| **ASSETS** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 993,973 | $ 1,412,016 |
| Accounts receivable, net | 8,310,032 | 2,791,703 |
| Receivables from vendors, net | 1,118,963 | 286,327 |
| Inventories | 6,642,915 | 2,684,076 |

| | | |
|---|---|---|
| Other current assets | 668,261 | 173,940 |
| Current assets of discontinued operations | - | 1,421,065 |
| Total current assets | 17,734,144 | 8,769,127 |
| Property and equipment, net | 483,443 | 157,645 |
| Goodwill | 3,917,276 | 423,885 |
| Intangible assets, net | 4,913,124 | 186,047 |
| Other assets, net | 618,393 | 177,706 |
| Noncurrent assets of discontinued operations | - | 3,754,180 |
| Total assets | $ 27,666,380 | $ 13,468,590 |
| **LIABILITIES AND EQUITY** | | |
| **Current liabilities:** | | |
| Borrowings, current | $ 181,256 | $ 124,958 |
| Accounts payable | 12,034,946 | 3,751,240 |
| Other accrued liabilities | 2,017,253 | 768,054 |
| Current liabilities of discontinued operations | - | 985,840 |
| Total current liabilities | 14,233,455 | 5,630,092 |
| Long-term borrowings | 3,955,176 | 1,496,700 |
| Other long-term liabilities | 556,134 | 130,296 |
| Deferred tax liabilities | 1,015,640 | 5,836 |
| Noncurrent liabilities of discontinued operations | - | 1,866,807 |
| Total liabilities | 19,760,405 | 9,129,730 |
| Commitments and contingencies (Note 18) | | |
| Stockholders' equity: | | |
| Preferred stock, $0.001 par value, 5,000 shares authorized, no shares issued or outstanding | - | - |
| Common stock, $0.001 par value, 200,000 shares authorized, 98,204 and 53,671 shares issued as of November 30, 2021 and 2020, respectively | 98 | 54 |
| Additional paid-in capital | 7,271,337 | 1,591,536 |
| Treasury stock, 2,633 and 2,538 shares as of November 30, 2021 and 2020, respectively | (201,139) | (191,216) |
| Accumulated other comprehensive loss | (336,194) | (194,571 |
| Retained earnings | 1,171,873 | 3,133,058 |
| Total stockholders' equity | 7,905,975 | 4,338,860 |
| Total liabilities and equity | $ 27,666,380 | $ 13,468,590 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF OPERATIONS**
**(currency and share amounts in thousands, except per share amounts)**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Revenue | $ 31,614,169 | $ 19,977,150 | $ 19,069,970 |
| Cost of revenue | (29,724,635) | (18,783,292) | (17,912,711) |
| Gross profit | 1,889,534 | 1,193,858 | 1,157,258 |
| Acquisition, integration and restructuring costs | (112,150) | (7,414) | (981) |
| Selling, general and administrative expenses | ) | (665,102) | (636,849 |

| | | | |
|---|---|---|---|
| Operating income | 623,218 | 521,341 | 519,429 |
| Interest expense and finance charges, net | (157,835) | (79,023) | (74,225 |
| Other income (expense), net | 1,102 | (6,172) | 28,083 |
| Income from continuing operations before income taxes | 466,485 | 436,146 | 473,287 |
| Provision for income taxes | (71,416) | (101,609) | (111,113) |
| Income from continuing operations | 395,069 | 334,538 | 362,174 |
| Income from discontinued operations, net of taxes | - | 194,622 | 138,538 |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Earnings per common share: | | | |
| Basic | | | |
| Continuing operations | $ 6.28 | $ 6.50 | $ 7.08 |
| Discontinued operations | - | 3.78 | 2.71 |
| Net income | $ 6.28 | $ 10.28 | $ 9.79 |
| Diluted | | | |
| Continuing operations | $ 6.24 | $ 6.46 | $ 7.05 |
| Discontinued operations | - | 3.76 | 2.69 |
| Net income | $ 6.24 | $ 10.21 | $ 9.74 |
| Weighted-average common shares outstanding: | | | |
| Basic | 62,239 | 50,900 | 50,669 |
| Diluted | 62,698 | 51,237 | 50,936 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
**(currency in thousands)**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Other comprehensive income (loss): | | | |
| Change in unrealized losses of defined benefit plans, net of taxes of $0, $3,749 and $5,909 for fiscal years ended November 30, 2021, 2020 and 2019, respectively. | - | (8,500) | (27,312 |
| Reclassification of net (gains) losses to net income, net of tax of $0 for fiscal years ended November 30, 2021, 2020 and 2019. | - | (300) | 1,791 |
| Total change in unrealized losses of defined benefit plans, net of taxes | - | (8,800) | (25,521 |
| Unrealized gains (losses) on cash flow hedges during the period, net of tax (expense) benefit of ($2,155), $3,981 and $15,083 for fiscal years ended November 30, 2021, 2020 and 2019, respectively. | 8,747 | (16,405) | (52,714) |
| Reclassification of net (gains) losses on cash flow hedges to net income, net of tax (benefit) expense of ($10,278), ($880) and $3,792 for fiscal years ended November 30, 2021, 2020 and 2019, respectively. | 31,837 | 3,190 | (11,138 |
| Total change in unrealized gains (losses) on cash flow hedges, net of taxes | 40,584 | (13,215) | (63,852) |

| | | | |
|---|---|---|---|
| Foreign currency translation adjustments, net of tax (expense) benefit of ($635), $603 and $1,767 for fiscal years ended November 30, 2021, 2020 and 2019, respectively | (186,020) | 36,521 | 8,539 |
| Other comprehensive income (loss) | (145,436) | 14,506 | (80,834) |
| Comprehensive income | $ 249,633 | $ 543,666 | $ 419,87 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**
**(currency and share amounts in thousands)**

| | Common stock | | | Treasury stock | | | | |
|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Additional paid-in capital | Shares | Amount | Accumulated other comprehensive income (loss) | Retained earnings | Total stockholders' equity |
| Balances, November 30, 2018 | 52,861 | $ 53 | $1,512,201 | 2,167 | $(149,533 | $ (126,288 | $ 2,198,621 | $ 3,435,054 |
| Share-based compensation | - | - | 27,959 | - | - | - | - | 27,959 |
| Issuance of common stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes | 293 | - | 5,367 | 72 | (7,911 | - | - | (2,544 |
| Repurchases of common stock | - | - | - | 160 | (15,184 | - | - | (15,184 |
| Cash dividends declared | - | - | - | - | - | - | (76,607 ) | (76,607 |
| Other comprehensive income (loss) | - | - | - | - | - | (80,834 | - | (80,834 |
| Cumulative effect of changes in accounting principles | - | - | - | - | - | (1,955 | 1,955 | - |
| Stock issuance costs (related to the Convergys acquisition in fiscal year 2018) | - | - | (107) | - | - | - | - | (107 |
| Net income | - | - | - | - | - | - | 500,712 | 500,712 |
| Balances, November 30, 2019 | 53,154 | 53 | 1,545,421 | 2,399 | (172,627 | (209,077 | 2,624,680 | 3,788,450 |
| Share-based compensation | - | - | 33,202 | - | - | - | - | 33,202 |
| Issuance of common stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes | 517 | 1 | 12,913 | 104 | (15,184 | - | - | (2,270 |
| Repurchases of common stock | - | - | - | 35 | (3,405 | - | - | (3,405 |
| Cash dividends declared | - | - | - | - | - | - | (20,782 ) | (20,782 |
| Other comprehensive income (loss) | - | - | - | - | - | 14,506 | - | 14,506 |
| Net income | - | - | - | - | - | - | 529,160 | 529,160 |
| Balances, November 30, 2020 | 53,671 | 54 | 1,591,536 | 2,538 | (191,216 | (194,571 | 3,133,058 | 4,338,860 |
| Separation of Concentrix | - | - | - | - | - | 3,813 | (2,305,982) | (2,302,169) |
| Share-based compensation | - | - | 53,192 | - | - | - | - | 53,192 |
| Issuance of common stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes | 533 | - | 12,789 | 95 | (9,923 | - | - | 2,866 |
| Cash dividends declared | - | - | - | - | - | - | (50,272 ) | (50,272 |
| Other comprehensive income (loss) | - | - | - | - | - | (145,436 | - | (145,436 |
| Issuance of common stock on Tech Data merger, net of issuance costs | 44,000 | 44 | 5,613,820 | - | - | - | - | 5,613,864 |
| Net income | - | - | - | - | - | - | 395,069 | 395,069 |
| Balances, November 30, 2021 | 98,204 | $ 98 | $7,271,337 | 2,633 | $(201,139 | $ (336,194 | $ 1,171,873 | $ 7,905,975 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(currency in thousands)**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | **2021** | **2020** | **2019** |
| **Cash flows from operating activities:** | | | |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 151,664 | 341,637 | 372,108 |
| Share-based compensation | 53,192 | 33,202 | 27,959 |
| Provision for doubtful accounts | (7,544) | 49,281 | 34,911 |
| Deferred income taxes | (322) | (48,992) | (18,189) |
| Contingent consideration | - | - | (19,034) |
| Unrealized foreign exchange losses | 6,480 | 6,406 | 1,521 |
| Impairment of long-lived assets | 22,166 | - | - |
| Convertible debt conversion option fair value and extinguishment losses | - | - | 1,559 |
| Other | 2,629 | 12,158 | 9,719 |
| Changes in operating assets and liabilities, net of the impact of Concentrix separation and acquisition of businesses: | | | |
| Accounts receivable, net | (517,224) | 12,691 | (326,681) |
| Receivables from vendors, net | (113,602) | 79,842 | (26,389) |
| Inventories | (1,030,110) | (128,786) | (153,134) |
| Accounts payable | 1,854,887 | 685,014 | 98,392 |
| Other operating assets and liabilities | (7,498) | 262,753 | 46,465 |
| Net cash provided by operating activities | 809,787 | 1,834,366 | 549,919 |
| **Cash flows from investing activities:** | | | |
| Purchases of property and equipment | (54,892) | (197,965) | (137,423) |
| Acquisition of businesses, net of cash acquired | (907,093) | (5,560) | (9,427) |
| Other | 9,637 | (5,970) | 13 |
| Net cash used in investing activities | (952,348) | (209,495) | (146,837) |
| **Cash flows from financing activities:** | | | |
| Proceeds from borrowings | 775,552 | 5,157,157 | 7,503,598 |
| Repayments of borrowings | (3,425,002) | (5,411,247) | (8,024,961) |
| Dividends paid | (50,272) | (20,782) | (76,607) |
| Increase (decrease) in book overdraft | 566 | (2,627) | (1,908) |
| Repurchases of common stock | - | (3,405) | (15,184) |
| Proceeds from issuance of common stock | 12,789 | 12,913 | 5,367 |
| Repurchases of common stock for tax withholdings on equity awards | (9,923) | (15,184) | (7,911) |
| Net transfer of cash and cash equivalents to Concentrix | (149,948) | - | - |
| Settlement of contingent consideration | - | - | (13,966) |
| Proceeds from issuance of Bonds | 2,500,000 | - | - |
| Cash paid for debt issuance costs | (42,254) | (8,521) | (22) |
| Other | (4,128) | - | (107) |
| Net cash used in financing activities | (392,620) | (291,696) | (631,701) |
| Effect of exchange rate changes on cash, cash equivalents and restricted cash | (38,776) | 4,545 | (2,265) |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (573,957) | 1,337,721 | (230,884) |
| Cash, cash equivalents and restricted cash at beginning of year | 1,568,870 | 231,149 | 462,033 |
| Cash, cash equivalents and restricted cash at end of year | $ 994,913 | $ 1,568,870 | $ 231,149 |
| **Supplemental disclosures of cash flow information:** | | | |
| Interest paid on borrowings | $ 116,983 | $ 120,896 | $ 156,261 |
| Income taxes paid | $ 173,547 | $ 179,707 | $ 236,493 |
| **Supplemental disclosure of non-cash investing and financing activities:** | | | |
| Issuance of stock to acquire business | $ 5,614,400 | - | - |
| Net assets transferred to Concentrix | $ 2,322,598 | - | - |

(Amounts may not add due to rounding)
The accompanying Notes are an integral part of these Consolidated Financial Statements.





**TD SYNNEX CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**(currency and share amounts in thousands unless otherwise noted, except per share amounts)**

## NOTE 1-ORGANIZATION AND BASIS OF PRESENTATION:

TD SYNNEX Corporation (together with its subsidiaries, herein referred to as "SYNNEX", "TD SYNNEX" or the "Company") is a leading global provider of a comprehensive range of distribution, systems design and integration solutions for the technology industry, headquartered in Fremont, California and Clearwater, Florida and has operations in North and South America, Europe and Asia-Pacific and Japan.

On December 1, 2020, the Company completed the previously announced separation of its customer experience services business (the "Separation"), in a tax-free transaction for federal income tax purposes, which was accomplished by the distribution of one hundred percent of the outstanding common stock of Concentrix Corporation ("Concentrix"). SYNNEX stockholders received one share of Concentrix common stock for every share of SYNNEX common stock held at the close of business on the record date. The Company distributed 51,602 shares of Concentrix common stock to its stockholders. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, SYNNEX does not beneficially own any shares of Concentrix' common stock. Beginning December 1, 2020, the Company no longer consolidates Concentrix within its financial results or reflects the financial results of Concentrix within its continuing results of operations.

The financial results of Concentrix for the years ended November 30, 2020 and 2019 are presented as income from discontinued operations, net of taxes on the Consolidated Statements of Operations and its assets and liabilities as of November 30, 2020 are presented as discontinued operations in the Consolidated Balance Sheets. The historical statements of comprehensive income, cash flows and the balances in stockholders' equity have not been revised to reflect the effect of the Separation. For further information on discontinued operations, see Note 5 - Discontinued Operations. Unless noted otherwise, discussion in the Notes to the Consolidated Financial Statements pertain to continuing operations.

In connection with the Separation, the Company and Concentrix have entered into a separation and distribution agreement as well as various other agreements that provide a framework for the relationships between the parties going forward, including among others an employee matters agreement, a tax matters agreement, and a commercial agreement, pursuant to which Concentrix will continue to provide services to SYNNEX following the Separation.

On March 22, 2021, SYNNEX entered into an agreement and plan of merger (the "Merger Agreement") which provided that legacy SYNNEX Corporation would acquire legacy Tech Data Corporation, a Florida corporation ("Tech Data") through a series of mergers, which would result in Tech Data becoming an indirect subsidiary of TD SYNNEX Corporation. (collectively, the "Merger"). On September 1, 2021, pursuant to the terms of the Merger Agreement, the Company acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for consideration of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation's sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX valued at approximately $5.61 billion. The combined company is referred to as TD SYNNEX. References to the "Company" indicate TD SYNNEX for periods after the Merger and SYNNEX for periods prior to the Merger.

Certain columns and rows may not add due to the use of rounded numbers.

## NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

### Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. The Company evaluates these estimates on a regular basis and bases them on historical experience and on various assumptions that the Company believes are reasonable. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and work force participation and created volatility and disruption of financial markets, the impact of which was most acute during the second quarter of fiscal year 2020. Despite improvements in the global economy since the onset of the pandemic, the emergence of the Delta and Omicron variants and other mutations bring uncertainty to continued economic recovery. As a result, the Company cannot at this time accurately predict what effects these conditions will have on its operations and financial condition, including due to the uncertainties relating to the severity and duration of the pandemic, the effect on its customers and customer demand and the length of the restrictions and closures imposed by various governments. Consequently, many of the estimates and assumptions required increased judgment and carry a higher degree of variability and volatility. As events continue to



Table of Contents

evolve and additional information becomes available, these estimates may change in future periods. Actual results could differ from the estimates.

**Principles of consolidation**

The Consolidated Financial Statements include the accounts of the Company, its wholly-owned subsidiaries, majority-owned subsidiaries in which no substantive participating rights are held by minority stockholders and variable interest entities if the Company is the primary beneficiary. All intercompany accounts and transactions have been eliminated.

The Consolidated Financial Statements include 100% of the assets and liabilities of majority-owned subsidiaries. Investments in 20% through 50% owned affiliated companies are accounted under the equity method where the Company exercises significant influence over operating and financial affairs of the investee and is not the primary beneficiary. Investments in less than 20% owned companies, where the Company does not have significant influence, are recorded at cost or fair value based on whether the equity securities have readily determinable fair values.

**Segment reporting**

Operating segments are based on components of the Company that engage in business activity that earn revenue and incur expenses and (a) whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about resource allocation and performance and (b) for which discrete financial information is available.

Prior to the Separation, the Company had two reportable segments: Technology Solutions and Concentrix. After giving effect to the Separation of the Concentrix segment, the Company operated with one reportable segment: Technology Solutions. After completion of the Merger, the Company reviewed its reportable segments as there was a change in its chief executive officer, who is also the Company's chief operating decision maker. The Company's chief operating decision maker has a leadership structure aligned with the geographic locations of the Americas, Europe and Asia-Pacific and Japan ("APJ") and reviews and allocates resources based on these geographic locations. As a result, as of September 1, 2021 the Company began operating in three reportable segments based on its geographic locations: the Americas, Europe and APJ.

**Cash and cash equivalents**

The Company considers all highly liquid debt instruments purchased with an original maturity or remaining maturity at the date of purchase of three months or less to be cash equivalents. Cash equivalents consist principally of money market deposit accounts and money market funds that are stated at cost, which approximates fair value. The

Company is exposed to credit risk in the event of default by financial institutions to the extent that cash balances with financial institutions are in excess of amounts that are insured.

**Accounts receivable**

The Company maintains an allowance for doubtful accounts as an estimate to cover the future expected credit losses resulting from uncertainty regarding collections from customers or original equipment manufacturer ("OEM") vendors to make payments for outstanding balances. In estimating the required allowance, the Company takes into consideration historical credit losses, current conditions and reasonable and supportable forecasts. Adjustments to historical loss information are made for differences in current conditions as well as changes in forecasted macroeconomic conditions, such as changes in unemployment rates or gross domestic product growth. Expected credit losses are estimated on a pool basis when similar risk characteristics exist using an age-based reserve model. Receivables that do not share risk characteristics are evaluated on an individual basis.

The Company has uncommitted supply-chain financing programs with global financial institutions under which trade accounts receivable of certain customers and their affiliates may be acquired, without recourse, by the financial institutions. Available capacity under these programs is dependent on the level of the Company's trade accounts receivable with these customers and the financial institutions' willingness to purchase such receivables. In addition, certain of these programs also require that the Company continue to service, administer and collect the sold accounts receivable. As of November 30, 2021, and 2020, accounts receivable sold to and held by the financial institutions under these programs were $759,884 and $15,572, respectively. Discount fees related to the sale of trade accounts receivable under these facilities are included in "Interest expense and finance charges, net" in the Consolidated Statements of Operations. During the fiscal years ended November 30, 2021, 2020 and 2019, discount fees were $4,669, $3,176 and $2,256, respectively.

**Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is computed based on the weighted-average method. Inventories are comprised of finished goods and work-in-process. Finished goods include products purchased for resale, system components purchased for both resale and for use in the Company's systems design and integration business and completed systems. Work-in-process inventories are not material to the Consolidated Financial Statements.



Table of Contents

**Derivative Financial Instruments**

The Company accounts for its derivative instruments as either assets or liabilities and carries them at fair value.

For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the gain or loss on the derivative instrument is reported as a component of "Accumulated other comprehensive income (loss)" in stockholders' equity and reclassified into earnings in the same line associated with the hedged transactions, in the same period or periods during which the hedged transaction affects earnings. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

For derivative instruments that are not designated as hedges, gains and losses resulting from changes in fair value on derivative instruments are reported in the Consolidated Statements of Operations in the current period.

**Property and equipment**

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method based upon the shorter of the estimated useful lives of the assets, or the lease term of the respective assets, if applicable. Maintenance and repairs are charged to expense as incurred, and improvements are capitalized. When assets are retired or otherwise disposed of, the cost and

accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in operations in the period realized.

The Company's capitalized software has been obtained or developed for internal use only. Development and acquisition costs are capitalized for computer software only when management authorizes and commits to funding a computer software project through the approval of a capital expenditure requisition, and the software project is either for the development of new software, to increase the life of existing software or to add significantly to the functionality of existing software. Once these requirements have been met, capitalization would begin at the point that conceptual formulation, evaluation, design and testing of possible software project alternatives have been completed. Capitalization ceases when the software project is substantially complete and ready for its intended use.

The ranges of estimated useful lives for property and equipment categories are as follows:

| | |
|---|---|
| Equipment and Furniture | 3 - 10 years |
| Software | 3 - 7 years |
| Leasehold improvements | 2 - 15 years |
| Buildings and building improvements | 10 - 40 years |

**Business Combinations**

The purchase price is allocated to the assets acquired, liabilities assumed, and noncontrolling interests in the acquired entity generally based on their fair values at the acquisition date. The excess of the fair value of purchase consideration over the fair value of these assets acquired, liabilities assumed and noncontrolling interests in the acquired entity is recorded as goodwill. The primary items that generate goodwill include the value of the synergies between the acquired entity and the Company and the value of the acquired assembled workforce, neither of which qualify for recognition as an intangible asset. Amounts recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available. The Company includes the results of operations of the acquired business in the Consolidated Financial Statements prospectively from the date of acquisition. Acquisition-related charges are recognized separately from the business combination and are expensed as incurred. These charges primarily include direct third-party professional and legal fees, and integration-related costs.

**Goodwill and intangible assets**

The values assigned to intangible assets include estimates and judgment regarding expectations for the length of customer relationships acquired in a business combination. Included within intangible assets is an indefinite lived trade names intangible asset. Indefinite lived intangible assets are tested for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Other purchased intangible assets are amortized over the useful lives based on estimates of the use of the economic benefit of the asset or on the straight-line amortization method.

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination and tests for impairment annually in the fourth quarter or more frequently if events or changes in circumstances indicate that it may be impaired. Goodwill is tested for impairment at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. The factors that are considered in the qualitative analysis include macroeconomic conditions, industry and market considerations, cost factors such as



Table of Contents

increases in product cost, labor, or other costs that would have a negative effect on earnings and cash flows; and other relevant entity-specific events and information.

If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. The assumptions used in the market approach are based on the value of a business through an analysis of sales and other multiples of guideline companies and recent sales or offerings of a comparable entity. The assumptions used in

the discounted cash flow approach are based on historical and forecasted revenue, operating costs, future economic conditions, and other relevant factors. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value and the excess is recognized as an impairment loss. No goodwill impairment has been identified for any of the years presented.

Definite-lived intangible assets consist primarily of customer relationships and lists, vendor lists and other intangible assets. Amortization is based on the pattern in which the economic benefits of the intangible assets will be consumed or on a straight-line basis when the consumption pattern is not apparent over the following useful lives:

| | |
|---|---|
| Customer relationships and lists | 4 - 15 years |
| Vendor lists | 10 years |
| Other intangible assets | 1 - 10 years |

**Impairment of long-lived assets**

The Company reviews the recoverability of its long-lived assets, such as definite-lived intangible assets, property and equipment and certain other assets, when events or changes in circumstances occur that indicate the carrying value of the asset or asset group may not be recoverable. The assessment of possible impairment is based on the Company's ability to recover the carrying value of the asset or asset group from the expected future pre-tax cash flows, undiscounted and without interest charges, of the related operations. If these cash flows are less than the carrying value of such assets, an impairment loss is recognized for the difference between estimated fair value and carrying value.

**Leases**

The Company enters into leases as a lessee for property and equipment in the ordinary course of business. When procuring goods or services, or upon entering into a contract with its customers, the Company determines whether an arrangement contains a lease at its inception. As part of that evaluation, the Company considers whether there is an implicitly or explicitly identified asset in the arrangement and whether the Company, as the lessee, or the customer, if the Company is the lessor, has the right to control the use of that asset. Effective December 1, 2019, when the Company is the lessee, all leases with a term of more than 12 months are recognized as right-of-use ("ROU") assets and associated lease liabilities in the Consolidated Balance Sheet. Lease liabilities are recorded at the lease commencement date and determined using the present value of the lease payments not yet paid, at the Company's incremental borrowing rate, which approximates the rate at which the Company would borrow on a secured basis in the country where the lease was executed. The interest rate implicit in the lease is generally not determinable in transactions where the Company is the lessee. The ROU asset equals the lease liability adjusted for any initial direct costs, prepaid rent and lease incentives. The Company's variable lease payments generally relate to payments tied to various indexes, non-lease components and payments above a contractual minimum fixed amount.

Operating leases are included in other assets, net, other accrued liabilities and other long-term liabilities in the Consolidated Balance Sheet. Substantially all of the Company's leases are classified as operating leases and the Company's finance leases are not material. The lease term includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The Company made a policy election to not recognize leases with a lease term of 12 months or less in the Consolidated Balance Sheet. Lease expenses are recorded within selling, general, and administrative expenses in the Consolidated Statements of Operations. Operating lease payments are presented within "Cash flows from operating activities" in the Consolidated Statements of Cash Flows.

**Concentration of credit risk**

Financial instruments that potentially subject the Company to significant concentration of credit risk consist principally of cash and cash equivalents, accounts receivable, receivables from vendors and derivative instruments.

The Company's cash and cash equivalents and derivative instruments are transacted and maintained with financial institutions with high credit standing, and their compositions and maturities are regularly monitored by management. Through November 30, 2021, the Company has not experienced any material credit losses on such deposits and derivative instruments.

Accounts receivable include amounts due from customers, including related party customers. Receivables from vendors, net, includes amounts due from OEM vendors primarily in the technology industry. The Company

performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary, but generally requires no collateral. The Company also maintains allowances for potential credit losses. In estimating the required allowances, the Company





takes into consideration the overall quality and aging of its receivable portfolio, the existence of credit insurance and specifically identified customer and vendor risks. The Company also considers risks attributed to COVID-19 in establishing the required allowances.

One customer accounted for 17%, 23% and 24% of the Company's total revenue in fiscal years 2021, 2020 and 2019, respectively. Products purchased from the Company's largest OEM supplier, HP Inc., accounted for approximately 12%, 15% and 14% of the Company's total revenue during fiscal years 2021, 2020 and 2019, respectively.

As of November 30, 2021, no single customer comprised more than 10% of the consolidated accounts receivable balance. As of November 30, 2020, one customer comprised 15% of the consolidated accounts receivable balance.

**Book overdrafts**

Book overdrafts, representing checks issued in excess of balances on deposit in the applicable bank accounts and which have not been paid by the applicable bank at the balance sheet date are classified as "Borrowings, current" in the Company's Consolidated Balance Sheets. Under the terms of the Company's banking arrangements, the respective financial institutions are not legally obligated to honor the book overdraft balances. The Company's policy is to report the change in book overdrafts as a financing activity in the Consolidated Statements of Cash Flows.

**Revenue recognition**

The Company generates revenue primarily from the sale of various IT products.

The Company recognizes revenues from the sale of IT hardware and software as control is transferred to customers, which is at the point in time when the product is shipped or delivered. The Company accounts for a contract with a customer when it has written approval, the contract is committed, the rights of the parties, including payment terms, are identified, the contract has commercial substance and consideration is probable of collection. Binding purchase orders from customers together with agreement to the Company's terms and conditions of sale by way of an executed agreement or other signed documents are considered to be the contract with a customer. Products sold by the Company are delivered via shipment from the Company's facilities, drop-shipment directly from the vendor, or by electronic delivery of software products. In situations where arrangements include customer acceptance provisions, revenue is recognized when the Company can objectively verify the products comply with specifications underlying acceptance and the customer has control of the products. Revenue is presented net of taxes collected from customers and remitted to government authorities. The Company generally invoices a customer upon shipment, or in accordance with specific contractual provisions. Payments are due as per contract terms and do not contain a significant financing component. Service revenues represents less than 10% of the total revenue for the periods presented.

Provisions for sales returns and allowances are estimated based on historical data and are recorded concurrently with the recognition of revenue. A liability is recorded at the time of sale for estimated product returns based upon historical experience and an asset is recognized for the amount expected to be recorded in inventory upon product return. These provisions are reviewed and adjusted periodically by the Company. Revenue is reduced for early payment discounts and volume incentive rebates offered to customers, which are considered variable consideration, at the time of sale based on an evaluation of the contract terms and historical experience.

The Company recognizes revenue on a net basis on certain contracts, where the Company's performance obligation is to arrange for the products or services to be provided by another party or the rendering of logistics services for the delivery of inventory for which the Company does not assume the risks and rewards of ownership, by recognizing

the margins earned in revenue with no associated cost of revenue. Such arrangements include supplier service contracts, post-contract software support services and extended warranty contracts.

The Company considers shipping and handling activities as costs to fulfill the sale of products. Shipping revenue is included in revenue when control of the product is transferred to the customer, and the related shipping and handling costs are included in cost of revenue.

The Company disaggregates its operating segment revenue by geography, which the Company believes provides a meaningful depiction of the nature of its revenue. Disaggregated revenue disclosure is presented in Note 13 - Segment Information.

**Cost of Revenue**

Cost of revenue includes the product price paid to OEM suppliers, net of any incentives, rebates, price protection and purchase discounts received from the OEM suppliers. Cost of revenue also consists of provisions for inventory losses and write-downs, shipping and handling costs and royalties due to OEM vendors. In addition, cost of revenue includes the cost of materials, labor and overhead and warranty for design and integration activities.



Table of Contents

**Selling, General and Administrative expenses**

Selling, general and administrative expenses are charged to income as incurred. Expenses of promoting and selling products and services are classified as selling expense and include such items as compensation, sales commissions and travel. General and administrative expenses include such items as compensation, cost of warehouse, delivery centers and other non-integration facilities, legal and professional costs, office supplies, non-income taxes, insurance and utility expenses. In addition, selling, general and administrative expenses include other operating items such as allowances for credit losses, depreciation and amortization of intangible assets.

**OEM supplier programs**

Funds received from OEM suppliers for volume promotion programs, price protection and product rebates are recorded as adjustments to cost of revenue and/or the carrying value of inventories, as appropriate. Where there is a binding agreement, the Company tracks vendor promotional programs for volume discounts on a program-by-program basis and records them as a reduction to cost of revenue based on a systematic and rational allocation. The Company monitors the balances of vendor receivables on a quarterly basis and adjusts the balances due for differences between expected and actual sales volume. Vendor receivables are generally collected through reductions authorized by the vendor to accounts payable. Funds received for specific marketing and infrastructure reimbursements, net of related costs, are recorded as adjustments to “Selling, general and administrative expenses,” and any excess reimbursement amount is recorded as an adjustment to cost of revenue.

**Royalties**

The Company’s software product purchases include products licensed from OEM vendors, which are subsequently distributed to resellers. Royalties to OEM vendors are accrued and recorded in cost of revenue when software products are shipped and revenue is recognized.

**Warranties**

The Company’s OEM suppliers generally warrant the products distributed by the Company and allow returns of defective products. The Company generally does not independently warrant the products it distributes; however, the Company does warrant the following: (1) products that it builds to order from components purchased from other sources, (2) services with regard to products integrated for its customers; and (3) products sold in countries where the Company is responsible for defective product as a matter of law. The time period required by law in certain countries exceeds the warranty period provided by the manufacturer. The Company is obligated to provide warranty protection for sales of certain IT products within the European Union (“EU”) for up to two years as required under

the EU directive where vendors have not affirmatively agreed to provide pass-through protection. Warranty expense and the accrual for warranty costs were not material to the Company's Consolidated Financial Statements for any of the periods presented.

**Advertising**

Costs related to advertising and product promotion expenditures are charged to "Selling, general and administrative expenses" as incurred and are primarily offset by OEM marketing reimbursements. Net costs related to advertising and promotion expenditures were not material to the Company's Consolidated Financial Statements for any of the periods presented.

**Income taxes**

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements using enacted tax rates and laws that will be in effect when the difference is expected to reverse. Tax on global low-taxed intangible income is accounted for as a current expense in the period in which the income is includable in a tax return using the "period cost" method. Valuation allowances are provided against deferred tax assets that are not likely to be realized.

The Company recognizes tax benefits from uncertain tax positions only if that tax position is more likely than not to be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes.

**Foreign currency translations**

The financial statements of the Company's international subsidiaries whose functional currencies are the local currencies are translated into U.S. dollars for consolidation as follows: assets and liabilities at the exchange rate as of the balance sheet date, stockholders' equity at the historical rates of exchange, and income and expense amounts at the average exchange rate for the month. Translation adjustments resulting from the translation of the subsidiaries' accounts are included in "Accumulated other comprehensive



Table of Contents

income (loss)" in stockholders' equity. Transactions denominated in currencies other than the applicable functional currency are converted to the functional currency at the exchange rate on the transaction date. At period end, monetary assets and liabilities are remeasured to the functional currency using exchange rates in effect at thebalance sheet date. Non-monetary assets and liabilities are remeasured at historical exchange rates. Gains and losses resulting from foreign currency transactions are included in earnings within "Cost of revenue" and "Other income (expense), net."

**Comprehensive income**

Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. The primary components of comprehensive income for the Company include net income, foreign currency translation adjustments arising from the consolidation of the Company's international subsidiaries and unrealized gains and losses on cash flow hedges.

**Share-based compensation**

The Company accounts for share-based payment transactions in which the Company receives services in exchange for equity instruments of the Company. Share-based compensation cost for stock options, restricted stock awards and units, performance-based restricted stock units and employee stock purchase plans is determined based on the fair value at the measurement date. The Company recognizes share-based compensation cost as expense for awards

other than its performance-based restricted stock units ratably on a straight-line basis over the requisite service period. The Company recognizes share-based compensation cost associated with its performance-based restricted stock units over the requisite service period if it is probable that the performance conditions will be satisfied. The Company accounts for expense reductions that result from the forfeiture of unvested awards in the period that the forfeitures occur.

**Earnings per common share**

Earnings per share is calculated using the two-class method. The two-class method is an earnings allocation proportional to the respective ownership among holders of common stock and participating securities. Basic earnings per common share is computed by dividing net income attributable to the Company's common stockholders by the weighted-average of common shares outstanding during the period. Diluted earnings per common share also considers the dilutive effect of in-the-money stock options and restricted stock units, calculated using the treasury stock method.

**Treasury Stock**

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

**Reclassifications**

Certain reclassifications have been made to prior period amounts in the Consolidated Financial Statements to conform to the current period presentation. These reclassifications did not have a material impact on previously reported amounts.

**Recently adopted accounting pronouncements**

In August 2018, the Financial Accounting Standard Board ("FASB") issued new guidance to add, remove, and clarify disclosure requirements related to defined benefit pension and other postretirement plans. The amendment requires the Company to disclose the weighted-average interest crediting rates used in cash balance pension plans. It also requires the Company to disclose the reasons for significant changes in the benefit obligation or plan assets including significant gains and losses affecting the benefit obligation for the period. The adoption of this new guidance did not have a material impact on the Company's Consolidated Financial Statements.

In August 2018, the FASB issued guidance to improve the effectiveness of fair value measurement disclosures by removing or modifying certain disclosure requirements and adding other requirements. Certain amendments should be applied prospectively, while all other amendments should be applied retrospectively to all periods presented. This guidance was applicable to the Company at the beginning of fiscal year 2021 and its adoption did not have a material impact on the Company's Consolidated Financial Statements.

In June 2016, the FASB issued a new credit loss standard to replace the incurred loss impairment methodology. The new impairment model requires immediate recognition of estimated credit losses expected to occur for most financial assets and certain other instruments. This new standard is to be adopted by way of a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. This guidance was applicable to the Company at the beginning of fiscal year 2021 and its adoption did not have a material impact on the Company's Consolidated Financial Statements.

**Recently issued accounting pronouncements**

In October 2021, the FASB issued new guidance which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "*Revenue from*

*Contracts with Customers.*" Generally, this new guidance will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. Historically, such amounts were recognized by the acquirer at fair value in acquisition accounting. The guidance is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years (the fiscal quarter ending February 28, 2023 for the Company), and should be applied prospectively to acquisitions occurring on or after the effective date. Early adoption is permitted. The Company has not yet adopted this standard and will evaluate the impact of the new standard on future acquisitions.

In March 2020, the FASB issued optional guidance for a limited time to ease the potential burden in accounting for or recognizing the effects of reference rate reform, particularly, the risk of cessation of the London Interbank Offered Rate ("LIBOR") on financial reporting. The guidance provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments are elective and are effective upon issuance for all entities through December 31, 2022. The Company does not currently expect any material impacts from the adoption of this new guidance.

In December 2019, the FASB issued new guidance that simplifies the accounting for income taxes. The guidance is effective for annual reporting periods beginning after December 15, 2020, and interim periods within those reporting periods. Certain amendments should be applied prospectively, while other amendments should be applied retrospectively to all periods presented. The Company does not currently expect any material impacts from the adoption of this new guidance.

**NOTE 3-ACQUISITIONS:**

***Tech Data Merger***

On September 1, 2021, pursuant to the terms of the Merger Agreement, the Company acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for an aggregate purchase price of $7.22 billion, comprised of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation's sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX, valued at approximately $5.61 billion based on the closing price of the Company's common stock on September 1, 2021. The Merger created a leading global distributor and solutions aggregator for the IT ecosystem. The Company used the net proceeds from the issuance of new Senior Notes, borrowings under its new credit agreement and cash on hand to fund the above payments. Additionally, the Company repaid the majority of Tech Data's outstanding debt after the Merger, including approximately $2.4 billion outstanding under Tech Data's existing Asset-Based Credit Agreement and approximately $0.2 billion of outstanding Tech Data Senior Notes.

The Company has accounted for the Merger as a business combination and allocated the purchase price to the estimated fair values of Tiger Parent (AP) Corporation's assets acquired and liabilities assumed. As the Merger occurred during the fourth quarter of the Company's fiscal year, the Company has not yet completed its evaluation and determination of certain assets acquired and liabilities assumed, primarily (i) the final assessment and valuation of certain assets acquired and liabilities assumed, including accounts receivable, receivables from vendors, inventory, accrued expenses and other liabilities and (ii) the final assessment and valuation of certain income tax amounts. Therefore, the final fair values of the assets and liabilities may vary from the Company's preliminary estimates.

The preliminary allocation of the purchase price is as follows:



Table of Contents

| **Purchase price allocation:** | **Fair Value** |
|---|---|
| Cash and cash equivalents | $ 702,907 |
| Accounts receivable, net | 5,150,725 |
| Receivables from vendors, net | 730,639 |

| | |
|---|---|
| Inventories | 2,993,239 |
| Other current assets | 394,101 |
| Property and equipment | 347,532 |
| Goodwill | 3,544,585 |
| Intangible assets | 4,933,900 |
| Other assets | 474,000 |
| Total assets | 19,271,628 |
| Borrowings, current | 493,076 |
| Accounts payable | 6,611,817 |
| Other accrued liabilities | 1,246,415 |
| Long-term borrowings | 2,218,672 |
| Other long-term liabilities | 416,229 |
| Deferred tax liabilities | 1,061,019 |
| Total liabilities | 12,047,228 |
| Purchase consideration | $ 7,224,400 |

The allocation of the value of identifiable intangible assets is as follows:

| | Fair value | Weighted average useful life |
|---|---|---|
| Customer relationships | $ 3,860,200 | 14 years |
| Trade name | 1,073,700 | Indefinite lived |
| Total intangibles acquired | $ 4,933,900 | |

Goodwill is the excess of the consideration transferred over the net assets recognized and primarily represents future economic benefits arising from assets acquired that are not individually identified and separately recognized, including synergies inherent in the acquired business, of which approximately $500 million is expected to be deductible for tax purposes.

Included within the Company's Consolidated Statement of Operations are estimated revenues for the year ended November 30, 2021, of approximately $10.0 billion from Tech Data subsequent to the acquisition date of September 1, 2021. As the Company began integrating certain sales and other functions after the closing of the acquisition, these amounts represent an estimate of the Tech Data revenues for the fiscal year ended November 30, 2021. It is not necessarily indicative of how the Tech Data operations would have performed on a stand-alone basis. As a result of certain integration activities subsequent to the date of acquisition, it is impracticable to disclose net income from Tech Data for the period subsequent to the acquisition date.

The following table presents unaudited supplemental pro forma information as if the Merger had occurred at the beginning of fiscal 2020, after giving effect to certain adjustments related to the transaction. The pro forma results exclude any benefits that may result from potential cost savings and certain non-recurring costs. As a result, the pro forma information below does not purport to present what actual results would have been had the Merger been consummated on the date indicated and it is not necessarily indicative of the results of operations that may result in the future.

| | (Unaudited) Years Ended November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Revenue | $ 60,623,568 | $ 55,974,478 |
| Income from continuing operations attributable to TD SYNNEX Corporation | 519,688 | 349,356 |

Adjustments reflected in the pro forma results include the following:

- Amortization of acquired intangible assets
- Interest costs associated with the Merger
- Removal of certain non-recurring transaction costs of $22.3 million and non-recurring financing costs of $47.0 million

- Tax effects of adjustments based on an estimated statutory tax rate



Table of Contents

**NOTE 4-ACQUISITION, INTEGRATION AND RESTRUCTURING EXPENSES:**

Acquisition, integration and restructuring costs are primarily comprised of costs related to the Merger, costs related to the Global Business Optimization 2 Program initiated by Tech Data prior to the Merger (the "GBO 2 Program") and costs related to the Separation.

*The Merger*

The Company incurred acquisition, integration and restructuring costs related to the completion of the Merger, including professional services costs, personnel and other costs, an impairment of long-lived assets and stock-based compensation expense. Professional services costs are primarily comprised of legal expenses and tax and other consulting services. Personnel and other costs are primarily comprised of costs related to the settlement of certain outstanding long-term cash incentive awards for Tech Data upon closing of the Merger, retention and other bonuses, as well as severance costs. Impairment of long-lived assets relates to a charge of $22.2 million recorded for the write-off of capitalized costs associated with Tech Data's tdONE program in conjunction with the decision to consolidate certain IT systems. Stock-based compensation expense primarily relates to costs associated with the conversion of certain Tech Data performance-based equity awards issued prior to the Merger into restricted stock units of TD SYNNEX (refer to Note 6 - Share Based Compensation for further information) and expenses for certain restricted stock awards issued in conjunction with the Merger.

To date, acquisition and integration expenses related to the Merger were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|
| Professional services costs | $ 22,288 |
| Personnel and other costs | 33,716 |
| Impairment of long-lived assets | 22,166 |
| Stock-based compensation | 20,113 |
| Total | $ 98,283 |

*GBO 2 Program*

Prior to the Merger, Tech Data implemented its GBO 2 Program that includes investments to optimize and standardize processes and apply data and analytics to be more agile in a rapidly evolving environment, increasing productivity, profitability and optimizing net-working capital. TD SYNNEX plans to continue this program in conjunction with the Company's integration activities. Acquisition, integration and restructuring expenses related to the GBO 2 Program are primarily comprised of restructuring costs and other professional services costs. Restructuring costs are comprised of severance costs and other associated exit costs, including certain consulting costs. Other professional services costs are primarily comprised of professional services fees not related to restructuring activities, including costs related to improving profitability and optimizing net-working capital.

Acquisition, integration and restructuring costs under the GBO2 Program for fiscal 2021 included the following:

| | Year Ended November 30, 2021 |
|---|---|
| Restructuring costs | $ 8,709 |
| Other professional services costs | 5,158 |
| Total | $ 13,867 |

Restructuring costs under the GBO 2 Program for fiscal 2021 were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|

| | |
|---|---|
| Severance | $ 2,893 |
| Other exit costs | 5,816 |
| Total | $ 8,709 |

During fiscal 2021, the Company recorded restructuring costs related to GBO 2 of $2,658, $5,746 and $305, for the Americas, Europe and APJ regions, respectively.



Table of Contents

Restructuring activity during fiscal 2021 related to the GBO 2 Program is as follows:

| Restructuring costs | Severance and Benefits | Other Exit Costs | Total |
|---|---|---|---|
| Accrued Balance as of November 30, 2020 | $ - | $ - | $ - |
| Balance acquired related to the Merger | 5,095 | 221 | 5,316 |
| Expenses during fiscal 2021 | 2,893 | 5,816 | 8,709 |
| Cash payments | (2,953) | (4,427) | (7,380) |
| Foreign currency translation | (117) | (19) | (136) |
| Accrued Balance as of November 30, 2021 | $ 4,918 | $ 1,591 | $ 6,509 |

*The Separation*

During the fiscal year ended November 30, 2020, the Company incurred $7,414 in transaction costs related to the Separation of Concentrix.

**NOTE 5-DISCONTINUED OPERATIONS:**

The following table summarizes the financial results from discontinued operations of Concentrix included in the Consolidated Statement of Operations:

| | Fiscal Years Ended November 30 | |
|---|---|---|
| | 2020 | 2019 |
| Revenue | $ 4,719,534 | 4,707,912 |
| Costs and expenses | (4,410,773) | (4,413,580) |
| Interest expense and finance charges and others, net | (40,866) | (89,916) |
| Income from discontinued operations before taxes | 267,895 | 204,416 |
| Provision for income taxes | (73,273) | (65,878) |
| Income from discontinued operations, net of taxes | $ 194,622 | $ 138,538 |

There were no revenues earned or cost and expenses incurred of discontinued operations during the fiscal year ended November 30, 2021. There were no non-cash items or capital expenditures of discontinued operations during the fiscal year ended November 30, 2021. During the fiscal years ended November 30, 2020 and 2019, significant non-cash items and capital expenditures of discontinued operations included in the Consolidated Statement of Cash Flows are outlined below:

| | Fiscal Years Ended November 30 | |
|---|---|---|
| | 2020 | 2019 |
| **Operating activities:** | | |
| Depreciation and amortization | $ 276,566 | 305,780 |
| Share-based compensation | 15,572 | 10,351 |
| Provision for doubtful accounts | 8,139 | 930 |
| Deferred income taxes | (29,470) | (6,661) |
| Unrealized foreign exchange losses | 5,647 | 1,116 |
| **Investing activities:** | | |
| Purchases of property and equipment | $ 171,332 | 111,122 |

The following table presents assets and liabilities that were transferred to Concentrix as of December 1, 2020 and presented as discontinued operations in the Consolidated Balance Sheet as of November 30, 2020:



Table of Contents

| | November 30, 2020 |
|---|---|
| Cash and cash equivalents | $ 152,656 |
| Accounts receivable, net | 1,079,086 |
| Other current assets | 189,323 |
| Current assets of discontinued operations | $ 1,421,065 |
| Property and equipment, net | $ 451,649 |
| Goodwill | 1,836,050 |
| Intangible assets, net | 798,959 |
| Deferred tax assets | 47,423 |
| Other assets | 620,099 |
| Noncurrent assets of discontinued operations | $ 3,754,180 |
| Borrowings, current | $ 33,756 |
| Accounts payable | 140,575 |
| Accrued compensation and benefits | 419,715 |
| Other accrued liabilities | 371,069 |
| Income taxes payable | 20,725 |
| Current liabilities of discontinued operations | $ 985,840 |
| Long-term borrowings | $ 1,111,362 |
| Other long-term liabilities | 601,885 |
| Deferred tax liabilities | 153,560 |
| Noncurrent liabilities of discontinued operations | $ 1,866,807 |

In connection with the Separation, $3,813 of accumulated other comprehensive income, net of income taxes, related to foreign currency translation adjustments, cash flow hedges and pension plan obligations was transferred to Concentrix on the Separation date. Refer to Note 8 - Balance Sheet Components for more information.

**NOTE 6-SHARE-BASED COMPENSATION:**

**Overview of stock incentive plans**

The Company's stock incentive plans include plans adopted in 2020, 2013 and 2003 (the "TD SYNNEX Plan(s)"). The TD SYNNEX Plans, as amended, provide for the direct award or sale of shares of common stock, restricted stock awards, and restricted stock units, the grant of options to purchase shares of common stock and the award of stock appreciation rights to employees and non-employee directors and consultants.

The number of authorized shares under the 2020 TD SYNNEX Plan will not exceed the sum of 2,493 shares of common stock, plus any shares under the amended and restated 2013 and 2003 TD SYNNEX Plans that are subject to outstanding awards granted to the extent those awards expire, terminate or are canceled for any reason prior to exercise without the issuance or delivery of such shares, any shares subject to vesting restrictions that are subsequently forfeited, and any reserved shares not issued or subject to outstanding awards, up to 3,950 shares, which was due to antidilution provisions in the 2020 TD SYNNEX Plan increased by 2,621 shares following the Separation. No further grants may be made under the 2013 or 2003 TD SYNNEX Plans and all outstanding awards under the 2013 and 2003 Plans continue to be governed by their existing terms. As of November 30, 2021, there were 4,555 shares of common stock available for future grants.

Under the Plans, qualified employees are eligible for the grant of incentive stock options to purchase shares of common stock. Qualified employees and outside directors and consultants are eligible for the grant of non-qualified stock options, stock appreciation rights, restricted stock grants and restricted stock units. The outstanding restricted

stock awards and units generally vest one fifth ratably over a five-year period, with certain awards subject to other vesting periods as defined per the grant agreement. Certain restricted stock units vest subject to the achievement of individual, divisional or company-wide performance goals. The majority of the performance-based restricted stock units vest at the end of three-year requisite service periods, subject to the achievement of company-wide financial performance goals approved by the Compensation Committee. The exercise price for incentive stock options will not be less than 100% of the fair market value of the stock on the date of grant and the stock options have a contractual term of ten years. The majority of outstanding stock options vest as to one fifth of the stock underlying the stock options on the first anniversary date of the grant and the remaining vest monthly over a four-year period starting one month after the first anniversary of the date of grant. Restricted stock granted to qualified non-employee directors vests one fourth on a quarterly basis over a one-year period. The holders of restricted stock awards are entitled to the same voting, dividend and other rights as the Company's common stockholders.

Unless terminated sooner, the 2020 TD SYNNEX Plan will terminate on March 17, 2030.



Table of Contents

The Company recognizes share-based compensation expense for all share-based awards made to employees and directors, including employee stock options, restricted stock awards, restricted stock units, performance-based restricted stock units and employee stock purchase rights, based on estimated fair values.

The Company recorded share-based compensation expense in the Consolidated Statements of Operations for fiscal years 2021, 2020 and 2019 as follows:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Total share-based compensation | $ 53,192 | $ 17,631 | $ 17,608 |
| Tax benefit recorded in the provision for income taxes | (12,145) | (4,355) | (4,367) |
| Effect on net income | $ 41,047 | $ 13,276 | $ 13,241 |

Substantially all of the share-based compensation expense was recorded in "Selling, general and administrative expenses" and "Acquisition, integration and restructuring costs" in the Consolidated Statements of Operations.

**Valuation Assumptions**

The Company estimates the fair value of share-based payment awards on the measurement date and recognizes as expense over the requisite service period in the Company's Consolidated Financial Statements.

The Company uses the Black-Scholes valuation model to estimate the fair value of stock options. The Black-Scholes option-pricing model was developed for use in estimating the fair value of short-lived exchange traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The expected stock price volatility assumption was determined using historical volatility of the Company's common stock.

The fair value of stock awards is determined based on the stock price at the date of grant. For grants that do not accrue dividends or dividend equivalents, the fair value is the stock price reduced by the present value of estimated dividends over the vesting period. For performance-based restricted stock units, the grant-date fair value assumes that the targeted performance goals will be achieved. Over the performance period, the number of awards will be adjusted higher or lower based on the probability of achievement of performance goals.

The Company accounts for expense reductions that result from the forfeiture of unvested awards in the period that the forfeitures occur.

**Employee Stock Options**

A summary of the changes in the Company's stock options is set forth below:

| | Options Outstanding |
|---|---|

| | Number of shares | Weighted-average exercise price per share |
|---|---|---|
| Balances, November 30, 2020 | 684 | $ 47.08 |
| Options granted | 239 | 100.45 |
| Options exercised | (234) | 45.08 |
| Balances, November 30, 2021 | 689 | $ 66.29 |

The Company did not grant any options during the fiscal year 2020. The following assumptions were used in the Black-Scholes valuation model in fiscal years 2021 and 2019:

| | Fiscal Years Ended November 30, 2021 | 2019 |
|---|---|---|
| Expected life (years) | 5.5 - 6.1 | 6.0 - 6.1 |
| Risk free interest rate | 0.72% - 1.16% | 1.59% - 2.62% |
| Expected volatility | 38.01% - 38.85% | 32.33% - 33.69% |
| Dividend yield | 0.75% - 0.88% | 1.36% - 1.54% |

The weighted-average grant-date fair values of the stock options granted during fiscal years 2021 and 2019 were $34.37, and $32.76, respectively. As of November 30, 2021, 689 options were outstanding with a weighted-average life of 7.45 years, a weighted-average exercise price of $66.29 per option and an aggregate pre-tax intrinsic value of $26,149. As of November 30, 2021, 316



Table of Contents

options were vested and exercisable with a weighted-average life of 6.07 years, a weighted-average exercise price of $50.35 per share and an aggregate pre-tax intrinsic value of $16,786.

The cash received from the exercise of options and the intrinsic values of options exercised during fiscal years 2021, 2020 and 2019 were as follows:

| | Fiscal Years Ended November 30, 2021 | 2020 | 2019 |
|---|---|---|---|
| Intrinsic value of options exercised | $ 16,163 | $ 15,746 | 3,782 |
| Cash received from exercise of options | $ 10,541 | $ 9,018 | $ 1,908 |

The Company settles employee stock option exercises with newly issued common shares.

As of November 30, 2021, the unamortized share-based compensation expense related to unvested stock options under the TD SYNNEX Plans was $7,433 which will be recognized over an estimated weighted-average amortization period of 3.77 years.

**Restricted Stock Awards and Restricted Stock Units**

A summary of the changes in the Company's non-vested restricted stock awards and stock units during fiscal year 2021 is presented below:

| | Number of shares | Weighted-average, grant-date fair value per share |
|---|---|---|
| Non-vested as of November 30, 2020 | 824 | $ 101.94 |
| Awards granted | 537 | 100.04 |
| Units granted | 147 | 96.29 |
| Awards and units vested | (274) | 107.38 |
| Awards and units cancelled/forfeited(1) | (168) | 85.82 |
| Non-vested as of November 30, 2021 | 1,066 | $ 100.20 |

(1) For performance-based restricted stock units, the difference between maximum awards and the actual number of shares issued upon full vesting is included.

As of November 30, 2021, there was $54,382 of total unamortized share-based compensation expense related to non-vested restricted stock awards and stock units granted under the TD SYNNEX Plans. That cost is expected to be recognized over an estimated weighted-average amortization period of 2.79 years.

In connection with the Separation, as required by the TD SYNNEX stock incentive plans, the Company made certain adjustments to outstanding employee equity awards with the intention of preserving the intrinsic value of the awards prior to the Separation. In accordance with the employee matters agreement, each exercisable and non-exercisable stock option and unvested restricted stock award was modified into similar awards of both SYNNEX and Concentrix and the exercise price of outstanding stock options was adjusted to preserve the intrinsic value of the awards. Certain restricted stock units and performance-contingent awards were modified to provide the holders restricted stock units and performance contingent awards in the company that employs such employee following the Separation. When settled wholly in the employer's shares, the ratio was based on the closing stock price of SYNNEX at November 30, 2020 compared to the opening stock price of the respective entity on December 1, 2020. The options strike prices were adjusted in the same manner. The modification of these awards did not result in material incremental compensation cost.

**Tech Data Equity Awards**

Prior to the Merger, certain of Tech Data's employees were granted performance-based equity awards in Tiger Parent Holdings L.P., a partnership entity that was the parent company of Tiger Parent (AP) Corporation and Tech Data, that were unvested at the time of the closing of the Merger. Upon closing of the Merger, the unvested performance-based equity awards were converted into 751 restricted stock units of TD SYNNEX that vest over two years. The restricted stock units had a fair value of $127.60 per share upon closing of the Merger resulting in a total fair value of $95,871 which will be recorded as share-based compensation expense on a straight-line over the vesting period in "Acquisition, integration, and restructuring costs" in the Consolidated Statement of Operations.No awards were vested or forfeited during the fiscal year ended November 30, 2021. As of November 30, 2021, there was $83,887 of total unamortized share-based compensation expense related to these unvested awards to be recognized over a weighted-average amortization period of 1.75 years.

**2014 Employee Stock Purchase Plan**

On January 6, 2014, the Board of Directors approved the adoption of the 2014 Employee Stock Purchase Plan ("2014 ESPP") to succeed the Company's 2003 Employee Stock Purchase Plan. The 2014 ESPP, as amended, commenced on January 1, 2015 with 750 authorized shares, which was due to antidilution provisions in the 2014 ESPP increased by 537 authorized shares following the Separation. Under the 2014 ESPP, there are four offering periods of three months each in a calendar year. Eligible employees in the United States can choose to have a fixed percentage deducted from their bi-weekly compensation to purchase the Company's common stock at a discount of 5%. The maximum number of shares a participant may purchase is 0.625 during a single accumulation period subject to a maximum purchase limit of $10 in a calendar year. Highly compensated employees are not eligible to participate in the plan.



Table of Contents

Share-based compensation expense related to the 2014 ESPP was immaterial during fiscal years 2021, 2020 and 2019.

**NOTE 7-STOCKHOLDERS' EQUITY:**

**Share Repurchase Programs**

In June 2020, the Board of Directors authorized a three-year $400,000 share repurchase program, effective July 1, 2020, pursuant to which the Company may repurchase its outstanding common stock from time to time in the open market or through privately negotiated transactions. As of November 30, 2021, the Company had not repurchased any shares under this program.

**Dividends**

The Company declared cumulative cash dividends of $0.80, $0.40 and $1.50 per share during the years ended November 30, 2021, 2020 and 2019, respectively. On January 11, 2022, the Company announced a cash dividend of $0.30 per share to stockholders of record as of January 21, 2022, payable on January 28, 2022. Dividends are subject to continued capital availability, compliance with the covenants and conditions in some of the Company's credit facilities and the declaration by the Board of Directors in the best interest of the Company's stockholders.

**NOTE 8-BALANCE SHEET COMPONENTS:**

**Cash, cash equivalents and restricted cash:**

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheets that sum to the total of the same amounts shown in the Consolidated Statements of Cash Flows:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Cash and cash equivalents | $ 993,973 | $ 1,412,016 |
| Restricted cash included in other current assets | 940 | 504 |
| Cash, cash equivalents and restricted cash | $ 994,913 | $ 1,412,520 |

**Accounts receivable, net:**

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Accounts receivable | $ 8,424,868 | $ 2,859,064 |
| Less: Allowance for doubtful accounts | (114,836) | (67,361) |
| Accounts receivable, net | $ 8,310,032 | $ 2,791,703 |

**Receivables from vendors, net:**

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Receivables from vendors | $ 1,130,091 | $ 291,453 |
| Less: Allowance for doubtful accounts | (11,128) | (5,126) |
| Receivables from vendors, net | $ 1,118,963 | $ 286,327 |



Table of Contents

| | |
|---|---|
| **Allowance for doubtful trade receivables:** | |
| Balance at November 30, 2018 | $ 7,480 |
| Additions | 23,214 |
| Write-offs, reclassifications and foreign exchange translation | (6,831) |
| Balance at November 30, 2019 | 23,865 |
| Additions | 42,592 |
| Write-offs, reclassifications and foreign exchange translation | 904 |
| Balance at November 30, 2020 | 67,361 |
| Acquisitions | 75,362 |
| Additions (deductions) | (7,544) |
| Write-offs, reclassifications and foreign exchange translation | (20,343 |
| Balance at November 30, 2021 | $ 114,836 |
| **Allowance for receivables from vendors:** | |
| Balance at November 30, 2018 | $ 6,188 |
| Additions | 3,675 |
| Write-offs, reclassifications and foreign exchange translation | (4,382) |
| Balance at November 30, 2019 | 5,481 |
| Additions | - |
| Write-offs, reclassifications and foreign exchange translation | (354 |
| Balance at November 30, 2020 | 5,126 |

| | |
|---|---|
| Acquisitions | 7,524 |
| Additions | 588 |
| Write-offs, reclassifications and foreign exchange translation | (2,110 |
| Balance at November 30, 2021 | $ 11,128 |

**Property and equipment, net:**

| | As of November 30, 2021 | 2020 |
|---|---|---|
| Land | $ 28,409 | $ 18,400 |
| Equipment, computers and software | 406,972 | 143,791 |
| Furniture and fixtures | 53,766 | 30,355 |
| Buildings, building improvements and leasehold improvements | 218,284 | 147,830 |
| Construction-in-progress | 1,045 | 1,732 |
| Total property and equipment, gross | $ 708,476 | 342,108 |
| Less: Accumulated depreciation and amortization | (225,033 | (184,464 |
| Property and equipment, net | $ 483,443 | $ 157,645 |

Depreciation and amortization expense for fiscal years 2021, 2020 and 2019, was $44,232, $24,923 and $22,454, respectively.

**Goodwill:**

| | Fiscal Year Ended November 30, 2021 | | | |
|---|---|---|---|---|
| | Americas | Europe | APJ | Total |
| Balance, beginning of year | $ 410,055 | $ - | $ 13,829 | $ 423,885 |
| Additions from acquisitions | 2,049,027 | 1,425,295 | 70,263 | 3,544,585 |
| Foreign exchange translation | (7,604) | (44,272) | 683 | (51,194 |
| Balance, end of year | $ 2,451,478 | $ 1,381,023 | $ 84,775 | $ 3,917,276 |



Table of Contents

**Intangible assets, net:**

| | As of November 30, 2021 | | | As of November 30, 2020 | | |
|---|---|---|---|---|---|---|
| | Gross Amounts | Accumulated Amortization | Net Amounts | Gross Amounts | Accumulated Amortization | Net Amounts |
| Intangible assets with indefinite lives: | | | | | | |
| Trade names | 1,050,071 | $ - | $1,050,071 | $ - | $ - | $ - |
| Intangible assets with finite lives: | | | | | | |
| Customer relationships and lists | 3,958,033 | $ (186,263 ) | $3,771,770 | $ 175,812 | $ (101,095 ) | $ 74,717 |
| Vendor lists | 177,105 | (98,670 ) | 78,435 | 177,555 | (82,187 ) | 95,368 |
| Other intangible assets | 28,213 | (15,365 ) | 12,848 | 28,348 | (12,387 ) | 15,961 |
| | $ 5,213,422 | $ (300,298 ) | $4,913,124 | $ 381,715 | $ (195,669 ) | $ 186,047 |

Amortization expense for fiscal years 2021, 2020 and 2019, was $105,332, $40,148 and $43,875, respectively.

Estimated future amortization expense of the Company's intangible assets is as follows:

| Fiscal years ending November 30, | |
|---|---|
| 2022 | $ 304,073 |
| 2023 | 300,084 |
| 2024 | 295,162 |
| 2025 | 291,735 |
| 2026 | 288,958 |
| Thereafter | 2,383,041 |
| **Total** | $ 3,863,053 |

**Accumulated other comprehensive income (loss)**

The components of accumulated other comprehensive income (loss) ("AOCI"), net of taxes, were as follows:

| | Unrecognized gains (losses) on defined benefit plan, net of taxes | Unrealized gains (losses) on cash flow hedges, net of taxes | Foreign currency translation adjustment and other, net of taxes | Total |
|---|---|---|---|---|
| Balance, beginning of year | $ (37,584) | $ (60,147) | $ (96,840) | $ (194,571 |
| Transferred to Concentrix | 38,655 | (29,240) | (5,602) | 3,813 |
| Other comprehensive income (loss) before reclassification | - | 8,747 | (186,020) | (177,273 |
| Reclassification of (gains) losses from other comprehensive income (loss) | - | 31,837 | - | 31,837 |
| Balance, end of year | $ 1,071 | $ (48,803) | $ (288,462) | $ (336,194 |

Refer to Note 9 - Derivative Instruments for the location of gains and losses reclassified from accumulated other comprehensive income (loss) to the Consolidated Statements of Operations. Reclassifications of amortization of actuarial (gains) losses of defined benefits plans is recorded in "Other income (expense), net" in the combined statement of operations.

Foreign currency translation adjustment and other, net of taxes, is comprised of foreign currency translation adjustments and unrealized gains and losses on Concentrix' available-for-sale debt securities prior to the Separation.



Table of Contents

**NOTE 9-DERIVATIVE INSTRUMENTS:**

In the ordinary course of business, the Company is exposed to foreign currency risk, interest rate risk, equity risk, commodity price changes and credit risk. The Company enters into transactions, and owns monetary assets and liabilities, that are denominated in currencies other than the legal entity's functional currency. The Company may enter into forward contracts, option contracts, swaps, or other derivative instruments to offset a portion of the risk on expected future cash flows, earnings, net investments in certain international subsidiaries and certain existing assets and liabilities. However, the Company may choose not to hedge certain exposures for a variety of reasons including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign currency exchange or interest rates. Generally, the Company does not use derivative instruments to cover equity risk and credit risk. The Company's hedging program is not used for trading or speculative purposes.

All derivatives are recognized on the balance sheet at their fair value. Changes in the fair value of derivatives are recorded in the Consolidated Statements of Operations, or as a component of AOCI in the Consolidated Balance Sheets, as discussed below.

**Cash Flow Hedges**

The Company uses interest rate swap derivative contracts to economically convert a portion of its variable-rate debt to fixed-rate debt. The swaps have maturities at various dates through October 2023. The Company terminated interest rate swaps with a notional value of $400,000 in December 2021. Gains and losses on cash flow hedges are recorded in AOCI until the hedged item is recognized in earnings. Deferred gains and losses associated with cash flow hedges of interest payments are recognized in Interest expense and finance charges, net in the same period as the related expense is recognized. Derivative instruments designated as cash flow hedges must be de-designated as hedges when it is probable the forecasted hedged transaction will not occur in the initially identified time period or within a subsequent two-month time period. Deferred gains and losses in AOCI associated with such derivative instruments are reclassified into earnings in the period of de-designation. Any subsequent changes in fair value of such derivative instruments are recorded in earnings unless they are re-designated as hedges of other transactions.

**Non-Designated Derivatives**

The Company uses short-term forward contracts to offset the foreign exchange risk of assets and liabilities denominated in currencies other than the functional currency of the respective entities. These contracts, which are not designated as hedging instruments, mature or settle within twelve months. Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings in the financial statement line item to which the derivative relates.

**Fair Values of Derivative Instruments in the Consolidated Balance Sheets**

The fair values of the Company's derivative instruments are disclosed in Note 10 - Fair Value Measurements and summarized in the table below:

| Balance Sheet Line Item | Value as of November 30, 2021 | Value as of November 30, 2020 |
|---|---|---|
| Derivative instruments not designated as hedging instruments: | | |
| Foreign exchange forward contracts (notional value) | $ 1,217,595 | $ 274,181 |
| Other current assets | 13,764 | 209 |
| Other accrued liabilities | 2,992 | 3,232 |
| Interest rate swap (notional value) | $ | $ 100,000 |
| Other assets, net | - | - |
| Other accrued liabilities | - | 128 |
| Derivative instruments designated as cash flow hedges: | | |
| Interest rate swaps (notional value) | $ 1,500,000 | $ 1,500,000 |
| Other accrued liabilities | 38,670 | 115,598 |
| Other long-term liabilities | 24,151 | - |

**Volume of activity**

The notional amounts of foreign exchange forward contracts represent the gross amounts of foreign currency, including, principally, the Australian dollar, Brazilian real, British pound, Canadian dollar, Chinese yuan, Czech koruna, Danish krone, Euro, Indian rupee, Indonesian rupiah, Japanese yen, Mexican peso, Norwegian krone, Philippine peso, Polish zloty, Singapore dollar, Swedish krona and Swiss franc that will be bought or sold at maturity. The notional amounts for outstanding derivative instruments provide one measure of the transaction volume outstanding and do not represent the amount of the Company's exposure to credit or market loss. The Company's exposure to credit loss and market risk will vary over time as currency and interest rates change.



Table of Contents

**The Effect of Derivative Instruments on AOCI and the Consolidated Statements of Operations**

The following table shows the gains and losses, before taxes, of the Company's derivative instruments designated as cash flow hedges in Other Comprehensive Income ("OCI"), and not designated as hedging instruments in the Consolidated Statements of Operations for the periods presented:

| | Location of Gains (losses) in Income | For the fiscal years ended November 30, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| **Derivative instruments designated as cash flow hedges:** | | | | |
| Gains (losses) recognized in OCI on interest rate swaps | | $ 10,902 | $ (66,372) | $ (88,569) |
| Gains (losses) on interest rate swaps reclassified from AOCI into income | Interest expense and finance charges, net | $ (42,115) | $ (34,443) | $ (8,455) |
| **Derivative instruments not designated as hedging instruments:** | | | | |
| Gains (losses) recognized from foreign exchange forward contracts, net(1) | Cost of products sold | $ 18,073 | $ - | $ - |

| | | | | |
|---|---|---|---|---|
| Gains (losses) recognized from foreign exchange forward contracts, net(1) | Other income (expense), net | (6,878) | 1,844 | (588) |
| Gains (losses) recognized from interest rate swaps, net | Interest expense and finance charges, net | 128 | (643) | (3,004) |
| Total | | $ 11,323 | $ 1,201 | $ (3,592) |

(1) The gains and losses largely offset the currency gains and losses that resulted from changes in the assets and liabilities denominated in nonfunctional currencies.

There were no material gain or loss amounts excluded from the assessment of effectiveness. Existing net losses in AOCI that are expected to be reclassified into earnings in the normal course of business within the next twelve months are $38,670.

Credit exposure for derivative financial instruments is limited to the amounts, if any, by which the counterparties' obligations under the contracts exceed the Company's obligations to the counterparties. The Company manages the potential risk of credit losses through careful evaluation of counterparty credit standing and selection of counterparties from a limited group of financial institutions.

**NOTE 10-FAIR VALUE MEASUREMENTS:**

The Company's fair value measurements are classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).



Table of Contents

The following table summarizes the valuation of the Company's investments and financial instruments that are measured at fair value on a recurring basis:

| | As of November 30, 2021 | | | | As of November 30, 2020 | | | |
|---|---|---|---|---|---|---|---|---|
| | | Fair value measurement category | | | | Fair value measurement category | | |
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| **Assets:** | | | | | | | | |
| Cash equivalents | $ 713 | $ 713 | $ - | $ - | $ 7,915 | $ 7,915 | $ - | $ - |
| Marketable equity securities | 2,418 | 2,418 | - | - | 3,050 | 3,050 | - | - |
| Forward foreign currency exchange contracts | 13,764 | - | 13,764 | - | 209 | - | 209 | - |
| Interest rate swaps | - | - | - | - | - | - | - | - |
| **Liabilities:** | | | | | | | | |
| Forward foreign currency exchange contracts | $ 2,992 | $ - | $ 2,992 | $ - | $ 3,232 | $ - | $ 3,232 | $ - |
| Interest rate swaps | 62,821 | - | 62,821 | - | 115,726 | - | 115,726 | - |

The Company's cash equivalents consist primarily of highly liquid investments in money market funds and term deposits with maturity periods of three months or less. The carrying values of cash equivalents approximate fair value since they are near their maturity. Investments in marketable equity securities, primarily comprising investments in other companies' equity securities, are recorded at fair value based on quoted market prices. The fair values of forward exchange contracts are measured based on the foreign currency spot and forward rates quoted by the banks or foreign currency dealers. Fair values of long-term foreign currency exchange contracts are measured using valuations based upon quoted prices for similar assets and liabilities in active markets and are valued by

reference to similar financial instruments, adjusted for terms specific to the contracts. Fair values of interest rate swaps are measured using standard valuation models using inputs that are readily available in public markets, or can be derived from observable market transactions, including LIBOR spot and forward rates. The effect of nonperformance risk on the fair value of derivative instruments was not material as of November 30, 2021 and 2020.

The carrying values of accounts receivable, accounts payable and short-term debt approximate fair value due to their short maturities and interest rates which are variable in nature. The carrying value of the Company's term loans approximate their fair value since they bear interest rates that are similar to existing market rates. The estimated fair value of the Senior Notes was approximately $2,449,277 at November 30, 2021.

During the fiscal years ended November 30, 2021, 2020 and 2019, there were no transfers between the fair value measurement category levels.

**NOTE 11-BORROWINGS:**

Borrowings consist of the following:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Committed and uncommitted revolving credit facilities and borrowings | $ 106,256 | $ 57,870 |
| Current portion of TD SYNNEX credit agreement | 75,000 | - |
| Current portion of other long-term debt | - | 67,088 |
| Borrowings, current | $ 181,256 | $ 124,958 |
| TD SYNNEX credit agreement | $ 1,425,000 | $ - |
| TD SYNNEX Senior Notes | 2,500,000 | - |
| SYNNEX United States credit agreement - term loan component | - | 500,000 |
| SYNNEX United States term loan credit agreement | - | 1,000,000 |
| Other credit agreements and long-term debt | 72,258 | 85 |
| Long-term borrowings, before unamortized debt discount and issuance costs | $ 3,997,258 | $ 1,500,085 |
| Less: unamortized debt discount and issuance costs | (42,082) | (3,385 |
| Long-term borrowings | $ 3,955,176 | $ 1,496,700 |



Table of Contents

**TD SYNNEX United States accounts receivable securitization arrangement**

In the United States, the Company has an accounts receivable securitization program to provide additional capital for its operations (the "U.S. AR Arrangement"). Under the terms of the U.S. AR Arrangement, that, prior to the December 2021 amendment described below, was scheduled to expire in May 2022, the Company's subsidiary that is the borrower under this facility could borrow up to a maximum of $650,000 based upon eligible trade accounts receivable. During the fiscal year ended November 30, 2021, the effective borrowing cost under the U.S. AR Arrangement was a blended rate based upon the composition of the lenders, that includes prevailing dealer commercial paper rates and a rate based upon LIBOR. In addition, a program fee payable on the used portion of the lenders' commitment, accrued at 1.25% per annum in the case of lender groups who funded their advances based on prevailing commercial paper rates, and 1.30% per annum in the case of lender groups who funded their advances based on LIBOR (subject to a 0.50% per annum floor). A facility fee was payable on the adjusted commitment of the lenders, to accrue at different tiers ranging between 0.35% per annum and 0.45% per annum depending on the amount of outstanding advances from time to time.

Under the terms of the U.S. AR Arrangement, the Company and certain of its U.S. subsidiaries sell, on a revolving basis, their receivables to a wholly-owned, bankruptcy-remote subsidiary. The borrowings are funded by pledging all of the rights, title and interest in the receivables acquired by the Company's bankruptcy-remote subsidiary as security. Any amounts received under the U.S. AR Arrangement are recorded as debt on the Company's Consolidated Balance Sheets.

On December 22, 2021, the Company and its subsidiaries that are party to the U.S. AR Arrangement amended the U.S. AR Arrangement to extend the maturity date to December 2024 and increase the lending commitment to $1,500,000. Further, the effective borrowing cost under the U.S. AR Arrangement was also modified through adjustments to the (i) program fee payable on the used portion of the lenders' commitment, that now accrues at 0.75% per annum and (ii) facility fee payable on the adjusted commitment of the lenders, that now accrues at different tiers ranging between 0.30% per annum and 0.40% per annum depending on the amount of outstanding advances from time to time.

**SYNNEX United States credit agreement**

Prior to the Merger, in the United States, the Company had a senior secured credit agreement (as amended, the "U.S. Credit Agreement") with a group of financial institutions. The U.S. Credit Agreement included a $600,000 commitment for a revolving credit facility and a term loan in the original principal amount of $1,200,000. Interest on borrowings under the U.S. Credit Agreement was based on LIBOR or a base rate at the Company's option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 2.00% and the margin for base rate loans ranged from 0.25% to 1.00%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) the Federal Funds Rate, plus a margin of 0.5%, (b) the rate of interest announced, from time to time, by the agent, Bank of America, N.A., as its "prime rate," and (c) the Eurodollar Rate, plus 1.0%. The unused revolving credit facility commitment fee ranged from 0.175% to 0.30% per annum. The margins above the applicable interest rates and the revolving commitment fee for revolving loans were based on the Company's consolidated leverage ratio, as calculated under the U.S. Credit Agreement. The Company's obligations under the U.S. Credit Agreement were secured by substantially all of the parent company's and its United States domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Term Loan Credit Agreement (defined below) pursuant to an intercreditor agreement and were guaranteed by certain of the Company's United States domestic subsidiaries. The U.S. Credit Agreement was originally scheduled to mature in September 2022, however the U.S. Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).

**SYNNEX United States term loan credit agreement**

Prior to the Merger, in the United States the Company had a senior secured term loan credit agreement (the "U.S. Term Loan Credit Agreement") with a group of financial institutions in the original principal amount of $1,800,000. The remaining outstanding principal was payable on maturity. Interest on borrowings under the U.S. Term Loan Credit Agreement were based on LIBOR or a base rate at the Company's option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 1.75% and the margin for base rate loans ranged from 0.25% to 0.75%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) 0.5% plus the greater of (x) the Federal Funds Rate in effect on such day and (y) the overnight bank funding rate in effect on such day, (b) the Eurodollar Rate plus 1.0% per annum, and (c) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate" in the U.S. During the period in which the term loans were available to be drawn, the Company paid term loan commitment fees. The margins above the Company's applicable interest rates and the term loan commitment fee were based on the Company's consolidated leverage ratio as calculated under the U.S. Term Loan Credit Agreement. The Company's obligations under the U.S. Term Loan Credit Agreement were secured by substantially all of the Company's and certain of its domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Credit Agreement pursuant to an intercreditor agreement, and were guaranteed by certain of its domestic subsidiaries. The U.S. Term Loan Credit Agreement was originally scheduled to mature in October 2023, however the U.S. Term Loan Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).



Table of Contents

**TD SYNNEX credit agreement**

In connection with the Merger Agreement, the Company entered into a credit agreement, dated as of April 16, 2021 (the "TD SYNNEX Credit Agreement") with the lenders party thereto and Citibank, N.A., as agent, pursuant to which the Company received commitments for the extension of a senior unsecured revolving credit facility not to

exceed an aggregate principal amount of $3,500,000, which revolving credit facility (the “TD SYNNEX revolving credit facility”) may, at the request of the Company but subject to the lenders’ discretion, potentially be increased by up to an aggregate amount of $500,000. The TD SYNNEX Credit Agreement also includes a senior unsecured term loan (the “TD SYNNEX term loan” and, together with the TD SYNNEX revolving credit facility, the “TD SYNNEX credit facilities”) in an aggregate principal amount of $1,500,000, that was fully funded in connection with the closing of the Merger. The borrower under the TD SYNNEX credit facilities is the Company. There are no guarantors of the TD SYNNEX credit facilities. The maturity of the TD SYNNEX credit facilities is on the fifth anniversary of the September 2021 closing date, to occur in September 2026, subject in the case of the revolving credit facility, to two one-year extensions upon the Company’s prior notice to the lenders and the agreement of the lenders to extend such maturity date.

The outstanding principal amount of the TD SYNNEX term loan is payable in quarterly installments in an amount equal to 1.25% of the original $1,500,000 principal balance commencing on the last day of the first full fiscal quarter after the closing date of the TD SYNNEX credit facilities, with the outstanding principal amount of the term loans due in full on the maturity date. Loans borrowed under the TD SYNNEX Credit Agreement bear interest, in the case of LIBOR (or successor) rate loans, at a per annum rate equal to the applicable LIBOR (or successor) rate, plus the applicable margin, which may range from 1.125% to 1.75%, based on the Company’s public debt rating (as defined in the TD SYNNEX Credit Agreement). The applicable margin on base rate loans is 1.00% less than the corresponding margin on LIBOR (or successor rate) based loans. In addition to these borrowing rates, there is a commitment fee that ranges from 0.125% to 0.300% on any unused commitment under the TD SYNNEX revolving credit facility based on the Company’s public debt rating. As of November 30, 2021, the effective interest rate for the term loan was 1.49%.

The TD SYNNEX Credit Agreement contains various loan covenants that are customary for similar facilities for similarly rated borrowers that restricts the ability of the Company and its subsidiaries to take certain actions. The TD SYNNEX Credit Agreement also contains financial covenants that require compliance with a maximum debt to EBITDA ratio and a minimum interest coverage ratio, in each case tested on the last day of each fiscal quarter commencing with the first full fiscal quarter to occur after the closing date of the TD SYNNEX credit facilities. The TD SYNNEX Credit Agreement also contains various customary events of default, including with respect to a change of control of the Company.

On March 22, 2021, the Company had entered into a debt commitment letter (the “Commitment Letter”), under which Citigroup Global Markets Inc. and certain other financing institutions joining thereto pursuant to the terms thereof committed to provide (i) a $1.5 billion senior unsecured term bridge facility (the "Term Loan A Bridge Facility"), (ii) a $2.5 billion senior unsecured term bridge facility (the “Bridge Facility”) and (iii) a $3.5 billion senior unsecured revolving bridge facility (the "Bridge Revolving Facility"), subject to the satisfaction of certain customary closing conditions. On April 16, 2021, (i) the $1.5 billion commitment with respect to the Term Loan A Bridge Facility under the Commitment Letter and (ii) the $3.5 billion commitment with respect to the Bridge Revolving Facility under the Commitment Letter were reduced to zero, in each case, as a result of the Company entering into the TD SYNNEX Credit Agreement; and on August 9, 2021 the Bridge Facility was reduced to zero as a result of the issuance of the TD SYNNEX Senior Notes described below.

**TD SYNNEX Senior Notes**

On August 9, 2021, the Company completed its offering of $2.5 billion aggregate principal amount of senior unsecured notes, consisting of $700.0 million of 1.25% senior notes due August 9, 2024, $700.0 million of 1.75% senior notes due August 9, 2026, $600.0 million of 2.375% senior notes due August 9, 2028, and $500.0 million of 2.65% senior notes due August 9, 2031 (collectively, the “Senior Notes,” and such offering, the “Senior Notes Offering”). The Company incurred $19.6 million towards issuance costs on the Senior Notes. The Company will pay interest semi-annually on the notes on each of February 9 and August 9, beginning February 9, 2022. The net proceeds from this offering were used to fund a portion of the aggregate cash consideration payable in connection with the Merger, refinance certain of the Company’s existing indebtedness and pay related fees and expenses and for general corporate purposes.

The interest rate payable on each series of the Senior Notes will be subject to adjustment from time to time if the credit rating assigned to such series of Senior Notes is downgraded (or downgraded and subsequently upgraded). The Company may redeem the Senior Notes, at any time in whole or from time to time in part, prior to (i) August 9, 2022 (the “2024 Par Call Date”) in the case of the 2024 Senior Notes, (ii) July 9, 2026 (the “2026 Par Call Date”) in the case of the 2026 Senior Notes, (iii) June 9, 2028 (the “2028 Par Call Date”) in the case of the 2028 Senior Notes,

and (iv) May 9, 2031 in the case of the 2031 Senior Notes (the "2031 Par Call Date" and, together with the 2024 Par Call Date, the 2026 Par Call Date and the 2028 Par Call Date, each, a "Par Call Date" and together, the "Par Call Dates"), at a redemption price equal to the greater of (x) 100% of the aggregate principal amount of the applicable Senior Notes to be redeemed and (y) the sum of the present values of the remaining scheduled payments of the principal and interest on the Senior Notes, discounted to the date of redemption on a semi-annual basis at a rate equal to the sum of the applicable treasury rate plus 15 basis points for the 2024 Senior Notes, 20 basis points for the 2026 Senior Notes and 25 basis points for the 2028 Senior Notes and 2031 Senior Notes, plus in each case, accrued and unpaid interest thereon to, but excluding, the redemption date. The Company may also redeem the Senior Notes of any series at its option, at any time in whole or from time to time in part, on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed.



Table of Contents

**Other borrowings and term debt**

The Company has various other committed and uncommitted lines of credit with financial institutions at certain locations outside the United States, accounts receivable securitization arrangements, factoring of accounts receivable with recourse provisions, capital leases, a building mortgage, short-term loans, term loans, credit facilities, and book overdraft facilities, totaling approximately $635,473 in borrowing capacity as of November 30, 2021. Most of these facilities are provided on an unsecured, short-term basis and are reviewed periodically for renewal. Interest rates and other terms of borrowing under these lines of credit vary by country, depending on local market conditions. There was $106,256 outstanding on these facilities at November 30, 2021, at a weighted average interest rate of 4.59%, and there was $57.9 million outstanding at November 30, 2020, at a weighted average interest rate of 1.03%. Borrowings under these lines of credit facilities are guaranteed by the Company or secured by eligible accounts receivable.

At November 30, 2021, the Company was also contingently liable for reimbursement obligations with respect to issued standby letters of credit in the aggregate outstanding amount of $104.7 million. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions.

The maximum commitment amounts for local currency credit facilities have been translated into United States Dollars at November 30, 2021 exchange rates.

**Future principal payments**

As of November 30, 2021, future principal payments under the above loans are as follows:

| **Fiscal Years Ending November 30,** | | |
|---|---|---|
| 2022 | $ | 181,256 |
| 2023 | | 103,205 |
| 2024 | | 776,290 |
| 2025 | | 77,399 |
| 2026 | | 1,940,364 |
| Thereafter | | 1,100,000 |
| Total | $ | 4,178,514 |

**Covenant compliance**

The Company's credit facilities have a number of covenants and restrictions that require the Company to maintain specified financial ratios. The covenants also limit the Company's ability to incur additional debt, create liens, enter into agreements with affiliates, modify the nature of the Company's business, and merge or consolidate. As of November 30, 2021, the Company was in compliance with all current and material financial covenant requirements for the above arrangements.

**NOTE 12-EARNINGS PER COMMON SHARE:**

The following table sets forth the computation of basic and diluted earnings per common share for the periods indicated:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Basic earnings per common share: | | | |
| Income from continuing operations attributable to common stockholders(1) | $ 391,025 | $ 330,780 | $ 358,871 |
| Income from discontinued operations attributable to common stockholders(1) | - | 192,497 | 137,248 |
| Net income attributable to common stockholders(1) | $ 391,025 | $ 523,276 | $ 496,119 |
| Weighted-average number of common shares - basic | 62,239 | 50,900 | 50,669 |
| Basic earnings per common share | | | |
| Continuing operations | $ 6.28 | $ 6.50 | $ 7.08 |
| Discontinued operations | - | 3.78 | 2.71 |
| Total basic net earnings per share | $ 6.28 | $ 10.28 | $ 9.79 |
| **Diluted earnings per common share:** | | | |
| Income from continuing operations attributable to common stockholders(1) | $ 391,051 | $ 330,802 | $ 358,885 |
| Income from discontinued operations attributable to common stockholders(1) | - | 192,510 | 137,255 |
| Net income attributable to common stockholders(1) | $ 391,051 | $ 523,313 | $ 496,139 |
| Weighted-average number of common shares - basic | 62,239 | 50,900 | 50,669 |
| Effect of dilutive securities: | | | |
| Stock options and restricted stock units | 459 | 337 | 267 |
| Weighted-average number of common shares - diluted | 62,698 | 51,237 | 50,936 |
| Diluted earnings per common share | | | |
| Continuing operations | $ 6.24 | $ 6.46 | $ 7.05 |
| Discontinued operations | - | 3.76 | 2.69 |
| Total basic net earnings per share | $ 6.24 | $ 10.21 | $ 9.74 |
| Anti-dilutive shares excluded from diluted earnings per share calculation | 16 | 63 | 108 |

(1) Restricted stock awards granted by the Company are considered participating securities. Income available to participating securities was immaterial in all periods presented.

**NOTE 13-SEGMENT INFORMATION:**

Segment results for all prior periods have been restated for comparability to the Company's current reportable segments (see Note 1 - Organization and Basis of Presentation for further discussion). Summarized financial information related to the Company's reportable business segments for the periods presented is shown below:

| | Americas | Europe | APJ | Consolidated |
|---|---|---|---|---|
| **Fiscal Year ended November 30, 2021** | | | | |
| Revenue | $23,317,274 | $ 6,201,302 | $ 2,095,593 | $31,614,169 |
| Operating income | 497,964 | 79,153 | 46,100 | 623,218 |
| Depreciation and amortization expense | (105,669) | (41,333) | (2,562) | (149,564) |
| Total assets | 15,708,483 | 10,657,886 | 1,300,011 | 27,666,380 |
| **Fiscal Year ended November 30, 2020** | | | | |
| Revenue | $17,844,621 | $ 700,270 | $ 1,432,259 | $19,977,150 |
| Operating income | 438,667 | 43,463 | 39,211 | 521,341 |

| | | | | |
|---|---|---|---|---|
| Total assets | 6,920,557 | 533,451 | 839,337 | 8,293,345 |
| **Fiscal Year ended November 30, 2019** | | | | |
| Revenue | $ 16,860,814 | $ 972,815 | $ 1,236,340 | $ 19,069,970 |
| Operating income | 449,427 | 32,452 | 37,549 | 519,429 |
| Depreciation and amortization expense | (63,119) | (610) | (2,600) | (66,329) |



Table of Contents

The Company attributes revenues from external customers to the country from where products are delivered. Except for the United States, no other country accounted for 10% or more of the Company's revenue for the periods presented. Except for the United States, no other country accounted for 10% or more of the Company's property and equipment, net, less capitalized software and application software, for the periods presented:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| **Revenue:** | | | |
| United States | $ 19,923,466 | 15,267,536 | $ 14,625,977 |
| Others | 11,690,703 | 4,709,614 | 4,443,993 |
| Total | $ 31,614,169 | 19,977,150 | 19,069,970 |

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| **Property and equipment, net:** | | |
| United States | $ 199,209 | $ 126,160 |
| Others | 111,831 | 31,485 |
| Total | $ 311,040 | $ 157,645 |

**NOTE 14-RELATED PARTY TRANSACTIONS:**

The Company has a business relationship with MiTAC Holdings Corporation ("MiTAC Holdings"), a publicly-traded company in Taiwan, which began in 1992 when MiTAC Holdings became one of the Company's primary investors through its affiliates. As of November 30, 2021 and 2020, MiTAC Holdings and its affiliates beneficially owned approximately 9.5% and 18% of the Company's outstanding common stock, respectively. Mr. Matthew Miau, Chairman Emeritus of the Company's Board of Directors and a director, is the Chairman of MiTACHoldings and a director or officer of MiTAC Holdings' affiliates.

**Beneficial ownership of the Company's common stock by MiTAC Holdings**

As noted above, MiTAC Holdings and its affiliates in the aggregate beneficially owned approximately 9.5% of the Company's outstanding common stock as of November 30, 2021. These shares are owned by the following entities:

| | As of November 30, 2021 |
|---|---|
| MiTAC Holdings(1) | 5,300 |
| Synnex Technology International Corp.(2) | 3,860 |
| Total | 9,160 |

1. Shares are held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC Holdings. Excludes 192 shares held directly by Mr. Miau and 217 shares indirectly held by Mr. Miau through a charitable remainder trust, and 190 shares held by his spouse.
2. Synnex Technology International Corp. ("Synnex Technology International") is a separate entity from the Company and is a publicly-traded corporation in Taiwan. Shares are held via Peer Development Ltd., a wholly-owned subsidiary of Synnex Technology International. MiTAC Holdings owns a noncontrolling interest of 14.1% in MiTAC Incorporated, a privately-held Taiwanese company, which in turn holds a noncontrolling interest of 15.7% in Synnex Technology International. Neither MiTAC Holdings nor Mr. Miau is affiliated with any person(s), entity, or entities that hold a majority interest in MiTAC Incorporated.

The following table presents the Company's transactions with MiTAC Holdings and its affiliates for the periods indicated:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Purchases of inventories and services | $ 199,698 | $ 211,858 | $ 173,390 |
| Sale of products to MiTAC Holdings and affiliates | 623 | 764 | 761 |
| Payments made for rent and overhead costs for use of facilities of MiTAC Holdings and affiliates, net | 161 | 129 | 41 |

The following table presents the Company's receivable from and payable to MiTAC Holdings and its affiliates for the periods presented:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Receivable from related parties (included in Accounts receivable, net) | $ 21,841 | $ 26,133 |
| Payable to related parties (included in Accounts payable) | 32,802 | 49,603 |



Table of Contents

The Company's business relationship with MiTAC Holdings and its affiliates has been informal and is generally not governed by long-term commitments or arrangements with respect to pricing terms, revenue or capacity commitments. The Company negotiates pricing and other material terms on a case-by-case basis with MiTAC Holdings and affiliates. The Company has adopted a policy requiring that material transactions with MiTAC Holdings or its related parties be approved by its Audit Committee, which is composed solely of independent directors. In addition, Mr. Miau's compensation is approved by the Nominating and Corporate Governance Committee, which is also composed solely of independent directors.

Synnex Technology International is a publicly-traded corporation in Taiwan that currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also a potential competitor of the Company. Neither MiTAC Holdings nor Synnex Technology International is restricted from competing with the Company.

**NOTE 15-EMPLOYEE BENEFITS PLANS:**

The Company has 401(k) plans in the United States under which eligible employees may contribute up to the maximum amount as provided by law. Employees generally become eligible to participate in these plans on the first day of the month after their employment date. The Company may make discretionary contributions under the plans. Employees in certain of the Company's international subsidiaries are covered by government mandated defined contribution plans. During fiscal years 2021, 2020 and 2019, the Company contributed $12,131, $3,561 and $3,568, respectively, to defined contribution plans.

**Defined Benefit Plans**

The Company's defined benefit plans sponsored by certain international subsidiaries are not material to operations.

**NOTE 16-LEASES:**

The Company leases certain of its facilities and equipment under operating lease agreements, which expire in various periods through 2035. The Company's finance leases are not material.

The following table presents the various components of lease costs.

| | Fiscal Years Ended November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Operating lease cost | $ 48,167 | $ 24,394 |
| Short-term and variable lease cost | 5,618 | 4,207 |
| Sublease income | (223) | (7 |
| Total operating lease cost | $ 53,562 | $ 28,594 |

The following table presents a maturity analysis of expected undiscounted cash flows for operating leases on an annual basis for the next five years and thereafter as of November 30, 2021:

**Fiscal Years Ending November 30,**

| | | |
|---|---|---|
| 2022 | $ | 110,857 |
| 2023 | | 83,108 |
| 2024 | | 64,509 |
| 2025 | | 52,739 |
| 2026 | | 43,860 |
| Thereafter | | 193,292 |
| Total payments | $ | 548,365 |
| Less: imputed interest* | | (85,722) |
| Total present value of lease payments | $ | 462,643 |

*Imputed interest represents the difference between undiscounted cash flows and discounted cash flows.

During the fiscal year ended November 30, 2019, rent expense was $28,186. Sublease income was immaterial for this year.

The following amounts were recorded in the Company's Consolidated Balance Sheet as of November 30, 2021 and 2020:

| Operating leases | Balance sheet location | November 30, 2021 | November 30, 2020 |
|---|---|---|---|
| Operating lease ROU assets | Other assets, net | $ 447,122 | $ 70,575 |
| Current operating lease liabilities | Other accrued liabilities | 109,490 | 23,055 |
| Non-current operating lease liabilities | Other long-term liabilities | 353,153 | 53,130 |



Table of Contents

The following table presents supplemental cash flow information related to the Company's operating leases for the fiscal years ended November 30, 2021 and 2020. Cash payments related to variable lease costs and short-term leases are not included in the measurement of operating lease liabilities, and, as such, are excluded from the amounts below:

| | Fiscal Years Ended November 30, | |
|---|---|---|
| Cash flow information | 2021 | 2020 |
| Cash paid for amounts included in the measurement of lease liabilities | $ 29,887 | $ 22,954 |
| Non-cash ROU assets obtained in exchange for lease liabilities (subsequent to initial adoption) | 34,179 | 25,172 |

The weighted-average remaining lease term and discount rate as of November 30, 2021 and 2020 were as follows:

| Operating lease term and discount rate | 2021 | 2020 |
|---|---|---|
| Weighted-average remaining lease term (years) | 8.11 | 4.67 |
| Weighted-average discount rate | 4.05% | 4.15% |

**NOTE 17-INCOME TAXES:**

The components of pretax income from continuing operations are as follows:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| United States | $ 246,331 | $ 276,237 | $ 326,535 |
| Foreign | 220,154 | 159,910 | 146,752 |
| | $ 466,485 | $ 436,146 | $ 473,287 |

Significant components of the provision for income taxes are as follows:

| | Fiscal Years Ended November 30, |
|---|---|

| | 2021 | 2020 | 2019 |
|---|---|---|---|
| **Current tax provision:** | | | |
| Federal | $ (8,838) | $ 56,355 | $ 63,580 |
| State | 13,916 | 19,537 | 20,681 |
| Foreign | 66,660 | 42,252 | 33,666 |
| | $ 71,738 | $ 118,144 | 117,927 |
| **Deferred tax provision (benefit):** | | | |
| Federal | $ 13,597 | (13,449 | (10,647 |
| State | (675) | (3,990) | (1,751 |
| Foreign | (13,244) | 904 | 5,583 |
| | $ (322) | $ (16,535) | $ (6,815) |
| **Total tax provision** | $ 71,416 | $ 101,609 | 111,113 |

The breakdown of net deferred tax assets and liabilities are as follows:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Deferred tax assets | $ 27,287 | $ 39,636 |
| Deferred tax liabilities | (1,015,640) | (5,836) |
| Total net deferred tax assets (liabilities) | $ (988,353) | $ 33,800 |



Table of Contents

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

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| **Assets:** | | |
| Loss carryforwards | $ 98,472 | $ 166 |
| Lease liabilities | 92,803 | 12,889 |
| Accrued liabilities | 60,897 | 8,905 |
| Foreign tax credit carryforwards | 54,807 | 3,485 |
| Disallowed interest expense | 34,472 | - |
| Allowance for doubtful accounts and sales return reserves | 28,463 | 27,518 |
| Capitalized inventory costs | 20,527 | 13,852 |
| Unrealized losses on cash flow hedges | 17,668 | 31,810 |
| Acquisition and transaction related costs | 17,808 | - |
| Share-based compensation expense | 10,855 | 5,752 |
| Deferred revenue | 5,742 | 2,997 |
| Long-lived assets | 4,891 | (7,576) |
| Other, net | 6,303 | 12,526 |
| | 453,708 | 112,324 |
| Less: valuation allowance | (123,435) | (5,492) |
| Total deferred tax assets | $ 330,273 | $ 106,832 |
| **Liabilities:** | | |
| Long-lived assets | $ (1,165,400) | $ (61,146) |
| Lease right-of-use assets | (99,033) | (11,862) |
| Deferred costs | (39,672) | - |
| Capitalized marketing program costs | (4,977) | - |
| Other, net | (9,544) | (24) |

| | | |
|---|---|---|
| Total deferred tax liabilities | $ (1,318,626) | $ (73,032) |
| **Net deferred tax (liability) asset** | $ (988,353) | $ 33,800 |

The increase in the Company's overall deferred tax liability position is primarily due to the increase in the Company's identified intangible assets recorded as a result of the Merger. The net change in the deferred tax valuation allowances in fiscal 2021was an increase of $117.9 million primarily resulting from the Merger.

The valuation allowance at November 30, 2021 primarily relates to carryforwards for foreign net operating losses and foreign tax credits in the United States. The valuation allowance at November 30, 2020 relates primarily to certain state and foreign net operating loss carryforwards and state credits. The Company considers all positive and negative evidence available in determining the potential of realizing deferred tax assets. To the extent that the Company generates consistent taxable income within those operations with valuation allowances, the Company may reduce the valuation allowances, thereby reducing income tax expense and increasing net income in the period the determination is made.

The Company’s net operating loss carryforwards totaled $430.2 million at November 30, 2021. The majority of the net operating losses have an indefinite carryforward period with the remaining portion expiring in fiscal years 2022 through 2038. In addition, the Company has an immaterial net amount of state net operating losses. The Company’s foreign tax credit carryforwards in the United States totaled $54.8 million at November 30, 2021. The foreign tax credits have a ten-year carryforward period, and the majority is set to expire in fiscal year 2028.



Table of Contents

The reconciliation of the statutory United States federal income tax rate to the Company’s effective income tax rate is as follows:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| United States federal statutory income tax rate | 21.0% | 21.0% | 21.0% |
| State income taxes, net of federal income tax benefit | 2.5 | 2.4 | 3.0 |
| Global intangible low taxed income | 0.6 | 0.3 | 0.5 |
| Tax on foreign earnings different than US federal rate | 1.6 | 1.7 | 1.8 |
| Net changes in deferred tax valuation allowances | (0.4) | - | - |
| Adjustments related to the Tax Cuts and Jobs Act | - | - | (3.1) |
| Interest not subject to tax, net | 0.2 | (1.8) | 1.0 |
| Capital loss carryback | (9.6) | - | - |
| Net changes in reserves for uncertain tax positions | (0.7) | - | - |
| Other, net | 0.1 | (0.4) | (0.8) |
| Effective income tax rate | 15.3% | 23.3% | 23.5% |

In connection with the Merger, the Company restructured its foreign financing structure, as well as select legal entities in anticipation of legally integrating legacy Tech Data and SYNNEX foreign operations. In addition to the treasury efficiencies, these restructurings resulted in a one-time domestic capital loss which would offset certain domestic capital gains when carried back under United States tax law to tax year 2020, resulting in a tax benefit of approximately $45 million.

The Company’s United States business has sufficient cash flow and liquidity to fund its operating requirements and the Company expects and intends that profits earned outside the United States will be fully utilized and reinvested outside of the United States.

As of November 30, 2021, the Company had approximately $619.7 million of undistributed earnings of its non-U.S. subsidiaries for which it has not provided for non-U.S. withholding taxes and state taxes because such earnings are intended to be reinvested indefinitely in international operations. It is not practicable to determine the amount of applicable taxes that would be due if such earnings were distributed. Accordingly, the Company has not provisioned

United States state taxes and foreign withholding taxes on non-U.S. subsidiaries for which the earnings are permanently reinvested.

The Company has been granted tax holidays in certain jurisdictions, primarily, China. The tax holidays provide for lower rates of taxation and require various thresholds of investment and business activities in those jurisdictions. Certain tax holidays begin to expire in fiscal year 2021. The tax benefits from the above tax holidays for fiscal years 2021, 2020 and 2019 were not material.

The estimates and assumptions used by the Company in computing the income taxes reflected in the Company's consolidated financial statements could differ from the actual results reflected in the income tax returns filed during the subsequent year. Adjustments are recorded based on filed returns when such returns are finalized or the related adjustments are identified.

The aggregate changes in the balances of gross unrecognized tax benefits, excluding accrued interest and penalties, during fiscal years 2021, 2020 and 2019 were as follows:

| For the year ended November 30: | 2021 | 2020 | 2019 |
|---|---|---|---|
| Gross unrecognized tax benefits at beginning of period | $ 12,513 | $ 22,445 | $ 17,812 |
| Increases (decreases) in tax positions for prior years and acquisitions | 17,579 | (880 ) | 2,367 |
| Decreases in tax positions for prior years | - | (3,097 ) | - |
| Increases in tax positions for current year | 827 | 1,999 | 4,816 |
| Expiration of statutes of limitation | (3,768 ) | (7,486 ) | (2,535 ) |
| Changes due to translation of foreign currencies | (821 ) | (468) | (15 ) |
| Gross unrecognized tax benefits at end of period | $ 26,330 | $ 12,513 | $ 22,445 |

As of November 30, 2021, the amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate was $26.3 million. Unrecognized tax benefits that have a reasonable possibility of significantly decreasing within the 12 months following November 30, 2021 would not have a material impact on the tax rate. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company's accrued interest and penalties at November 30, 2021, would not have a material impact on the effective tax rate if reversed. The provision for income taxes for each of the fiscal years ended November 30, 2021, 2020 and 2019 includes interest expense on unrecognized income tax benefits for current and prior years which is not significant to the Company's Consolidated Statement of Income. The change in the balance of accrued interest for fiscal



Table of Contents

2021, 2020 and 2019, includes the current year end accrual, an interest benefit resulting from the expiration of statutes of limitation, and the translation adjustments on foreign currencies.

The Company conducts business primarily in the Americas, Europe and APJ, and as a result, one or more of its subsidiaries files income tax returns in the U.S. federal, various state, local and foreign tax jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities. The Company is no longer subject to examinations by the Internal Revenue Service for years before fiscal 2018. The Company is no longer subject to foreign or state income tax audits for returns covering years through 2003, and fiscal year 2010, respectively.

In preparation of the Separation, SYNNEX entered into a Tax Matters Agreement with Concentrix effective on December 1, 2020 that governs the rights and obligations of SYNNEX and Concentrix for certain pre-Separation tax liabilities. The Tax Matters Agreement provides that SYNNEX and Concentrix will share certain pre-Separation income tax liabilities that arise from adjustments made by tax authorities to SYNNEX and Concentrix' U.S. and certain non-U.S. income tax returns. In certain jurisdictions SYNNEX and Concentrix have joint and several

liability for past income tax liabilities and accordingly, SYNNEX could be legally liable under applicable tax law for such liabilities and required to make additional tax payments.

In addition, if the distribution of Concentrix' common shares to the SYNNEX stockholders is determined to be taxable, Concentrix and SYNNEX would share the tax liability equally, unless the taxability of the distribution is the direct result of action taken by either Concentrix or SYNNEX subsequent to the distribution in which case the party causing the distribution to be taxable would be responsible for any taxes imposed on the distribution.

**NOTE 18-COMMITMENTS AND CONTINGENCIES:**

As is customary in the technology industry, to encourage certain customers to purchase products from us, the Company also has other financing agreements with financial institutions to provide inventory financing facilities to the Company's customers and allow certain customers of the Company to finance their purchases directly with the financial institutions. The Company is contingently liable to repurchase inventory sold under these agreements in the event of any default by its customers under the agreement and such inventory being repossessed by the financial institutions. As the Company does not have access to information regarding the amount of inventory purchased from the Company, still on hand with the customer at any point in time, the Company's repurchase obligations relating to inventory cannot be reasonably estimated. Losses, if any, would be the difference between the repossession cost and the resale value of the inventory. Repurchases under these arrangements have been insignificant to date and the Company is not aware of any pending customer defaults or repossession obligations. The Company believes that, based on historical experience, the likelihood of a material loss pursuant to these inventory repurchase obligations is remote.

The French Autorité de la Concurrence ("Competition Authority") began in 2013 an investigation into the French market for certain products of Apple, Inc., ("Apple") for which the Company is a distributor. In March 2020, the Competition Authority imposed fines on Tech Data, on another distributor, and on Apple, finding that Tech Data entered into an anticompetitive agreement with Apple regarding volume allocations of Apple products. The fine imposed on Tech Data was €76 million (approximately $86 million as of November 30, 2021). The Company has vigorously contested the arguments of the Competition Authority, and the Company has appealed its determination to the French courts, seeking to set aside or reduce the fine. Although the Company believes it has strong arguments on appeal, the Company has determined that the best estimate of probable loss related to this matter as of November 30, 2021 is €36 million (approximately $41 million as of November 30, 2021). Under French law, the pendency of the Company's appeal does not suspend the obligation to pay the fine. Tech Data agreed with the French authorities to make eight equal installment payments in relation to the fine assessed for a total amount of €22.8 million on a quarterly basis from January 2021 through October 2022. As of November 30, 2021, the Company has an accrual established for this matter of €24.6 million ($27.7 million as of November 30, 2021) that represents the total estimate of probable loss less installment payments made to date. If the appeal process is not completed prior to the end of December 2022, the Company may be required to pay further amounts towards the full fine assessed by the Competition Authority before the Company's appeal is finally determined. However, any additional amounts that may need to be paid have not yet been determined. Additionally, the Company has provided a third-party surety bond to the Competition Authority to guarantee the payment of the amount of the fine and interest, if applicable. A civil lawsuit related to this matter, alleging anticompetitive actions in association with the established distribution networks for Apple, Tech Data and another distributor was filed by eBizcuss. The Company is currently evaluating this matter and cannot currently estimate the probability or amount of any potential loss.

From time to time, the Company receives notices from third parties, including customers and suppliers, seeking indemnification, payment of money or other actions in connection with claims made against them. Also, from time to time, the Company has been involved in various bankruptcy preference actions where the Company was a supplier to the companies now in bankruptcy. In addition, the Company is subject to various other claims, both asserted and unasserted, that arise in the ordinary course of business. The Company evaluates these claims and records the related liabilities. It is possible that the ultimate liabilities could differ from the amounts recorded.

Under the Separation and Distribution agreement, SYNNEX agreed to indemnify Concentrix, each of its subsidiaries and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from, among other matters, the liabilities allocated to SYNNEX as part of the Separation. Similarly, Concentrix agreed to indemnify SYNNEX, each of its subsidiaries and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from, among

Table of Contents

other matters, the liabilities allocated to Concentrix as part of the Separation. SYNNEX expects Concentrix to fully perform under the terms of the Separation and Distribution agreement.

Under the Separation and Distribution agreement, SYNNEX and Concentrix agreed to cooperate with each other in managing litigation related to both companies' businesses. The Separation and Distribution agreement also included provisions that assign to each company responsibility for managing pending and future litigation related to the general corporate matters of SYNNEX arising prior to the Separation.

The Company does not believe that the above commitments and contingencies will have a material adverse effect on the Company's results of operations, financial position or cash flows.



Table of Contents

**TD SYNNEX CORPORATION**

**SCHEDULE II-VALUATION AND QUALIFYING ACCOUNTS**
**For the Fiscal Years Ended November 30, 2021, 2020 and 2019**
**(in thousands)**
**(Amounts may not add due to rounding)**

| | | Additions/Deductions | | | |
|---|---|---|---|---|---|
| | Balances at Beginning of Fiscal Year | Charged to Revenue and Expense, net | Additions from Acquisitions | Reclassifications and Write-offs | Balances at End of Fiscal Year |
| **Fiscal Year Ended November 30, 2019** | | | | | |
| Allowance for sales returns-gross | $ 56,183 | $ 20,875 | $ - | $ (4) | $ 77,054 |
| Allowance for deferred tax assets | 5,807 | 419 | - | - | 6,226 |
| **Fiscal Year Ended November 30, 2020** | | | | | |
| Allowance for sales returns-gross | $ 77,054 | $ 17,385 | - | $ 183 | $ 94,622 |
| Allowance for deferred tax assets | 6,226 | (734) | - | - | 5,492 |
| **Fiscal Year Ended November 30, 2021** | | | | | |
| Allowance for sales returns-gross | $ 94,622 | $ (12,241) | $ 89,321 | $ 167 | $ 171,869 |
| Allowance for deferred tax assets | 5,492 | - | 120,411 | (2,468) | 123,435 |



Table of Contents

**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**

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial

Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Report, our Chief Executive Officer (our principal executive officer) and Chief Financial Officer (our principal financial officer) have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

**Management's Report on internal control over financial reporting**

Management's Report on internal control over financial reporting on page 48, and the attestation report of KPMG LLP, an independent registered public accounting firm on page 49, is incorporated herein by reference.

**Changes in internal control over financial reporting**

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with management's evaluation during our last quarter of fiscal 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B.** ***Other Information***

None.

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

Not Applicable.



Table of Contents

## PART III

**Item 10.** ***Directors, Executive Officers and Corporate Governance***

The information required by this item (with respect to Directors) is incorporated by reference from the information under the caption "Election of Directors" "Corporate Governance -- Organization of the Board of Directors" contained in our Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for our 2022 Annual Meeting of Stockholders to be held on March 15, 2022 (the "Proxy Statement"). Certain information required by this item concerning executive officers is set forth in Part I of this Report under the caption "Information About Our Executive Officers."

Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16(a) of the Exchange Act. To the extent disclosure for delinquent reports is being made, it can be found under the caption "Delinquent Section 16(a) Reports" in the Proxy Statement and is incorporated herein by reference.

We have adopted a code of ethics that applies to all of our employees, including our principal executive officer, our principal financial and accounting officer, our controllers and persons performing similar functions. This code of ethics, called a Code of Ethical Business Conduct, is available free of charge on our public website (www.tdsynnex.com) on the investor relations webpage. Future amendments or waivers relating to the code of ethics will be disclosed on the webpage referenced in this paragraph within five (5) business days following the date of such amendment or waiver.

**Item 11.** ***Executive Compensation***

The information required by this item is incorporated by reference from the information under the captions "Corporate Governance -- 2021 Directors' Compensation Table," "Corporate Governance -- Narrative to Directors' Compensation Table," "Executive Compensation," and "Corporate Governance -- Compensation Committee Interlocks and Insider Participation" contained in the Proxy Statement.

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

The information required by this item with respect to security ownership of certain beneficial owners and management is incorporated by reference from the information under the caption "Security Ownership of Certain Beneficial Owners and Management" contained in the Proxy Statement.

**Equity Compensation Plan Information**

The following table sets forth certain information regarding our equity compensation plans as of November 30, 2021:

| Plan Category | Number of securities to be issued upon exercise of outstanding options (a) | | Weighted-average exercise price of outstanding options (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) | |
|---|---|---|---|---|---|
| Equity compensation plan approved by security holders | 688,752 | (1) | $ 66.29 | 5,629,065 | (2)(3) |
| Equity compensation plan not approved by security holders | - | | - | - | |
| Total | 688,752 | (1) | $ 66.29 | 5,629,065 | (2)(3) |

(1) Includes the number of shares to be issued under our 2003, 2013 and 2020 Plans. Please see Note 6 - Share-Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the plans.

(2) Includes the number of shares reserved for issuance under our 2020 Plan. The number of shares initially authorized for issuance under our 2020 Plan will not exceed the sum of (i) 2,493,196 shares of common stock plus (ii) any shares under the 2013 Plan that that are subject to outstanding awards to the extent those awards expire, terminate or are canceled for any reason prior to exercise without the issuance or delivery of such shares, any shares subject to vesting restrictions that are subsequently forfeited, and any reserved shares not issued or subject to outstanding awards and (iii) any shares that are subject to outstanding options under the 2003 Plan to the extent those options expire, terminate, or are canceled for any reason prior to exercise without the issuance or delivery of such shares, up to a maximum of 1,443,193 shares. Due to antidilution provisions in the 2020 TD SYNNEX Plan the number of authorized shares was increased by 2,620,859 shares following the Separation. Please see Note 6 - Share-Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the TD SYNNEX Plans.

(3) Includes 1,074,095 shares available-for-sale pursuant to our 2014 Employee Stock Purchase Plan. Shares of common stock will be purchased at a price equal to 95% of the fair market value per share of common stock on either the first trading day of the offering period or on the last trading day of the accumulation period, whichever is lower. See Note 6 - Share-Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the 2014 Employee Stock Purchase Plan.



Table of Contents

**Item 13.** ***Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is incorporated by reference from the information contained under the caption "Certain Relationships and Related Party Transactions" and "Election of Directors" contained in the Proxy Statement.

**Item 14.** ***Principal Accounting Fees and Services***

The information required by this item is incorporated by reference from the information contained under the caption "Ratification of the Appointment of Independent Registered Public Accountants" contained in the Proxy Statement.



Table of Contents

## PART IV

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

**(a) Documents filed as part of this report:**

(1) Financial Statements

See Index under Item 8.

(2) Financial Statements Schedule

See Index under Item 8.

(3) Exhibits

See Item 15(b) below. Each compensatory plan required to be filed has been identified.

**(b) Exhibits.**

| Exhibit Number | | Description of Document |
|---|---|---|
| 2.1+ | | Agreement and Plan of Merger, dated as of March 22, 2021, by and among SYNNEX, Spire Sub I, Inc., Spire Sub II, LLC, and Tiger Parent (AP) Corporation (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on March 22, 2021). |
| 3(i).1 | | Restated Certificate of Incorporation. |
| 3(ii).1 | | Amended and Restated Bylaws. |
| 4.1 | | Description of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934. |
| 4.2 | | Indenture, dated as of August 9, 2021, by and between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.3 | | First Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.4 | | Second Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.5 | | Third Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.6 | | Fourth Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.7 | | Form of $700,000,000 1.250% Senior Notes due 2024 (included as Exhibit A to Exhibit 4.2) (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.8 | | Form of $700,000,000 1.750% Senior Notes due 2026 (included as Exhibit A to Exhibit 4.3) (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on August 9, 2021). |

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| 4.9 | | Form of $600,000,000 2.375% Senior Notes due 2028 (included as Exhibit A to Exhibit 4.4) (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.10 | | Form of $500,000,000 2.650% Senior Notes due 2031 (included as Exhibit A to Exhibit 4.5) (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on August 9, 2021). |



Table of Contents

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| 4.11 | | Registration Rights Agreement, dated as of August 9, 2021, by and between SYNNEX Corporation and Citigroup Global Markets Inc., as representative of the initial purchasers of the Notes (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.12 | | MiTAC Letter Agreement, dated as of September 3, 2021, by and between SYNNEX Corporation, Silver Star Developments Ltd. And Peer Developments Ltd. |
| 10.1 # | | Amended and Restated 2003 Stock Incentive Plan and form of agreements thereunder (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2008). |
| 10.2 # | | Amendment to the Amended and Restated 2003 Stock Incentive Plan, dated November 21, 2008 (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended November 30, 2008). |
| 10.3 # | | Amendment to Amended and Restated 2003 Stock Incentive Plan (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended November 30, 2011). |
| 10.4 # | | Form of Notice of Stock Option Grant (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2009). |
| 10.5 # | | Form of Restricted Stock Award (Directors) (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2009). |
| 10.6 # | | Form of Notice of Restricted Stock Unit Award (Performance Vesting) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 4, 2010). |
| 10.7 # | | SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to the Company's 2013 Proxy Statement on Schedule 14A (File No. 001-31892) filed on February 22, 2013). |
| 10.8 # | | Amendment No. 1 to the SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to the Company's additional definitive proxy materials to the 2013 Proxy Statement on Schedule 14A (File No. 001-31892) filed on March 5, 2013). |
| 10.9 # | | Amendment No. 2 to the SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2014). |
| 10.10 # | | Amendment No. 3 to SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.53 to the Company's Annual Report on Form 10-K for the year ended November 30, 2016). |
| 10.11 # | | Amendment No. 4 to SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2017). |
| 10.12 # | | Amendment No. 5 to SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2018). |

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| 10.13# | | Form of incentive award agreements related to the SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2014). |
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| 10.14# | | SYNNEX Corporation 2020 Stock Incentive Plan (incorporated by reference to the Company's 2020 proxy statement on Schedule 14A (File No. 001-31892) filed on February 10, 2020). |
| 10.15# | | Amendment No. 1 to SYNNEX Corporation's 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on April 7, 2020). |
| 10.16# | | Amendment No. 2 to SYNNEX Corporation 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on April 8, 2021). |
| 10.17# | | Forms of incentive award agreements related to the 2020 SYNNEX Corporation Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on October 9, 2020). |





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| 10.18# | | SYNNEX Corporation Deferred Compensation Plan, as amended and restated effective January 1, 2005 (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2007). |
| 10.19# | | Amendment to SYNNEX Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended November 30, 2011). |
| 10.20# | | TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as amended. |
| 10.21# | | SYNNEX Corporation 2016 Management Incentive Plan (incorporated by reference to the Company's 2016 proxy statement on Schedule 14A (File No. 001-31892) filed on February 25, 2016). |
| 10.22# | | Offer Letter with Richard Hume dated August 31, 2021 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 2, 2021). |
| 10.23# | | Employment Agreement, dated as of January 4, 2018, by and between the Company and Dennis Polk (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 9, 2018). |
| 10.24# | | Amendment to Offer Letter dated January 4, 2018, by and between SYNNEX Corporation and Dennis Polk (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 26, 2021). |
| 10.25# | | Amendment No. 2 to Offer Letter dated September 28, 2021, by and between TD SYNNEX and Dennis Polk (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 28, 2021). |
| 10.26# | | Offer Letter, dated as of April 1, 2013, by and between the Company and Marshall Witt (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 3, 2013). |
| 10.27# | | Offer Letter, dated as of January 1, 2019, by and between the Company and Michael Urban (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on April 9, 2019). |
| 10.28# | | Manager's Agreement Between TS Europe Executive BVBA and Mr. Patrick Zammit, dated as of February 1, 2017 (incorporated by reference to Exhibit 10-20 to Tech Data Corporation's Form 10-K filed on March 25, 2020). |
| 10.29# | | Addendum to the Manager's Agreement Between TS Europe Executive BVBA and Mr. Patrick Zammit, dated as of February 28, 2017 (incorporated by reference to Exhibit 10-21 to Tech Data Corporation's Form 10-K filed on March 25, 2020). |
| 10.30# | | Offer Letter dated January 25, 2021, by and between SYNNEX Corporation and Peter Larocque (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 26, 2021). |

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| 10.31# | | Advisor Agreement with Dwight Steffensen dated August 31, 2021 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on October 5, 2021). |
| 10.32# | | Form of Change of Control Severance Plan (incorporated by reference to Exhibit 10.13 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-108543)). |
| 10.33# | | Amendment to SYNNEX Corporation Change of Control Severance Plan (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2007). |
| 10.34# | | Form of Indemnification Agreement between the Company and its officers and directors (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 (File No. 333-108543)). |
| 10.35 | | Master HP Partner Agreement, dated as of March 1, 2011, by and between the Company and Hewlett-Packard Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 7, 2011). |



Table of Contents

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| 10.36 | | Joint Sales and Marketing Agreement, dated as of May 6, 2002, by and between the Company and MiTAC International Corporation (incorporated by reference to Exhibit 10.16 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-108543)). |
| 10.37 | | Separation and Distribution Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of November 30, 2020 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.38 | | Employee Matters Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of November 30, 2020 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.39 | | Tax Matters Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of November 30, 2020 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.40 | | Master Commercial Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of December 1, 2020 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.41 | | Investor Rights Agreement dated September 1, 2021 between SYNNEX and Tiger Parent Holdings, L.P. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 2, 2021). |
| 10.42 | | Credit Agreement dated as of April 16, 2021 among SYNNEX Corporation and named Initial Lenders and Citibank, N.A. as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 20, 2021). |
| 10.43 | | Fifth Amended and Restated Receivables Funding and Administration Agreement, dated as of December 22, 2021, by and among SIT Funding Corporation, TD SYNNEX Corporation, the lenders party thereto and The Toronto-Dominion Bank, as agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2021). |
| 10.44 | | Twentieth Amendment to Third Amended and Restated Receivables Sale and Servicing Agreement, dated as of December 22, 2021, by and among TD SYNNEX Corporation, SIT Funding Corporation, Westcon Group North America, Inc., the originators party thereto, the lenders party thereto, and The Toronto-Dominion Bank, as agent (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 29, 2021). |
| 21.1 | | Subsidiaries of the Company. |
| 23.1 | | Consent of KPMG LLP, Independent Registered Public Accounting Firm. |
| 24.1 | | Power of Attorney (see the signature page of this Report). |
| 31.1 | | Rule 13a-14(a) Certification of Chief Executive Officer. |
| 31.2 | | Rule 13a-14(a) Certification of Chief Financial Officer. |

| | | |
|---|---|---|
| 32.1* | | Statement of the Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350). |
| 101.INS | | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH | | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL | | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | | Inline XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | | Inline XBRL Taxonomy Extension Presentation Linkbase Document. |
| | | |
| 104 | | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) |

# Indicates management contract or compensatory plan or arrangement.

* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

+ The schedules and exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon request.

**(c) Financial Statement Schedules.**

See Index under Item 8.

**Item 16.** ***Form 10-K Summary***

None.



Table of Contents

**SIGNATURES**

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

Date: January 28, 2022

TD SYNNEX CORPORATION

By: /s/ Richard T. Hume

**Richard T. Hume**

**Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard T. Hume and Marshall W. Witt, and each of them, his true and lawful attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any amendments to this report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact or their substitute or substitutes may do or cause to be done by virtue hereof.

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

| Name | Title | Date |
|---|---|---|

| | | |
|---|---|---|
| /s/ Richard T. Hume<br>**Richard T. Hume** | Chief Executive Officer (Principal Executive Officer) and Director | January 28, 2022 |
| /s/ Marshall W. Witt<br>**Marshall W. Witt** | Chief Financial Officer (Principal Financial and Principal Accounting Officer) | January 28, 2022 |
| /s/ Dennis Polk<br>**Dennis Polk** | Chair of the Board | January 28, 2022 |
| /s/ Robert Kalsow-Ramos<br>**Robert Kalsow-Ramos** | Vice Chair of the Board | January 28, 2022 |
| /s/ Matthew F.C. Miau<br>**Matthew F.C. Miau** | Chairman Emeritus of the Board | January 28, 2022 |
| /s/ Ann F. Vezina<br>**Ann F. Vezina** | Lead Independent Director | January 28, 2022 |
| /s/ Merline Saintil<br>**Merline Saintil** | Director | January 28, 2022 |
| /s/ Nayaki Nayyar<br>**Nayaki Nayyar** | Director | January 28, 2022 |
| /s/ Fred A. Breidenbach<br>**Fred A. Breidenbach** | Director | January 28, 2022 |
| /s/ Matthew Nord<br>**Matthew Nord** | Director | January 28, 2022 |
| /s/ Hau Lee<br>**Hau Lee** | Director | January 28, 2022 |
| /s/ Duane E. Zitzner<br>**Duane E. Zitzner** | Director | January 28, 2022 |

**Exhibit 3(i).1**

**RESTATED CERTIFICATE OF INCORPORATION**
**OF SYNNEX CORPORATION**

SYNNEX Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is SYNNEX Corporation.

SECOND: The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 4, 2003 under the name "SYNNEX Corp." A Restated Certificate of Incorporation was filed on October 27, 2003. A certificate of Merger whereby SYNNEX Information Technologies, Inc., a California corporation, was merged with and into the corporation was filed with the Secretary of State of the State of Delaware on October 28, 2003. A certificate of Amendment to the Restated Certificate was filed with the Secretary of State of the State of Delaware on November 12, 2003.

THIRD: Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates, integrates and further amends the provisions of the Certificate of Incorporation of the corporation.

FOURTH: The Certificate of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is SYNNEX Corporation (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporate Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

ARTICLE IV

A. Classes of Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is one hundred five million (105,000,000), of which one hundred million (100,000,000) shares of the par value of $0.001 each shall be Common Stock (the "Common Stock") and five million (5,000,000) shares of the par value of $0.001 each shall be Preferred Stock (the "Preferred Stock"). The number of authorized shares of Common Stock

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or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote.

B. Preferred Stock. The Preferred Stock may be issued in any number of series, as determined by the Board of Directors. The Board of Directors is expressly authorized to provide for the issue, in

one or more series, of all or any of the remaining shares of Preferred Stock and, in the resolution or resolutions providing for such issue, to establish for each such series the number of its shares, the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof. The Board of Directors is also expressly authorized (unless forbidden in the resolution or resolutions providing for such issue) to increase or decrease (but not below the number of shares of the series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. Common Stock.

1. Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

2. Voting Rights. Except as otherwise required by law or this Restated Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by such holder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

3. Dividends. Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or this Restated Certificate of Incorporation,

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to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

B. The books of the Corporation may be kept at such place within or without the State of Delaware as the by-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE VI

A. Power of Stockholder to Act by Written Consent. No action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

B. Special Meetings of Stockholders. Special meetings of the stockholders of the Corporation may be called for any purpose or purposes, unless otherwise prescribed by statute or by this

Restated Certificate of Incorporation, only at the request of the Chairman of the Board or by a resolution duly adopted by the affirmative vote of a majority of the Board of Directors.

C. Cumulative Voting. The stockholders of the Corporation shall not have cumulative voting.

ARTICLE VII

The Corporation elects not to be, and shall not be, governed by Section 203 of the General Corporation Law of the State of Delaware or any of the restrictions contained therein.

ARTICLE VIII

A. Limitation on Liability. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under Section 174 of the Delaware General Corporation Law; or (4) for any transaction from which the director derived an improper personal benefit.

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If the Delaware General Corporation Law hereafter is amended to further eliminate or limit the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

B. Indemnification. Each person who is or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in the second paragraph hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation for any expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the

Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

If a claim under the first paragraph of this section is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the

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Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Restated Certificate of Incorporation, by law, agreement, vote of stockholders or disinterested directors or otherwise.

C. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

D. Repeal and Modification. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer, employee or agent of the Corporation existing at the time of such repeal or modification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

ARTICLE IX

The Board of Directors is expressly empowered to adopt, amend or repeal the by-laws of the Corporation; provided, however, that any adoption, amendment or repeal of the by-laws of the Corporation by the Board of Directors shall require the approval of at least sixty-six and two-thirds percent (66-2/3%) of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the Board of Directors). The stockholders shall also have the power to adopt, amend or repeal the by-laws of the Corporation, provided, however, that in addition to any vote of the holders of any class or series of stock of the

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Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for such adoption, amendment or repeal by the stockholders of any provisions of the by-laws of the Corporation.

ARTICLE X

Notwithstanding any other provision of this Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend in any respect or repeal this Article X, or Articles V, VI, VIII and IX.

FIFTH: This Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation.

SIXTH: This Restated Certificate of Incorporation was duly adopted by the stockholders in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. Written consent of the stockholders has been given with respect to this Restated Certificate of Incorporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice has been given as provided in Section 228.

IN WITNESS WHEREOF, SYNNEX Corporation has caused this certificate to be signed by its President and Secretary this 1st day of December, 2003.

/s/ Robert Huang
Robert Huang
President and Chief Executive Officer

/s/ Simon Leung
Simon Leung
Secretary

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**CERTIFICATE OF AMENDMENT TO**

**CERTIFICATE OF INCORPORATION OF**

**SYNNEX CORPORATION**

SYNNEX Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is SYNNEX Corporation (the "***Company***"). The original Certificate of Incorporation of the Company was filed with the Secretary of State of Delaware on September 4, 2003 under the name SYNNEX Corp.

SECOND: This amendment to the Certificate of Incorporation of the Company as set forth below has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the stockholders and directors of the Company.

THIRD: Article IV(A) of the Certificate of Incorporation as presently in effect is amended to read in its entirety as follows:

"A.Classes of Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is two hundred five million (205,000,000), of which two hundred million (200,000,000) shares of the par value of $0.001 each shall be Common Stock (the "Common Stock") and five million (5,000,000) shares of the par value of $0.001 each shall be Preferred Stock (the "Preferred Stock"). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote."

FOURTH: All other provisions of the Certificate of Incorporation remain in full force and effect.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by its duly authorized officer this 31st day of August, 2021.

**SYNNEX CORPORATION**

By: /s/ Marshall Witt
Name: Marshall Witt
Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT OF**

**RESTATED CERTIFICATE OF INCORPORATION OF**

**SYNNEX CORPORATION**

SYNNEX Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on September 4, 2003.

SECOND: This amendment to the Restated Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the directors of the Corporation.

THIRD: Article I of the Restated Certificate of Incorporation as presently in effect is amended to read in its entirety as follows effective November 3, 2021 at 12:01 am Eastern Time:

"The name of the corporation is TD SYNNEX Corporation (the "**Corporation**")."

FOURTH: All other provisions of the Restated Certificate of Incorporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Chief Legal Officer and Corporate Secretary this 22nd day of October 2021.

**Exhibit 3(ii).2**

# AMENDED AND RESTATED BYLAWS

# OF

# TD SYNNEX CORPORATION

**(a Delaware corporation)**

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## TABLE OF CONTENTS


Page

ARTICLE 1 Offices1

- 1.1 Principal Office1
- 1.2 Additional Offices1

ARTICLE 2 Meeting of Stockholders1

- 2.1 Place of Meeting1
- 2.2 Annual Meeting1
- 2.3 Special Meetings2
- 2.4 Notice of Meetings2
- 2.5 Business Matter of a Special Meeting3
- 2.6 List of Stockholders3
- 2.7 Organization and Conduct of Business3
- 2.8 Quorum and Adjournments3
- 2.9 Voting Rights3
- 2.10 Majority Vote4
- 2.11 Record Date for Stockholder Notice and Voting4
- 2.12 Proxies4
- 2.13 Inspectors of Election4
- 2.14 Action Without a Meeting4

ARTICLE 3 Directors5

- 3.1 Number, Election, Tenure and Qualifications5
- 3.2 Enlargement and Vacancies6
- 3.3 Resignation and Removal6
- 3.4 Powers6
- 3.5 Chairman of the Board6
- 3.6 Place of Meetings7
- 3.7 Annual Meetings7

3.8 Regular Meetings7
3.9 Special Meetings7
3.10 Quorum, Action at Meeting, Adjournments7
3.11 Action Without Meeting7
3.12 Telephone Meetings8
3.13 Committees8
3.14 Fees and Compensation of Directors8
3.15 Rights of Inspection8

ARTICLE 4 Officers8

4.1 Officers Designated8
4.2 Election9
4.3 Tenure9
4.4 Compensation9
4.5 The Chief Executive Officer or Co-Chief Executive Officer9



4.6 The President9
4.7 The Vice President10
4.8 The Secretary10
4.9 The Assistant Secretary10
4.10 The Chief Financial Officer10
4.11 Bond10
4.12 Delegation of Authority11

ARTICLE 5 Notices11

5.1 Deliver11
5.2 Waiver of Notice11

ARTICLE 6 Indemnification11

6.1 Actions Other Than By or in the Right of the Corporation11
6.2 Actions By or in the Right of the Corporation12
6.3 Success on the Merits12
6.4 Specific Authorization12
6.5 Advance Payment12
6.6 Non-Exclusivity13
6.7 Insurance13
6.8 Severability13
6.9 Intent of Article13

ARTICLE 7 Capital Stock13

7.1 Certificates for Shares13
7.2 Signatures on Certificates14
7.3 Transfer of Stock14
7.4 Registered Stockholders14
7.5 Lost, Stolen or Destroyed Certificates14

ARTICLE 8 Certain Transactions14

8.1 Transactions with Interested Parties14
8.2 Quorum15

ARTICLE 9 General Provisions15

9.1 Dividends15
9.2 Dividend Reserve15
9.3 Checks15
9.4 Corporate Seal15
9.5 Fiscal Year16
9.6 Execution of Corporate Contracts and Instruments16
9.7 Representation of Shares of Other Corporations16

ARTICLE 10 Amendments16

ARTICLE 11 Exclusive Forum16

11.1 Exclusive Forum16



11.2 Personal Jurisdiction17
11.3 Notice17



**AMENDED AND RESTATED BYLAWS**

**OF**

**TD SYNNEX CORPORATION**

**(a Delaware corporation)**

ARTICLE 1

Offices

1.1 Principal Office

. The registered office of the corporation shall be 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent in charge thereof is The Corporation Trust Company.

1.2 Additional Offices

. The corporation may also have offices at such other places, either within or without the State of Delaware, as the Board of Directors (the "Board") may from time to time designate or the business of the corporation may require.

ARTICLE 2

Meeting of Stockholders

2.1 Place of Meeting

. Meetings of stockholders may be held at such place, either within or without of the State of Delaware, as may be designated by or in the manner provided in these Bylaws, or, if not so designated, at the registered office of the corporation or the principal executive offices of the corporation.

2.2 Annual Meeting

. Annual meetings of stockholders shall be held each year at such date and time as shall be designated from time to time by the Board or the Chief Executive Officer or Co-Chief Executive Officer (in the event there are two or more Co-Chief Executive Officers, each a "Chief Executive Officer") and stated in the notice of the meeting. At such annual meeting, the stockholders shall elect by a plurality vote a Board of Directors. The stockholders shall also transact such other business as may properly be brought before the meetings.

To be properly brought before the annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or the Chief Executive Officer, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or the Chief Executive Officer, or (c) otherwise properly brought before the meeting by a stockholder of record. In addition to any other applicable requirements, for business to be properly brought before the annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a stockholder's notice must be delivered personally or deposited in the United States mail, or delivered to a common carrier for transmission to the recipient or actually transmitted by the person giving the notice by electronic means to the recipient or sent by other means of written communication, postage or delivery charges prepaid in all such cases, and received at the principal executive offices of the corporation, addressed to the attention of the Secretary of the corporation,



not less than fifty (50) days nor more than seventy-five (75) days prior to the scheduled date of the meeting (regardless of any postponements, deferrals or adjournments of that meeting to a later date); *provided, however,* that in the event that less than sixty-five (65) days' notice or prior public disclosure of the date of the scheduled meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the earlier of (a) the close of business on the 15th day following the day on which such notice of the date of the scheduled annual meeting was mailed or such public disclosure was made, whichever first occurs, and (b) two (2) days prior to the date of the scheduled meeting. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the stockholder proposing such

business, (iii) the class, series and number of shares of the corporation that are owned beneficially by the stockholder, and (iv) any material interest of the stockholder in such business.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section; provided, however, that nothing in this Section shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting.

The Chairman of the Board of the corporation (or such other person presiding at the meeting in accordance with these Bylaws) shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

2.3 Special Meetings

. Special meetings of the stockholders may be called for any purpose or purposes, unless otherwise prescribed by statute or by the Restated Certificate of Incorporation, by the Chief Executive Officer or Secretary only at the request of the Chairman of the Board of Directors, or by a resolution duly adopted by the affirmative vote of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

2.4 Notice of Meetings

. Written notice of stockholders' meetings, stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which such special meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days prior to the meeting.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.



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2.5 Business Matter of a Special Meeting

. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice, except to the extent such notice is waived or is not required.

2.6 List of Stockholders

. The officer in charge of the stock ledger of the corporation or the transfer agent shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, at a place within the city where the meeting is to be held, which place, if other than the place of the meeting, shall be specified in the notice of the meeting. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present in person thereat.

2.7 Organization and Conduct of Business

. The Chairman of the Board or, in his or her absence, the Chief Executive Officer or President of the corporation or, in their absence, such person as the Board may have designated or, in the absence of such a person, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as Chairman of the meeting. In the absence of the Secretary of the corporation, the Secretary of the meeting shall be such person as the Chairman appoints.

The Chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems to him or her in order.

2.8 Quorum and Adjournments

. Except where otherwise provided by law or the Restated Certificate of Incorporation or these Bylaws, the holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented in proxy, shall constitute a quorum at all meetings of the stockholders. The stockholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough stockholders to have less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If, however, a quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat who are present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

2.9 Voting Rights

. Unless otherwise provided in the Restated Certificate of Incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder.

2.10 Majority Vote

. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Restated Certificate of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

2.11 Record Date for Stockholder Notice and Voting

. For purposes of determining the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, or to vote, or entitled to receive payment of any dividend or other distribution, or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any other action. If the Board does not so fix a record date, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

2.12 Proxies

. Every person entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, electronic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of three (3) years from the date of the proxy, unless otherwise provided in the proxy.

2.13 Inspectors of Election

. The corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof. The corporation may designate one or more persons to act as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability.

2.14 Action Without a Meeting

. No action required or permitted to be taken at any annual or special meeting of the stockholders of the corporation may be taken without a meeting and the power of the stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.



ARTICLE 3

Directors

3.1Number, Election, Tenure and Qualifications

. Subject to the rights of any stockholder as set forth in any agreement with the corporation, including the Investor Rights Agreement, dated September 1, 2021, by and between the corporation and Tiger Parent Holdings, L.P. (as it may be amended or supplemented from time to time) (any such agreement, an "Investor/Company Agreement"), the number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by resolution of the Board of Directors or stockholders at the annual meeting or any special meeting called for that purpose. The classes of directors that shall constitute the whole Board of Directors shall be as provided in the Restated Certificate of Incorporation.

At each annual meeting of the stockholders, directors shall be elected for that class of directors whose terms are expiring, except as otherwise provided in Section 3.2 of this Article, and each director so elected shall hold office until such director's successor is duly elected and qualified or until such director's earlier resignation.

Subject to the rights of any stockholders pursuant to any Investor/Company Agreement or the rights of holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, nominations of persons for election to the Board of Directors at the annual meeting, by or at the direction of the Board of Directors, may be made by any nominating committee or person appointed by the Board of Directors; nominations may also be made by any stockholder of record of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a stockholder's notice shall be delivered personally or deposited in the United States mail, or delivered to a common carrier for transmission to the recipient or actually transmitted by the person giving the notice by electronic means to the recipient or sent by other means of written communication, postage or delivery charges prepaid in all such cases, and received at the principal executive offices of the corporation addressed to the attention of the Secretary of the corporation not less than one hundred twenty (120) days prior to the scheduled date of the meeting (regardless of any postponements, deferrals or adjournments of that meeting to a later date); provided, however, that, in the case of an annual meeting and in the event that less than one hundred (100) days' notice or prior public disclosure of the date of the scheduled meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 7th day following the day on which such notice of the date of the scheduled meeting was mailed or such public disclosure was made, whichever first occurs. Such stockholder's notice to the Secretary shall set forth (a) as

to each person whom the stockholder proposes to nominate for election or reelection as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class, series and number of shares of capital stock of the corporation that are owned beneficially by the person, (iv) a statement as to the person's citizenship, and (v) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations



promulgated thereunder; and (b) as to the stockholder giving the notice, (i) the name and record address of the stockholder and (ii) the class, series and number of shares of capital stock of the corporation that are owned beneficially by the stockholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as director of the corporation. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein or pursuant to the terms of any Investor/Company Agreement that otherwise provides stockholders with specific rights with respect to nominating persons to serves as directors.

In connection with any annual meeting, the Chairman of the Board of Directors (or such other person presiding at such meeting in accordance with these Bylaws) shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

Directors shall serve as provided in the Restated Certificate of Incorporation of the corporation. Directors need not be stockholders.

3.2 Enlargement and Vacancies

. The number of members of the Board of Directors may be increased at any time by vote of a majority of the directors then in office. Subject to the terms of any Investor/Company Agreement, sole power to fill vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be vested in the Board of Directors through action by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so chosen shall hold office until the next annual election at which the term of the class to which they have been elected expires and until such director's successor is duly elected and qualified or until such director's earlier resignation, removal from office, death or incapacity. If there are no directors in office, then an election of directors may be held in the manner provided by statute. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, these by-laws, or any Investor/Company Agreement, may exercise the powers of the full board until the vacancy is filled.

3.3 Resignation and Removal

. Any director may resign at any time upon written notice to the corporation at its principal place of business or to the Chief Executive Officer or the Secretary. Such resignation shall be effective upon receipt of such notice unless the notice specifies such resignation to be effective at some other time or upon the happening of some other event. Any director or the entire Board may be removed, with or without cause, by the holders of at least a majority of the shares then entitled to vote at an election of directors, unless otherwise specified by law or the Certificate of Incorporation.

3.4 Powers

. The business of the corporation shall be managed by or under the direction of the Board which may exercise all such powers of the corporation and do all such lawful acts and things which are not by statute or by the Restated Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.



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3.5 Chairman of the Board

. If the Board of Directors appoints a Chairman of the Board, such Chairman shall, when present, preside at all meetings of the stockholders and the Board. The Chairman shall perform such duties and possess such powers as are customarily vested in the office of the Chairman of the Board or as may be vested in the Chairman by the Board of Directors.

3.6 Place of Meetings

. The Board may hold meetings, both regular and special, either within or without the State of Delaware.

3.7 Annual Meetings

. The annual meetings of the Board shall be held immediately following the annual meeting of stockholders, and no notice of such meeting shall be necessary to the Board, provided a quorum shall be present. The annual meetings shall be for the purposes of organization, and an election of officers and the transaction of other business.

3.8 Regular Meetings

. Regular meetings of the Board may be held without notice at such time and place as may be determined from time to time by the Board; provided that any director who is absent when such a determination is made shall be given prompt notice of such determination, which notice shall comply with the requirements set forth in Section 3.9.

3.9 Special Meetings

Special meetings of the Board may be called by the Chairman of the Board, the Chief Executive Officer, the President, the Secretary, or on the written request of two or more directors, or by one

director in the event that there is only one director in office. Notice of the time and place of special meetings shall be delivered personally or by telephone to each director, or sent by first-class mail or telegram, cable, commercial delivery service, telex, facsimile transmission, or electronic means, charges prepaid, sent to such director's business or home address as they appear upon the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of holding of the meeting. In case such notice is delivered personally or by telegram, cable, commercial delivery service, telex, facsimile transmission, or electronic means, it shall be so delivered at least four hours prior to the time of the holding of the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

3.10 Quorum, Action at Meeting, Adjournments

. At all meetings of the Board, a majority of directors then in office, but in no event less than one third (1/3) of the entire Board, shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Restated Certificate of Incorporation. For purposes of this section, the term "entire Board" shall mean the number of directors last fixed by the stockholders or directors, as the case may be, in accordance with law and these Bylaws; provided, however, that if less than all the number so fixed of directors were elected, the "entire Board" shall mean the greatest number of directors so elected to hold office at any one time pursuant to such authorization. If a quorum shall not be present at any meeting of the Board, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.11 Action Without Meeting

. Unless otherwise restricted by the Restated Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board



or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.12 Telephone Meetings

. Unless otherwise restricted by the Restated Certificate of Incorporation or these Bylaws, any member of the Board or any committee thereof may participate in a meeting of the Board or of any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.13 Committees

. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the

corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Restated Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the bylaws of the corporation; and, unless the resolution designating such committee or the Restated Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. Each committee shall keep regular minutes of its meetings and make such reports to the Board as the Board may request. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the conduct of its business by the Board.

3.14 Fees and Compensation of Directors

. Unless otherwise restricted by the Restated Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.15 Rights of Inspection

. Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders and its other books and records for a purpose reasonably related to his or her position as a director.



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ARTICLE 4

Officers

4.1 Officers Designated

. The officers of the corporation shall be chosen by the Board of Directors and shall be the Chief Executive Officer, a Secretary and a Chief Financial Officer. The office of Chief Executive Officer may be held by more than one person, each with the title Co-Chief Executive Officer. The Board

may also choose a President, a Chief Operating Officer, one or more Vice Presidents, and one or more assistant Secretaries. Any number of offices may be held by the same person, unless the Restated Certificate of Incorporation or these Bylaws otherwise provide.

4.2 Election

. The Board of Directors at its first meeting after each annual meeting of stockholders shall choose the Chief Executive Officer or Co-Chief Executive Officers, a Secretary and a Chief Financial Officer. Other officers may be appointed by the Board of Directors at such meeting, at any other meeting, or by written consent or may be appointed by the Chief Executive Officer or Officers pursuant to a delegation of authority from the Board of Directors.

4.3 Tenure

. The officers of the corporation shall hold office until their successors are chosen and qualify, unless a different term is specified in the vote choosing or appointing such officer, or until such officer's earlier death, resignation or removal. Any officer elected or appointed by the Board of Directors or by the Chief Executive Officer may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors or a committee duly authorized to do so, except that any officer appointed by the Chief Executive Officer may also be removed at any time by the Chief Executive Officer. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors, at its discretion. Any officer may resign by delivering such officer's written resignation to the corporation at its principal place of business or to the Chief Executive Officer or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4.4 Compensation

. The salaries of all officers of the corporation shall be fixed from time to time by the Board and no officer shall be prevented from receiving a salary because he is also a director of the corporation.

4.5 The Chief Executive Officer or Co-Chief Executive Officer

. Subject to such supervisory powers, if any, as may be given by the Board to the Chairman of the Board, the Chief Executive Officer or in the event there are Co-Chief Executive Officers, either Co-Chief Executive Officer, shall preside at all meetings of the stockholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board, shall have general and active management of the business of the corporation as determined from time to time by the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the corporation.



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4.6 The President

. The President shall, in the event there be no Chief Executive Officer or in the absence of the Chief Executive Officer or in the event of his or her disability or refusal to act, perform the duties of the Chief Executive Officer, and when so acting, shall have the powers of and subject to all the restrictions upon the Chief Executive Officer. The President shall perform such other duties and have such other powers as may from time to time be prescribed for such person by the Board, the Chairman of the Board, the Chief Executive Officer or these Bylaws.

4.7 The Vice President

. The Vice President (or in the event there be more than one, the Vice Presidents in the order designated by the directors, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability or refusal to act, perform the duties of the President, and when so acting, shall have the powers of and subject to all the restrictions upon the President. The Vice President(s) shall perform such other duties and have such other powers as may from time to time be prescribed for them by the Board, the President, the Chairman of the Board or these Bylaws.

4.8 The Secretary

. The Secretary shall attend all meetings of the Board and the stockholders and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and special meetings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board, the Chairman of the Board or the Chief Executive Officer, under whose supervision he or she shall act. The Secretary shall have custody of the seal of the corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the corporation and to attest the affixing thereof by his or her signature. The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the corporation's transfer agent or registrar, as determined by resolution of the Board, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

4.9 The Assistant Secretary

. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board (or in the absence of any designation, in the order of their election) shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

4.10 The Chief Financial Officer

. The Chief Financial Officer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the

corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board, at its regular meetings, or when the Board so requires, an account of all his or her transactions as Chief Financial Officer and of the financial condition of the corporation.



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4.11 Bond

. If required by the Board of Directors, any officer shall give the corporation a bond in such sum and with such surety or sureties and upon such terms and conditions as shall be satisfactory to the Board of Directors, including without limitation a bond for the faithful performance of the duties of such officer's office and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or under such officer's control and belonging to the corporation.

4.12 Delegation of Authority

. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

## ARTICLE 5

## Notices

5.1 Deliver

. Whenever, under the provisions of law, or of the Restated Certificate of Incorporation or these Bylaws, written notice is required to be given to any director or stockholder, such notice may be given by mail, addressed to such director or stockholder, at such person's address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or delivered to a nationally recognized courier service. Unless written notice by mail is required by law, written notice may also be given by telegram, cable, telecopy, commercial delivery services, telex or similar means, addressed to such director or stockholder at such person's address as it appears on the records of the corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the corporation or the person sending such notice and not by the addressee. Oral notice or other in-hand delivery, in person or by telephone, shall be deemed given at the time it is actually given.

5.2 Waiver of Notice

. Whenever any notice is required to be given under the provisions of law or of the Restated Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person

or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. In addition to the foregoing, notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals executed under this Section 5.2 shall be filed with the corporate records or made a part of the minutes of the meeting.

## ARTICLE 6

## Indemnification

6.1 Actions Other Than By or in the Right of the Corporation

. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that



such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

6.2 Actions By or in the Right of the Corporation

. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence

or misconduct in the performance of such person's duty to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

6.3 Success on the Merits

. To the extent that any person described in Sections 6.1 or 6.2 of this Article 6 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

6.4 Specific Authorization

. Any indemnification under Sections 6.1 or 6.2 of this Article 6 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, or (2) by a committee of such directors designated by a majority vote of such directors, even though less than a quorum, or (3) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders of the corporation.



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6.5 Advance Payment

. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided for in Section 6.4 of this Article 6 upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the corporation as authorized in this Article 6.

6.6 Non-Exclusivity

. The indemnification provided by this Article 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or amendment of any of

the provisions of this Article 6 shall not adversely affect any right or potential right of any indemnitee existing at the time of such repeal or amendment.

6.7 Insurance

. The Board of Directors may authorize, by a vote of the majority of the full board, the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 6.

6.8 Severability

. If any word, clause or provision of this Article 6 or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

6.9 Intent of Article

. The intent of this Article 6 is to provide for indemnification to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware. To the extent that such Section or any successor Section may be amended or supplemented from time to time, this Article 6 shall be amended automatically and construed so as to permit indemnification to the fullest extent from time to time permitted by law.

## ARTICLE 7

## Capital Stock

7.1 Certificates for Shares

. The shares of the corporation shall be represented by certificates or shall be uncertificated. Certificates shall be signed by, or in the name of the corporation by, the Chairman of the Board, the Chief Executive Officer, the President or a Vice President and by the Chief Financial Officer, the Secretary or an Assistant Secretary of the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer,



transfer agent or registrar at the date of issue. Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares,

the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required by the General Corporation Law of the State of Delaware or a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

7.2 Signatures on Certificates

. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

7.3 Transfer of Stock

. Upon surrender to the corporation or the transfer agent of the corporation of a certificate of shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated share, such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

7.4 Registered Stockholders

. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

7.5 Lost, Stolen or Destroyed Certificates

. The Board may direct that a new certificate or certificates be issued to replace any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing the issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the lost, stolen or destroyed certificate or certificates, or his or her legal representative, to advertise the same in such manner as it shall require, and/or to give the corporation a bond in such sum as it

may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.



ARTICLE 8

Certain Transactions

8.1 Transactions with Interested Parties

. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because the vote or votes of such director or officer are counted for such purpose, if:

(a) the material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) the material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

8.2 Quorum

. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE 9

General Provisions

9.1 Dividends

. Dividends upon the capital stock of the corporation, subject to any restrictions contained in the General Corporation Law of the State of Delaware or the provisions of the Restated Certificate of Incorporation, if any, may be declared by the Board at any regular or special meeting. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the Restated Certificate of Incorporation.

9.2 Dividend Reserve

. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.



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9.3 Checks

. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

9.4 Corporate Seal

. The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the word "Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. The seal may be altered from time to time by the Board of Directors.

9.5 Fiscal Year

. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

9.6 Execution of Corporate Contracts and Instruments

. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.7 Representation of Shares of Other Corporations

. The Chief Executive Officer, the President or any Vice President or the Secretary or any Assistant Secretary of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.

ARTICLE 10

Amendments

The Board of Directors is expressly empowered to adopt, amend or repeal these Bylaws, provided, however, that any adoption, amendment or repeal of these Bylaws by the Board of Directors shall require the approval of at least sixty-six and two-thirds percent (66-2/3%) of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the board). The stockholders shall also have power to adopt, amend or repeal these Bylaws, provided, however, that in addition to any vote of the holders of any class or series of stock of this corporation required by law or by the Restated Certificate of Incorporation of this corporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for such adoption, amendment or repeal by the stockholders of any provisions of these Bylaws.



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ARTICLE 11

Exclusive Forum

11.1 Exclusive Forum

. Unless the corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or agent of the corporation to the corporation or the corporation's stockholders, including a claim alleging the aiding and abetting of such a breach of fiduciary duty, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law ("DGCL") or these bylaws or the certificate of incorporation of the corporation (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine or asserting an "internal corporate claim" (as that term is defined in Section 115 of the DGCL) (any action, proceeding or claim described in clauses (i) through (iv) being referred to as a "Covered Action") shall, to the fullest extent permitted by law, be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware).

11.2 Personal Jurisdiction

. If any Covered Action is filed in a court other than a court located within the State of Delaware (a "Foreign Action") in the name of any stockholder, such stockholder shall, to the fullest extent permitted by law, be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce Section 11.1 (an "Enforcement Action") and (ii) having service of process

made upon such stockholder in any such Enforcement Action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder.

11.3 Notice

. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Article 11.

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**Exhibit 4.1**

# DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

The following description sets forth certain material terms and provisions of our securities that are registered under Section 12 of the Securities Exchange Act of 1934, as amended. The following summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the applicable provisions of our certificate of incorporation and our bylaws, copies of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.2 is a part. We encourage you to read our certificate of incorporation and our bylaws for additional information.

## Authorized Common Stock

Our certificate of incorporation authorizes us to issue up to 200,000,000 shares of common stock, par value $0.001 per share and 5,000,000 shares of preferred stock, par value $0.001 per share. All of the outstanding shares of our common stock are fully paid and non-assessable. Except as otherwise provided in our certificate of incorporation or in a board resolution, shares purchased, redeemed by, surrendered to or otherwise acquired by TD SYNNEX assume the status of authorized but unissued shares, undesignated as to class or series, and may thereafter be reissued in the same manner as other authorized but unissued shares.

## Dividends

The holders of shares of our common stock are entitled to dividends as our board of directors may declare from time to time from legally available funds subject to the preferential rights of the holders of any shares of TD SYNNEX preferred stock that may be issued in the future.

## Voting Rights

The holders of shares of our common stock are entitled to one vote per share on any matter to be voted upon by TD SYNNEX stockholders. Our certificate of incorporation does not provide for cumulative voting in connection with the election of directors. Accordingly, directors are elected by a plurality of the shares of common stock voting once a quorum is present.

## Preemptive Rights

No holder of shares of our common stock has any preemptive right to subscribe for any shares of TD SYNNEX capital stock issued in the future.

## Liquidation Rights

Upon any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of shares of common stock are entitled to share, on a pro rata basis, all assets remaining after payment to creditors and subject to prior distribution rights of any shares of preferred stock that may be issued in the future.

## Preferred Stock

Under our certificate of incorporation, our board of directors, without further action by our stockholders, will be authorized to issue shares of preferred stock in one or more classes or series. Our board of directors may fix the rights, preferences and privileges of the preferred stock, along with any limitations or restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences of each class or series of preferred stock. The shares of preferred stock could have voting or conversion rights that could adversely affect the voting power or other rights of holders of shares of common stock. The issuance of shares of preferred stock could also have the effect, under certain circumstances, of delaying, deferring or preventing a takeover or

other transaction that holders of some or a majority of shares of common stock might believe to be in their best interests or in which holders might receive a premium for their shares over the then-market price of the shares.

**Certain Anti-Takeover Provisions**

Certain provisions of our certificate of incorporation and bylaws may have the effect of delaying, deferring or discouraging another person from acquiring control of TD SYNNEX, including the following:

- Supermajority Voting. Our certificate of incorporation requires the approval of the holders of at least 66 2/3% of our combined voting power to effect certain amendments to our certificate of incorporation. Our bylaws may be amended by either directors comprising 66 2/3% of the total number of authorized directors, or the holders of 66 2/3% of our voting stock.
- Authorized but Unissued or Undesignated Capital Stock. Our certificate of incorporation grants our board of directors broad power to establish the rights and preferences of authorized and unissued preferred stock. The issuance of shares of preferred stock pursuant to our board of directors' authority described above could decrease the amount of earnings and assets available for distribution to holders of shares of our common stock and adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying, deferring or preventing a change in control.
- Special Meetings of Stockholders. Our certificate of incorporation and bylaws provide that special meetings of TD SYNNEX stockholders may be called by the chairman of our board of directors or by a majority of our board of directors.
- No Stockholder Action by Written Consent. Our bylaws provide that an action required or permitted to be taken at any annual or special meeting of TD SYNNEX stockholders may only be taken at a duly called annual or special meeting of stockholders. This provision prevents TD SYNNEX stockholders from initiating or effecting any action by written consent, and thereby taking actions opposed by our board of directors.
- Notice Procedures. Our bylaws establish advance notice procedures with regard to all stockholder proposals to be brought before meetings of TD SYNNEX stockholders, including proposals relating to the nomination of candidates for election as directors, the removal of directors and amendments to our certificate of incorporation and bylaws. These procedures provide that notice of such stockholder proposals must be timely given in writing to the TD SYNNEX Secretary prior to the meeting. The notice must contain certain information specified in our bylaws**.**

**Transfer Agent**

Our transfer agent for the common stock is Computershare Inc.

**Listing**

Our common stock is listed on the New York Stock Exchange under the trading symbol "SNX."



44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777

**EXHIBIT 4.12**
September 3, 2021

Silver Star Developments Ltd.
No. 200 Wen Hua 2nd Road
Guishan Dist., Taoyuan City 333, Taiwan.
Peer Developments Ltd.
4th Floor, No. 75 Sec. 3, Minsheng East Road
Zhongshan Dist., Taipei City 104, Taiwan.

Ladies and Gentlemen:

Reference is made to the Investor Rights Agreement (as it may be amended or supplemented from time to time, the "**Investor Rights Agreement**") by and between SYNNEX Corporation, a Delaware corporation (the "**Corporation**") and Tiger Parent Holdings, L.P., a Delaware limited partnership, to be entered into in connection with the closing of the transactions contemplated by the Merger Agreement, dated as of March 22, 2021, by and among the Corporation, Tiger Parent (AP) Corporation, a Delaware corporation, Spire Sub I, Inc., a Delaware corporation and a direct wholly owned subsidiary of the Corporation, and Spire Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of the Corporation, in substantially the form attached as Exhibit E thereto. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Investor Rights Agreement.

In consideration of the covenants and agreements set forth in this letter agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows.

Definitions. As used herein, the following terms shall have the following respective meanings:

"Initial MiTAC Stockholders" means Silver Star Developments Ltd. and Peer Developments Ltd.

"MiTAC Entities" means the Initial MiTAC Stockholders and each entity that is an Affiliate of the Initial MiTAC Stockholders.

"MiTAC Stockholders" means the Initial MiTAC Stockholders and any MiTAC Entity that becomes an owner of any shares of Common Stock, from an Initial MiTAC Stockholder or another MiTAC Stockholder. In connection with, and as condition to, any such transfer, such MiTAC Entity, shall execute a signature page hereto and Schedule A shall be amended and restated to provide that such MiTAC Entity has rights and obligations of a MiTAC Stockholder hereunder.

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44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777

Piggyback Registration Rights.

Participation. Subject to Section 2(b), (i) if the Corporation proposes to file (1) a Registration Statement with respect to an Underwritten Offering (for its own account or otherwise) or (2) a Shelf Registration with respect to an offering (for its own account or otherwise), in each case, whether on its own behalf or in connection with the exercise of any registration rights by any holder of Registrable Securities possessing such rights (other than (A) a registration relating solely to an employee benefit plan or employee stock plan, a dividend reinvestment plan, or a merger or a consolidation, (B) a registration incidental to an issuance of debt securities under Rule 144A, (C) a registration on Form S-4 or any successor form or (D) a registration on Form S-8 or any successor form), with respect to an Underwritten Offering (for its own account or otherwise) that includes any Registrable Securities or (ii) the Corporation receives an Underwritten Shelf Take-Down Notice, then the Corporation shall give prompt notice (the "Initial Notice") to the MiTAC Stockholders, and the MiTAC Stockholders shall be entitled to include in such Registration Statement or such Underwritten Shelf Take-Down the Registrable Securities held by them. The Initial Notice shall offer the MiTAC Stockholders the right, subject to Section 2(b) (the "MiTAC Piggyback Registration Right"), to register such number of shares of Registrable Securities as each such MiTAC Stockholders may request and shall set forth (A) the anticipated filing date of such Registration Statement or the anticipated launch date of such Underwritten Shelf Take-Down and (B) the aggregate number of Registrable Securities that is proposed to be included in such Registration Statement or such Underwritten Shelf Take-Down. Subject to Section 2(b), the Corporation shall include in such Registration Statement or Underwritten Shelf Take-Down such Registrable Securities for which it has received written requests to register within ten (10) days after the Initial Notice has been given.

Underwriters' Cutback. Notwithstanding the foregoing, if the managing underwriter(s) of any proposed Underwritten Offering advises the Corporation, the Apollo Stockholders or the MiTAC Stockholders that the total or kind of securities that the MiTAC Stockholders and any other

Persons intend to include in such offering (or Underwritten Shelf Take-Down, as applicable), or that the inclusion of certain holders of the Registrable Securities in such offering, would be reasonably likely to adversely affect the price, timing or distribution of the securities offered in such offering (or Underwritten Shelf Take-Down, as applicable), then the number of securities proposed to be included in such registration (or Underwritten Shelf Take-Down, as applicable) shall be allocated among the Corporation and the selling MiTAC Stockholders and other applicable holders of the Registrable Securities (including the Apollo Stockholders), such that the number of securities that each such Person shall be entitled to sell in the Underwritten Offering (or Underwritten Shelf Take-Down, as applicable) shall be included in the following order:

In the case of an exercise of any registration rights by the Apollo Stockholders or any other holder of Registrable Securities possessing such rights:

first, the securities held by (A) the Apollo Stockholders or other Person(s) exercising such registration rights, and (B) the MiTAC





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Stockholders or other applicable holders of registrable securities requested to be included in such registration pursuant to the terms of this Section 2 or pursuant to any other agreement containing piggyback registration rights, pro rata based upon the number of Registrable Securities requested to be registered by each such Person in connection with such registration; and

second, the securities to be issued and sold by the Corporation in such registration.

In all other cases:

first, the securities to be issued and sold by the Corporation in such registration; and

second, the securities held by the MiTAC Stockholders or other applicable holders of registrable securities requested to be included in such registration pursuant to the terms of this Section 3 or pursuant to any other agreement containing piggyback registration rights (including the Apollo Stockholders), pro rata based upon the number of Registrable Securities requested to be registered by each such Person in connection with such registration.

The provisions set forth in Sections 3(c), 3(d), 3(e) and 4 of Exhibit A to the Investor Rights Agreement shall apply to this letter agreement, mutatis mutandis, and are incorporated by reference as if fully set forth herein.

Notices. All notices and other communications hereunder shall be in writing and shall be deemed given if delivered personally (notice deemed given upon receipt), by e-mail transmission (notice deemed given upon transmission if the email is sent by 5:00 p.m. Eastern Time or, if after, the day following the date of transmission), mailed by registered or certified mail (return receipt requested) or delivered by an express courier (with confirmation) (notice deemed given upon receipt of proof of delivery) to the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

(i)If to the Corporation, to:

SYNNEX Corporation 44201 Nobel Drive
Fremont, CA 94538
Attention:David R. Vetter, Chief Legal Officer, Corporate Secretary
Email:david.vetter@techdata.com

*With a copy (which shall not constitute notice) to:*



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44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777
Pillsbury Winthrop Shaw Pittman LLP 2550 Hanover Street
Palo Alto, CA 94304-1115
Attention:Allison M. Leopold Tilley
Christina F. Pearson
E-mail:allison@pillsburylaw.com
christina.pearson@pillsburylaw.com

(ii) If to any MiTAC Stockholder, to:

Silver Star Developments Ltd.
No. 200 Wen Hua 2nd Road
Guishan Dist., Taoyuan City 333, Taiwan.

Peer Developments Ltd.
4th Floor, No. 75 Sec. 3, Minsheng East Road,

Zhongshan Dist., Taipei City 104, Taiwan.

Entire Agreement. Except as otherwise expressly provided herein, this letter agreement constitutes the entire agreement among the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements and understandings of the parties in connection therewith, from and after the date of this letter agreement. Unless otherwise provided herein, any consent required by any Person under this letter agreement may be withheld by such Person in such Person's sole discretion.

Miscellaneous. The provisions set forth in Sections 10, ll, 12., .Ll.., H, li, 11, 12, 2Q, 21 and 22 of the Investor Rights Agreement shall apply to this letter agreement, mutatis mutandis, and are incorporated by reference as if fully set forth herein.

[Remainder of Page Intentionally Left Blank.]



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44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777
Please acknowledge your agreement with the foregoing by executing this letter agreement in the space provided below.

Sincerely,

SYNNEX CORPORATION

By: /s/
Name: David Vetter
Title: Chief Legal Officer, Corporate Secretary

Acknowledged and agreed:

SILVER STAR DEVELOPMENTS LTD.

By: /s/
Name: HO, JHI-WLI
Title: Director

PEER DEVELOPMENTS LTD.

By: /s/
Name:
Title:





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Fremont, California 94538
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FAX 510-668-3777

**Schedule A: MiTAC Stockholders**

| Entity Name | Address | Common Stock Beneficially Owned |
|---|---|---|
| Silver Star Developments Ltd. | No. 200 Wen Hua 2nd Road, Guishan Dist., Taoyuan City 333, Taiwan. | 5,299,980 |
| Peer Developments Ltd. | 4th Floor, No.75 Sec. 3, Minsheng East Road, Zhongshan Dist., Taipei City 104, Taiwan. | 3,859,888 |

**EXHIBIT 10.20**

**TD SYNNEX CORPORATION**

**2014 EMPLOYEE STOCK PURCHASE PLAN**

Effective October 1, 2014

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**Table of Contents**

Table of Contents


Page

SECTION 1 Purpose Of The Plan3

SECTION 2 Definitions3

(a)“Board”3
(b)“Code”3
(c)“Committee”3
(d)“Company”3
(e)“Compensation”3
(f)“Corporate Reorganization”3
(g)“Effective Date”3
(h)“Eligible Employee”4
(i)“Exchange Act”4
(j)“Fair Market Value”4
(k)“Offering”4
(l)“Offering Date”4
(m)“Offering Period”4
(n)“Participant”4
(o)“Participating Company”4
(p)“Plan”4
(q)“Plan Account”5
(r)“Predecessor Plan”5
(s)“Purchase Date”5
(t)“Purchase Price”5
(u)“Stock”5
(v)“Subsidiary”5
(w)“Trading Day”5

SECTION 3 Administration Of The Plan5

(a) Committee Composition5
(b)Committee Responsibilities5

SECTION 4 Enrollment And Participation6

(a)Offering Periods6
(b) Enrollment6
(c) Duration of Participation6

SECTION 5 Employee Contributions7

(a)Frequency of Payroll Deductions7
(b)Amount of Payroll Deductions7

(c)Changing Withholding Rate7
(d)Discontinuing Payroll Deductions7
(e)Limit on Number of Elections7





SECTION 6 Withdrawal From The Plan7

(a)Withdrawal7
(b)Re-enrollment After Withdrawal7

SECTION 7 Change In Employment Status8

(a)Termination of Employment8
(b) Leave of Absence8
(c) Death8

SECTION 8 Plan Accounts And Purchase Of Shares8

(a)Plan Accounts8
(b) Purchase Price8
(c) Number of Shares Purchased8
(d)Available Shares Insufficient9
(e)Issuance of Stock9
(f)Unused Cash Balances9
(g)Stockholder Approval9

SECTION 9 Limitations On Stock Ownership9

(a)Five Percent Limit9
(b)Dollar Limit10

SECTION 10 Rights Not Transferable10

SECTION 11 No Rights As An Employee10

SECTION 12 No Rights As A Stockholder10

SECTION 13 Securities Law Requirements11

SECTION 14 Stock Offered Under The Plan11

(a)Authorized Shares11
(b)Antidilution Adjustments11
(c)Reorganizations11

SECTION 15 Amendment Or Discontinuance11

SECTION 16 Execution12





TD SYNNEX CORPORATION

2014 EMPLOYEE STOCK PURCHASE PLAN

(Effective October 1, 2014)

SECTION 1 Purpose Of The Plan .

The Plan was adopted by the Board on January 6, 2014. The purpose of the Plan is to provide Eligible Employees with an opportunity to increase their proprietary interest in the success of the Company by purchasing Stock from the Company on favorable terms and to pay for such purchases through payroll deductions. The Plan is intended to qualify under section 423 of the Code.

SECTION 2 Definitions .

(a) " Board " means the Board of Directors of the Company, as constituted from time to time.

(b) " Code " means the Internal Revenue Code of 1986, as amended.

(c) " Committee " means the Compensation Committee of the Board, as described in Section 3.

(d) " Company " means TD SYNNEX Corporation, a Delaware Corporation.

(e) " Compensation " means (i) the compensation paid in cash to a Participant by a Participating Company, including salaries, wages, incentive compensation, commissions, bonuses, overtime pay and shift premiums, plus (ii) any pre-tax contributions made by the Participant under section 401(k) or 125 of the Code. "Compensation" shall exclude all non-cash items, moving or relocation allowances, cost-of-living equalization payments, car allowances, tuition reimbursements, imputed income attributable to cars or life insurance, severance pay, fringe benefits, contributions or benefits received under employee benefit plans, income attributable to the exercise of stock options, and similar items. The Committee shall determine whether a particular item is included in Compensation.

(f) " Corporate Reorganization " means:

(i) The consummation of a merger or consolidation of the Company with or into another entity or any other corporate reorganization in which the Company's stockholders immediately prior thereto own less than 50% of the voting securities of the Company (or its successor or parent) immediately thereafter; or

(ii) The sale, transfer or other disposition of all or substantially all of the Company's assets or the complete liquidation or dissolution of the Company.

(g) " Effective Date " means October 1, 2014.



Table of Contents

(h) " Eligible Employee " means any employee of a Participating Company, whose customary employment is for more than five
(5) months per calendar year and for more than twenty (20) hours per week, other than those individuals ranked assistant vice president or higher within a Participating Company who qualify as "highly compensated employees" under Section 414(q) of the Code.

The foregoing notwithstanding, an individual shall not be considered an Eligible Employee if his or her participation in the Plan is prohibited by the law of any country which has jurisdiction over him or her or if he or she is subject to a collective bargaining agreement that does not provide for participation in the Plan.

(i) " Exchange Act " means the Securities Exchange Act of 1934, as amended.

(j) " Fair Market Value " means the fair market value of a share of Stock, determined by the Committee as follows:

(i) If Stock was traded on any established national securities exchange including the New York Stock Exchange or the Nasdaq Global Market on the date in question, then the Fair Market Value shall be equal to the closing price as quoted on such exchange (or the exchange with the greatest volume of trading in the Stock) on such date;

(ii) If the foregoing provision is not applicable, then the Fair Market Value shall be determined by the Committee in good faith on such basis as it deems appropriate.

For any date that is not a Trading Day, the Fair Market Value of a share of Stock for such date shall be determined by using the closing sale price for the immediately preceding Trading Day. Whenever possible, the determination of Fair Market Value by the Committee shall be based on the prices reported in the Wall Street Journal or as reported directly to the Company by a stock exchange or Nasdaq. Such determination shall be conclusive and binding on all persons.

(k) " Offering " means the grant of options to purchase shares of Stock under the Plan to Eligible Employees.

(l) " Offering Date " means the first day of an Offering Period.

(m) " Offering Period " means a period with respect to which the right to purchase Stock may be granted under the Plan, as determined pursuant to Section 4(a).

(n) " Participant " means an Eligible Employee who elects to participate in the Plan, as provided in Section 4(b).

(o) " Participating Company " means (i) the Company and (ii) each present or future Subsidiary designated by the Committee as a Participating Company.

(p) " Plan " means this TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as it may be amended from time to time.



Table of Contents

(q)" Plan Account " means the account established for each Participant pursuant to Section 8(a).

(r)" Predecessor Plan " means the TD SYNNEX Corporation 2003 Employee Stock Purchase Plan, as amended.

(s)" Purchase Date " means one or more dates during an Offering on which shares of Stock may be purchased pursuant to the terms of the Offering.

(t)" Purchase Price " means the price at which Participants may purchase shares of Stock under the Plan, as determined pursuant to Section 8(b).

(u)" Stock " means the Common Stock of the Company.

(v)" Subsidiary " means any corporation (other than the Company) in an unbroken chain of corporations beginning with the Company, if each of the corporations other than the last corporation in the unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

(w)" Trading Day " means a day on which the national stock exchange on which the Stock is traded is open for

trading. SECTION 3 Administration Of The Plan .

(a) Committee Composition . The Plan shall be administered by the Committee. The Committee shall consist exclusively of one or more directors of the Company, who shall be appointed by the Board.

(b) Committee Responsibilities . The Committee shall have full power and authority, subject to the provisions of the Plan, to promulgate such rules and regulations as it deems necessary for the proper administration of the Plan, to interpret the provisions and supervise the administration of the Plan, and to take all action in connection therewith or in relation thereto as it deems necessary or advisable. Any decision reduced to writing and signed by all of the members of the Committee shall be fully effective as if it had been made at a meeting duly held. The Committee's determinations under the Plan, unless otherwise determined by the Board, shall be final and binding on all persons. The Company shall pay all expenses incurred in the administration of the Plan. No member of the Committee shall be personally liable for any action, determination, or interpretation made in good faith with respect to the Plan, and all members of the Committee shall be fully indemnified by the Company with respect to any such action,

determination or interpretation. The Committee may adopt such rules, guidelines and forms as it deems appropriate to implement the Plan, including sub plans which the Committee may establish (which need not qualify under section 423 of the Code) for the purpose of (i) facilitating participation in the Plan by non-U.S. employees in compliance with foreign laws and regulations without affecting the qualification of the remainder of the Plan under section 423 of the Code or (ii) qualifying the Plan for preferred tax treatment under foreign tax laws (which sub plans, at the Committee's discretion, may provide for allocations of the authorized Shares reserved for issue under the Plan as set forth in Section 14(a)). The rules of such sub plans may take precedence over other provisions of the Plan, with the exception of Section 14(a), but unless



Table of Contents

otherwise superseded by the terms of such sub plan, the provisions of the Plan shall govern the operation of such sub plan. Alternatively and in order to comply with the laws of a foreign jurisdiction, the Committee shall have the power, in its discretion, to grant options in an Offering to citizens or residents of a non-U.S. jurisdiction (without regard to whether they are also citizens of the United States or resident aliens) that provide terms which are less favorable than the terms of options granted under the same Offering to employees resident in the United States, subject to compliance with section 423 of the Code. Notwithstanding anything to the contrary in the Plan, the Board may, in its sole discretion, at any time and from time to time, resolve to administer the Plan. In such event, the Board shall have all of the authority and responsibility granted to the Committee herein.

SECTION 4 Enrollment And Participation .

(a) Offering Periods . Unless otherwise determined by the Committee, four Offering Periods shall commence in each calendar year. The Offering Periods shall consist of 3-month periods, unless otherwise determined by the Committee, commencing on January 1, April 1, July 1, and October 1 of each year. The first Offering Period shall commence on October 1, 2014. The Committee may specify additional terms and conditions that apply to an Offering, including, but not limited to, limits on the number of shares purchasable by a Participant or by all Participants in the aggregate during the Offering Period. In each case, such terms and conditions shall be subject to the terms and conditions of the Plan and the requirements of section 423 of the Code, including the requirement that all Eligible Employees have the same rights and privileges. The Committee shall have the discretion to provide for the automatic termination of an Offering following any Purchase Date on which the Fair Market Value of a share of Stock is equal to or less than the Fair Market Value of a share of Stock on the Offering Date, and for the Participants in the terminated Offering to be automatically re-enrolled in a new Offering that commences immediately after such Purchase Date.

(b) Enrollment . Any individual who, on the day preceding the first day of an Offering Period, qualifies as an Eligible Employee may elect to become a Participant in the Plan for such Offering Period by executing the enrollment form prescribed for this purpose by the Committee. The enrollment form shall be filed with the Company at the prescribed location not later than fifteen (15) days prior to the commencement of such Offering Period.

(c) Duration of Participation . Once enrolled in the Plan, a Participant shall continue to participate in the Plan until he or she ceases to be an Eligible Employee or withdraws from the Plan under Section 6(a). A Participant who withdrew from the Plan under Section 6(a) may again become a Participant, if he or she then is an Eligible Employee, by following the procedure described in Subsection (b) above. A Participant whose employee contributions were discontinued automatically under Section 9(b) shall automatically resume participation at the beginning of the earliest Offering Period ending in the next calendar year, if he or she then is an Eligible Employee. When a Participant reaches the end of an Offering Period but his or her participation is to continue, then such Participant shall automatically be re-enrolled for the Offering Period that commences immediately after the end of the prior Offering Period.

SECTION 5 Employee Contributions .

(a) Frequency of Payroll Deductions . A Participant may purchase shares of Stock under the Plan solely by means of payroll deductions. Payroll deductions, subject to the provisions of Subsection (b) below or as otherwise provided by the Committee, shall occur on each payday during participation in the Plan.

(b) Amount of Payroll Deductions . An Eligible Employee shall designate on the enrollment form the portion of his or her Compensation that he or she elects to have withheld for the purchase of Stock. Unless otherwise determined by the Committee, such portion shall be a whole percentage of the Eligible Employee's Compensation, but not less than 1% nor more than 15%. In addition, unless otherwise determined by the Committee, the amount of an Eligible Employee's Compensation that may be withheld for the purchase of Stock shall not exceed $10,000 per calendar year. No payroll deduction will be made unless a Participant timely files the proper form with the Company after a registration statement covering the Stock is filed and effective under the Securities Act of 1933, as amended.

(c) Changing Withholding Rate . A Participant may not increase the rate of payroll withholding during a then-current Offering Period, but may, unless otherwise provided under the terms and conditions of an Offering, discontinue or decrease the rate of payroll withholding to a whole percentage of his or her Compensation for such Offering Period by filing a new enrollment form with the Company at the prescribed location at any time. The new withholding rate shall be effective as soon as reasonably practicable after such form has been received by the Company. A Participant may also increase or decrease the rate of payroll withholding effective for a new Offering Period by filing a new enrollment form with the Company at the prescribed location and time. Unless otherwise provided under the terms and conditions of the applicable Offering, the new withholding rate shall be a whole percentage of the Eligible Employee's Compensation, but not less than 1% nor more than 15%.

(d) Discontinuing Payroll Deductions . If a Participant wishes to discontinue employee contributions entirely, he or she may do so by withdrawing from the Plan pursuant to Section 6(a). In addition, employee contributions may be discontinued automatically pursuant to Section 9(b).

(e) Limit on Number of Elections . The Committee may limit the number of elections that a Participant may make under Subsection (c) or
(d) above during any Offering Period.

SECTION 6 Withdrawal From The Plan .

(a) Withdrawal . A Participant may elect to withdraw from the Plan by filing the prescribed form with the Company at the prescribed location. Such withdrawal may be elected at any time before the applicable Purchase Date, except as otherwise provided by the Committee. As soon as reasonably practicable thereafter, payroll deductions shall cease and the entire amount credited to the Participant's Plan Account shall be refunded to him or her in cash, without interest. No partial withdrawals shall be permitted.

(b) Re-enrollment After Withdrawal . A former Participant who has withdrawn from the Plan shall not be a Participant until he or she re-enrolls in the Plan under Section 4(b). Re-enrollment may be effective only at the commencement of an Offering Period.





SECTION 7 Change In Employment Status .

(a) Termination of Employment . Termination of employment as an Eligible Employee for any reason, including death, shall be treated as an automatic withdrawal from the Plan under Section 6(a). A transfer from one Participating Company to another shall not be treated as a termination of employment.

(b) Leave of Absence . For purposes of the Plan, employment shall not be deemed to terminate when the Participant goes on a military leave, a sick leave or another bona fide leave of absence, if the leave was approved by the Company in writing. Employment, however, shall be deemed to terminate ninety (90) days after the Participant goes on a leave, unless a contract or statute guarantees his or her right to return to work. Employment shall be deemed to terminate in any event when the approved leave ends, unless the Participant immediately returns to work.

(c) Death . In the event of the Participant's death, the amount credited to his or her Plan Account shall be paid to a beneficiary designated by him or her for this purpose on the prescribed form or, if none, to the Participant's estate. Such form shall be valid only if it was filed with the Company at the prescribed location before the Participant's death.

SECTION 8 Plan Accounts And Purchase Of Shares .

(a) Plan Accounts . The Company shall maintain a Plan Account on its books in the name of each Participant. Whenever an amount is deducted from the Participant's Compensation under the Plan, such amount shall be credited to the Participant's Plan Account. Amounts credited to Plan Accounts shall not be trust funds and may be commingled with the Company's general assets and applied to general corporate purposes. No interest shall be credited to Plan Accounts.

(b) Purchase Price .

(i) The Purchase Price for each share of Stock purchased during an Offering Period shall not be less than the lesser of:

(A) 95% of the Fair Market Value of such share on the Purchase Date; or

(B) 95% of the Fair Market Value of such share on the Offering Date.

(c) Number of Shares Purchased . As of each Purchase Date, each Participant shall be deemed to have elected to purchase the number of shares of Stock calculated in accordance with this Subsection (c), unless the Participant has previously elected to withdraw from the Plan in

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accordance with Section 6(a). The amount then in the Participant's Plan Account shall be divided by the Purchase Price, and the number of shares that results shall be purchased from the Company with the funds in the Participant's Plan Account. The foregoing notwithstanding, unless otherwise specified by the Committee for the applicable Offering Period, no Participant shall purchase more than 625 shares of Stock with respect to any Offering Period, nor more than the amounts of Stock set forth in Sections 9(b) and 14(a). Any fractional share, as calculated under this Subsection (c), shall be rounded down to the next lower whole share. For each



Table of Contents

Offering Period, the Committee shall have the authority to establish additional limits on the number of shares purchasable by all Participants in the aggregate. Unless otherwise specified by the Committee, the only Purchase Date in any Offering Period shall be the last day of such Offering Period.

(d) Available Shares Insufficient . In the event that the aggregate number of shares that all Participants elect to purchase during an Offering Period exceeds the maximum number of shares remaining available for issuance under Section 14(a), or which may be purchased pursuant to any additional aggregate limits imposed by the Committee, then the number of shares to which each Participant is entitled shall be determined by multiplying the number of shares available for issuance by a fraction, the numerator of which is the number of shares that such Participant has elected to purchase and the denominator of which is the number of shares that all Participants have elected to purchase.

(e)Issuance of Stock . Certificates representing the shares of Stock purchased by a Participant under the Plan shall be issued to him or her as soon as reasonably practicable after the applicable Purchase Date, except that the Committee may determine that such shares shall be held for each Participant's benefit by a broker designated by the Committee (unless the Participant has elected that certificates be issued to him or her). Shares may be registered in the name of the Participant or jointly in the name of the Participant and his or her spouse as joint tenants with right of survivorship or as community property.

(f)Unused Cash Balances . An amount remaining in the Participant's Plan Account that represents the Purchase Price for any fractional share shall be carried over in the Participant's Plan Account to the next Offering Period or refunded to the Participant in cash, without interest, if his or her participation is not continued. Any amount remaining in the Participant's Plan Account that represents the Purchase Price for whole shares that could not be purchased by reason of Subsection (c) or (d) above, Section 9(b) or Section 14(a) shall be refunded to the Participant in cash, without interest.

(g)Stockholder Approval . The Plan shall be submitted to the stockholders of the Company for their approval within twelve (12) months after the date the Plan is adopted by the Board. Any other provision of the Plan notwithstanding, no shares of Stock shall be purchased under the Plan unless and until the Company's stockholders have approved the adoption of the Plan.

SECTION 9 Limitations On Stock Ownership .

(a) Five Percent Limit . Any other provision of the Plan notwithstanding, no Participant shall be granted a right to purchase Stock under the Plan if such Participant, immediately after his or her election to purchase such Stock, would own stock possessing 5% or more of

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the total combined voting power or value of all classes of stock of the Company or any parent or Subsidiary of the Company. For purposes of this Subsection (a), the following rules shall apply:

(i) Ownership of stock shall be determined after applying the attribution rules of section 424(d) of the Code;



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**Table of Contents**

(ii)Each Participant shall be deemed to own any stock that he or she has a right or option to purchase under this or any other plan; and

(iii)Each Participant shall be deemed to have the right to purchase up to the maximum number of shares of Stock that may be purchased by a Participant under this Plan under the individual limit specified pursuant to Section 8(c) with respect to each Offering Period.

(b) Dollar Limit . Any other provision of the Plan notwithstanding, no Participant shall accrue the right to purchase Stock at a rate which exceeds $25,000 of Fair Market Value of such Stock per calendar year (under this Plan and all other employee stock purchase plans of the Company or any parent or Subsidiary of the Company), determined in accordance with the provisions of section 423(b)(8) of the Code and applicable Treasury Regulations promulgated thereunder.

For purposes of this Subsection (b), the Fair Market Value of Stock shall be determined as of the beginning of the Offering Period in which such Stock is purchased. Employee stock purchase plans not described in section 423 of the Code shall be disregarded. If a Participant is precluded by this Subsection (b) from purchasing additional Stock under the Plan, then his or her employee contributions shall automatically be discontinued and shall resume at the beginning of the earliest Offering Period ending in the next calendar year (if he or she then is an Eligible Employee).

SECTION 10 Rights Not Transferable .

The rights of any Participant under the Plan, or any Participant's interest in any Stock or moneys to which he or she may be entitled under the Plan, shall not be transferable by voluntary or involuntary assignment or by operation of law, or in any other manner other than by beneficiary designation or the laws of descent and distribution. If a Participant in any manner attempts to transfer, assign or otherwise encumber his or her rights or interest under the Plan, other than by beneficiary designation or the laws of descent and distribution, then such act shall be treated as an election by the Participant to withdraw from the Plan under Section 6(a).

SECTION 11 No Rights As An Employee .

Nothing in the Plan or in any right granted under the Plan shall confer upon the Participant any right to continue in the employ of a Participating Company for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Participating Companies or of the Participant, which rights are hereby expressly reserved by each, to terminate his or her employment at any time and for any reason, with or without cause.

SECTION 12 No Rights As A Stockholder .

A Participant shall have no rights as a stockholder with respect to any shares of Stock that he or she may have a right to purchase under the Plan until such shares have been purchased on the applicable Purchase Date.



Table of Contents

SECTION 13 Securities Law Requirements .

Shares of Stock shall not be issued under the Plan unless the issuance and delivery of such shares comply with (or are exempt from) all applicable requirements of law, including (without limitation) the Securities Act of 1933, as amended, the rules and regulations promulgated thereunder, state securities laws and regulations, and the regulations of any stock exchange or other securities market on which the Company's securities may then be traded.

SECTION 14 Stock Offered Under The Plan .

(a) Authorized Shares . The maximum aggregate number of shares of Stock available for purchase under the Plan shall not exceed the sum of (i) the number of shares subject to an offering under the Predecessor Plan as of the Effective Date, to the extent that the offering expires or terminates or the Participant withdraws from the offering without the purchase of such shares; plus (ii) any reserved shares not purchased or subject to an offering under the Predecessor Plan on the Effective Date; plus (iii) 707,727 shares; provided, however, that such sum shall not exceed Seven Hundred Fifty Thousand (750,000) shares. The aggregate number of shares available for purchase under the Plan shall at all times be subject to adjustment pursuant to Section 14.

(b) Antidilution Adjustments . The aggregate number of shares of Stock offered under the Plan, the individual and aggregate Participant share limitations described in Section 8(c) and the price of shares that any Participant has elected to purchase shall be adjusted proportionately by the Committee in the event of any change in the number of issued shares of Stock (or issuance of shares other than Common Stock) by reason of any forward or reverse share split, subdivision or consolidation, or share dividend or bonus issue, recapitalization, reclassification, merger, amalgamation, consolidation, split-up, spin-off, reorganization, combination, exchange of shares of Stock, the issuance of warrants or other rights to purchase shares of Stock or other securities, or any other change in corporate structure or in the event of any extraordinary distribution (whether in the form of cash, shares of Stock, other securities or other property).

(c) Reorganizations . Any other provision of the Plan notwithstanding, immediately prior to the effective time of a Corporate Reorganization, the Offering Period then in progress shall terminate and shares shall be purchased pursuant to Section 8, unless the Plan is assumed by the surviving corporation or its parent corporation pursuant to the plan of merger or consolidation. The Plan shall in no event be construed to restrict in any way the Company's right to undertake a dissolution, liquidation, merger, consolidation or other reorganization.

SECTION 15 Amendment Or Discontinuance .

The Board (or any committee thereof to which it delegates such authority) shall have the right to amend, suspend or terminate the Plan at any time and without notice. Upon any such amendment, suspension or termination of the Plan during an Offering Period, the Board (or any committee thereof to which it delegates such authority) may in its discretion determine that the applicable Offering shall immediately terminate and that all amounts in the Participant Accounts shall be carried forward into a payroll deduction account for each Participant under a successor

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plan, if any, or promptly refunded to each Participant. Except as provided in Section 14, any increase in the aggregate number of shares of Stock to be issued under the Plan shall be subject



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**Table of Contents**

to approval by a vote of the stockholders of the Company. In addition, any other amendment of the Plan shall be subject to approval by a vote of the stockholders of the Company to the extent required by an applicable law or regulation. This Plan shall continue until the earlier to occur of (a) termination of this Plan pursuant to this Section 15 or (b) issuance of all of the shares of Stock reserved for issuance under this Plan.

SECTION 16 Execution .

To record the adoption of the Plan by the Board, the Company has caused its authorized officer to execute the same.

**TD SYNNEX CORPORATION**

By: /s/ Simon Y. Leung
Simon Y. Leung
Senior Vice President, General Counsel and Corporate Secretary

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Date: January 6, 2014



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## AMENDMENT NO. 1 TO
## TD SYNNEX CORPORATION
## 2014 EMPLOYEE STOCK PURCHASE PLAN

In accordance with Section 15 of the TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as adopted (the "Plan"), the Plan is hereby amended as follows, effective as of September 15, 2014:

**1.Section 2(g) is hereby amended in its entirety as follows.** "2(g) 'Effective Date' means

January 1, 2015."

**2.Section 4(a) is hereby amended in its entirety as follows.**

"4(a) Unless otherwise determined by the Committee, four Offering Periods shall commence in each calendar year. The Offering Periods shall consist of 3-month periods, unless otherwise

determined by the Committee, commencing on January 1, April 1, July 1, and October 1 of each year. The first Offering Period shall commence on January 1, 2015. The Committee may specify additional terms and conditions that apply to an Offering, including, but not limited to, limits on the number of shares purchasable by a Participant or by all Participants in the aggregate during the Offering Period. In each case, such terms and conditions shall be subject to the terms and conditions of the Plan and the requirements of section 423 of the Code, including the requirement that all Eligible Employees have the same rights and privileges. The Committee shall have the discretion to provide for the automatic termination of an Offering following any Purchase Date on which the Fair Market Value of a share of Stock is equal to or less than the Fair Market Value of a share of Stock on the Offering Date, and for the Participants in the terminated Offering to be automatically re-enrolled in a new Offering that commences immediately after such Purchase Date."

*[The remainder of this page left intentionally blank.]*

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To record the amendment of the Plan, TD SYNNEX Corporation has executed this document this 15th day of September, 2014.

TD SYNNEX CORPORATION

By: /s/Simon Y. Leung
Title: Senior Vice President, General Counsel and Corporate Secretary

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**NOTE REGARDING CERTAIN CHANGES TO THE 2014 EMPLOYEE STOCK PURCHASE PLAN**

Following the spin-off of the Company's customer experience services business on December 1, 2020, the Compensation Committee approved the adjustment of the maximum number of shares of Stock available for purchase under the Plan from 750,000 to 1,287,090 pursuant to Section 14(b) of the Plan.

**Exhibit 21.1**

**SUBSIDIARIES OF THE COMPANY**
**As of November 30, 2021**

| Name of the Subsidiary | State or Country in Which Organized |
|---|---|
| "Tech Data" Österreich GmbH | Austria |
| 2117974 Ontario Inc. | Canada |
| Advanced Technology Trading Company Ltd. | United Kingdom |
| Afina Peru, S.A.C. | Peru |
| Afina Sistemas Informaticos Limitada | Chile |
| Afina Sistemas Informaticos, S.L. | Spain |
| Afina Sistemas, Sociedade Ltda. | Brazil |
| Afina Venezuela, C.A. | Venezuela |
| Afina, S.R.L. | Argentina |
| Afinasis, S.A. de C.V. | Mexico |
| Ascendant Technology Holdings UK Limited | United Kingdom |
| Ascendant Technology Limited | United Kingdom |
| Asset Ohio Fourth Street LLC | Ohio, U.S.A. |
| AVT Technology Solutions Holdings LLC | Delaware, U.S.A. |
| AVT Technology Solutions LLC | Delaware, U.S.A. |
| Azlan European Finance Limited | United Kingdom |
| Azlan GmbH | Germany |
| Azlan Group Limited | United Kingdom |
| Azlan Limited | United Kingdom |
| Azlan Logistics Limited | United Kingdom |
| Azlan Scandinavia AB | Sweden |
| Brazil Holdco Limited | United Kingdom |
| ComputerLand Corporation | California, U.S.A. |
| Corporate Mobile Recycling Espana S.L. | Spain |
| Corporate Mobile Recycling Ltd. | United Kingdom |
| CyberLogistics Corporation | Japan |
| DLT Solutions, LLC | Virginia, U.S.A. |
| Dritte TENVA Property GmbH Nettetal | Germany |
| EKM Global Limited | United Kingdom |
| EMJ America, Inc. | North Carolina, U.S.A. |
| Exit Certified ULC | Canada |
| ExitCertified Corp. | Delaware, U.S.A. |
| Finance Technology AS | Norway |
| GLS Software, S. de R.L | Panama |
| Horizon Technical Services (UK) Limited | United Kingdom |
| Horizon Technical Services AB | Sweden |

| | |
|---|---|
| Hyve Design Solutions (Taiwan) Corporation | Taiwan |
| Hyve Design Solutions Corporation | Delaware, U.S.A. |
| Hyve IT Solutions Israel Ltd | Israel |
| Hyve IT Solutions South Africa (PTY) LTD | South Africa |
| Hyve SNX Solutions Ireland Limited | Ireland |
| Hyve Solutions (Taiwan) Corporation | Taiwan |
| Hyve Solutions Canada Limited | Canada |
| Hyve Solutions China Limited | China |
| Hyve Solutions Corporation | California, U.S.A. |
| Hyve Solutions Europe Limited | United Kingdom |
| Hyve Solutions HK Limited | Hong Kong, China |
| Hyve Solutions Holding Company Limited | United Kingdom |
| HYVE Solutions India Private Limited | India |
| Hyve Solutions Japan K.K. | Japan |
| Hyve Solutions Korea Limited | South Korea |
| Hyve Solutions Malaysia SDN. BHD | Malaysia |
| Hyve Solutions New Zealand Limited | New Zealand |
| Hyve Solutions Singapore Pte. Ltd. | Singapore |
| Hyve Solutions UK Limited | United Kingdom |
| Hyve Solutions US Global Holding Corporation | Delaware, U.S.A. |
| Innovix Distribution Holdings (BVI) Limited | British Virgin Islands |
| Instituto de Educacion Avanzada, S. de R.L. de C.V. | Mexico |
| IQBlade Limited | United Kingdom |
| Lasting Holdings Corporation | California, U.S.A. |
| LATAM HoldCo Limited | United Kingdom |
| LatAm Holding B.V. | Netherlands |
| License Online, Inc. | California, U.S.A. |
| Magirus France Sarl | France |
| Managed Training Services Limited | United Kingdom |
| Maneboard Limited | United Kingdom |
| PDSI B.V. | Netherlands |
| Pegasus Telecom, LLC. | Delaware, U.S.A. |
| PT Tech Data Advanced Solutions Indonesia | Indonesia |
| Sennex Enterprises Limited | Hong Kong, China |
| Servicios Afinasis S.A. de C.V. | Mexico |
| SIT Funding Corporation | Delaware, U.S.A. |
| Spekter Technology, LDA | Portugal |
| Spire Sub, LLC | Delaware, U.S.A. |
| SYNNEX Information Technologies (Chengdu) Ltd. | China |
| SYNNEX Canada Limited | Canada |

| | |
|---|---|
| SYNNEX de México, S.A. de C.V. | Mexico |
| SYNNEX Finance Hybrid II, LLC | California, U.S.A. |
| SYNNEX Holdco, Inc. | Delaware, U.S.A. |
| SYNNEX Information Technologies (Beijing) Ltd. | China |
| SYNNEX Information Technologies (China) Ltd. | China |
| SYNNEX Information Technologies (Guizhou) Ltd. | China |
| SYNNEX Japan Corporation | Japan |
| SYNNEX Japan Holdings K.K. | Japan |
| SYNNEX Logistics Corporation | British Virgin Islands |
| SYNNEX Servicios, S.A. de C.V. | Mexico |
| TD Advanced Solutions (Malaysia) Sdn. Bhd. | Malaysia |
| TD Advanced Technology Solutions Chile Limitada | Chile |
| TD AS Poland sp. z o.o. | Poland |
| TD Facilities, Ltd. | Texas, U.S.A. |
| TD Fulfillment Services, LLC | Florida, U.S.A. |
| TD Funding UK Limited | United Kingdom |
| TD Solucões Avancadas de Tecnologia Brasil Ltda. | Brazil |
| TD SYNNEX Canada Holdings Corp. | Canada |
| TD SYNNEX Finance Limited | United Kingdom |
| TD SYNNEX Global Holdings | Cayman Islands |
| TD Tech Data AB | Sweden |
| TD Tech Data Portugal, Lda | Portugal |
| TD Treasury UK Limited | United Kingdom |
| TD UK Holding Limited | United Kingdom |
| TD United Kingdom Acquisition Limited | United Kingdom |
| TDAS Tech Data Ecuador, CIA. LTDA. | Ecuador |
| Tec D (Malaysia) Sdn. Bhd. | Malaysia |
| Tec D Advanced Solutions (Malaysia) Sdn. Bhd. | Malaysia |
| Tec D Distribution (Malaysia) Sdn. Bhd. | Malaysia |
| Tech Data (ANZ) Pty. Ltd. | Australia |
| Tech Data (China) Limited | China |
| Tech Data (Hong Kong) Limited | Hong Kong, China |
| Tech Data (Netherlands) B.V. | Netherlands |
| Tech Data (Schweiz) GmbH | Switzerland |
| Tech Data (Singapore) Pte. Ltd. | Singapore |
| Tech Data Advanced Solutions (ANZ) Limited | Australia |
| Tech Data Advanced Solutions (India) Private Limited | India |
| Tech Data Advanced Solutions (Singapore) Pte. Ltd. | Singapore |
| Tech Data Advanced Solutions (Thailand) Limited | Thailand |
| Tech Data Advanced Solutions (Vietnam) Company Limited | Vietnam |
| Tech Data Advanced Solutions S.r.l. | Romania |

| | |
|---|---|
| Tech Data Argentina S.A. | Argentina |
| Tech Data AS ApS | Denmark |
| Tech Data AS Colombia SAS | Colombia |
| Tech Data AS Czech s.r.o. | Czech Republic |
| Tech Data AS d.o.o. Beograd | Serbia |
| Tech Data AS Kft | Hungary |
| Tech Data AS Pte. Ltd. | Singapore |
| Tech Data AS UK Limited | United Kingdom |
| Tech Data B.V. | Belgium |
| Tech Data Bilgisayar Sistemleri Anonim Şirketi | Turkey |
| Tech Data Brasil Ltda | Brazil |
| Tech Data Canada Corporation | Canada |
| Tech Data Capital Canada ULC | Canada |
| Tech Data Capital Limited | Cyprus |
| Tech Data Capital, LLC | Delaware, U.S.A. |
| Tech Data Computer & Equipment Company Limited | Hong Kong, China |
| Tech Data Computer Service (Hong Kong) Limited | Hong Kong, China |
| Tech Data Computer Service (Macau) Limited | Macao, China |
| Tech Data Corporation | Florida, U.S.A. |
| Tech Data Croatia d.o.o. | Croatia |
| Tech Data Cyprus Holding Ltd | Cyprus |
| Tech Data d.o.o. | Slovenia |
| Tech Data de Puerto Rico, Inc. | Puerto Rico |
| Tech Data Denmark ApS | Denmark |
| Tech Data Distribution (Hong Kong) Limited | Hong Kong, China |
| Tech Data Distribution (Singapore) Pte. Ltd. | Singapore |
| Tech Data Distribution Croatia d.o.o. | Croatia |
| Tech Data Distribution Limited | Ireland |
| Tech Data Distribution s.r.o. | Czech Republic |
| Tech Data Education, Inc. | Florida, U.S.A. |
| Tech Data Espana S.L.U. | Spain |
| Tech Data Europe GmbH | Germany |
| Tech Data Europe Services and Operations, S.L. | Spain |
| Tech Data European Management GmbH | Germany |
| Tech Data Finance Partner LLC | Florida, U.S.A. |
| Tech Data Finance SPV, Inc. | Delaware, U.S.A. |
| Tech Data Finance SRL | Barbados |
| Tech Data Finland OY | Finland |
| Tech Data Florida Services, Inc. | Florida, U.S.A. |
| Tech Data France Holding Sarl | France |
| Tech Data France S.A.S. | France |
| Tech Data Funding Ltd | Cyprus |
| Tech Data Germany GmbH & Co. KG | Germany |

| | |
|---|---|
| Tech Data Global Finance L.P. | Cayman Islands |
| Tech Data Global Holding, Inc. | Delaware, U.S.A. |
| Tech Data GmbH & Co. OHG | Germany |
| Tech Data Government Solutions, LLC | Indiana, U.S.A. |
| Tech Data Holding Limited | United Kingdom |
| Tech Data Holdings SRL | Barbados |
| Tech Data Hungary Kft | Hungary |
| Tech Data Interactive Technology Limited | British Virgin Islands |
| Tech Data International Sarl | Switzerland |
| Tech Data IT Solutions & Systems Management Limited | British Virgin Islands |
| Tech Data Italia s.r.l. | Italy |
| Tech Data Latin America, Inc. | Florida, U.S.A. |
| Tech Data Limited | United Kingdom |
| Tech Data Lux Finance Sarl | Luxembourg |
| Tech Data Management GmbH | Austria |
| Tech Data Marne SNC | France |
| Tech Data Mexico S. de R. L. de C.V. | Mexico |
| Tech Data Nederland B.V. | Netherlands |
| Tech Data Norge AS | Norway |
| Tech Data Operations Center, S.A. | Costa Rica |
| Tech Data Peru S.R.L. | Peru |
| Tech Data Polska Sp.z.o.o. | Poland |
| Tech Data Product Management, Inc. | Florida, U.S.A. |
| Tech Data Resources LP | Barbados |
| Tech Data Resources, LLC | Delaware, U.S.A. |
| Tech Data Service GmbH | Austria |
| Tech Data Services UK Limited | United Kingdom |
| Tech Data Slovakia s.r.o. | Slovakia |
| Tech Data Strategy GmbH | Germany |
| Tech Data Tennessee, Inc. | Florida, U.S.A. |
| Tech Data Treasury Asia Limited | Hong Kong, China |
| Tech Data Treasury SRL | Barbados |
| Tech Data Turkey Holding Anonim Sirketi | Turkey |
| Tech Data UK Finance Limited | United Kingdom |
| Tech Data UK Finance Partner Limited | United Kingdom |
| Tech Data UK Resources Limited | United Kingdom |
| Tech Data Uruguay, S.A. | Uruguay |
| Tech Data USA LLC | Delaware, U.S.A. |
| Tech Data Worldwide SRL | Barbados |
| Tenva Holdings LLC | Delaware, U.S.A. |
| Tenva TS Canada ULC | Canada |
| Tenva TS Holdings Limited | United Kingdom |

| | |
|---|---|
| Tenva TS Thailand LLC | Delaware, U.S.A. |
| Tiger Merger Holdings, LLC | Delaware, U.S.A. |
| Tiger Midco, LLC | Delaware, U.S.A. |
| TS DivestCo B.V. | Netherlands |
| TS Europe B.V. | Belgium |
| TS Holding and Financial Services B.V. | Belgium |
| TS Holding Asia B.V. | Netherlands |
| TS Indonesian Holding B.V. | Netherlands |
| Westcon Brasil, Ltda. | Brazil |
| Westcon CALA, Inc. | Delaware, U.S.A. |
| Westcon Canada Systems (WCSI) Inc. | Canada |
| Westcon Corporation Ecuador WCE Cia. Ltda. | Ecuador |
| Westcon GDS, LLC | Delaware, U.S.A. |
| Westcon Group Colombia Limitada | Colombia |
| Westcon Group Costa Rica S.A | Costa Rica |
| Westcon Group Inc. | Delaware, U.S.A. |
| Westcon Group North America, Inc | New York, U.S.A. |
| Westcon Group Panama S.A. | Panama |
| Westcon Group Paraguay S.R.L. | Paraguay |
| Westcon Group Uruguay S.R.L. | Uruguay |
| Westcon Mexico, S.A. de C.V. | Mexico |
| WG-UK Holding Company Limited | United Kingdom |
| WG-US HoldCo Inc. | Delaware, U.S.A. |

**EXHIBIT 23.1**

**Consent of Independent Registered Public Accounting Firm**

To the Board of Directors
TD SYNNEX Corporation:
We consent to the incorporation by reference in the registration statements (Nos. 333-111799, 333-158571, 333-191442, 333-201755 and 333-237635) on Form S-8 and in the registration statement (No. 333-259270) on Form S-3ASR of our report dated January 28, 2022, with respect to the consolidated balance sheets of TD SYNNEX Corporation as of November 30, 2021 and 2020, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended November 30, 2021, and the related notes and financial statement Schedule II - Valuation and Qualifying Accounts (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of November 30, 2021.

/s/ KPMG LLP
Santa Clara, California

January 28, 2022

**EXHIBIT 31.1**

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER**

I, Richard T. Hume, certify that:

1. I have reviewed this Form 10-K of TD SYNNEX Corporation;

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 functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 28, 2022

/s/ Richard T. Hume

Richard T. Hume

Chief Executive Officer and Director

(Principal Executive Officer)

**EXHIBIT 31.2**

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER**

I, Marshall W. Witt, certify that:

1. I have reviewed this Form 10-K of TD SYNNEX Corporation;

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 functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 28, 2022

/s/ Marshall W. Witt

Marshall W. Witt

Chief Financial Officer

(Principal Financial Officer)

**EXHIBIT 32.1**

**STATEMENT OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**
**UNDER 18 U.S.C. § 1350**

We, Richard T. Hume, the chief executive officer and director of TD SYNNEX Corporation (the "Company"), and Marshall W. Witt, the chief financial officer of the Company, certify for the purposes of section 1350 of chapter 63 of title 18 of the United States Code that, to the best of our knowledge,

(i) the Annual Report of the Company on Form 10-K for the period ended November 30, 2021 (the "Report"), fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 28, 2022

/s/ Richard T. Hume

Richard T. Hume

(Principal Executive Officer)

/s/ Marshall W. Witt

Marshall W. Witt

(Principal Financial Officer)

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 177761

## SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

Tech Data Corporation

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

DLT Solutions LLC and EDS is 177673

B. Business address of the Disclosing Party:

5350 Tech Data Dr
Clearwater, FL 33760
United States

C. Telephone:

800-237-8931

Fax:

D. Name of contact person:

Mr. Ryan Repp

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Florida

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

| | |
|---|---|
| **Officer/Director:** | Mr. Richard Hume |
| **Title:** | Chief Executive Officer |
| **Role:** | Both |
| **Officer/Director:** | Mr. Charles Dannewitz |
| **Title:** | Executive Vice President, CFO |
| **Role:** | Officer |
| **Officer/Director:** | Mr. Joseph Quaglia |
| **Title:** | President, the Americas |
| **Role:** | Officer |
| **Officer/Director:** | Mr. Patrick Zammit |
| **Title:** | President, Europe |
| **Role:** | Officer |

| | |
|---|---|
| **Officer/Director:** | Mrs. Beth Simonetti |
| **Title:** | Executive Vice President, Chief Human Resources Officer |
| **Role:** | Officer |
| **Officer/Director:** | Mr. John Tonnison |
| **Title:** | Executive Vice President, CIO |
| **Role:** | Officer |
| **Officer/Director:** | Mr. David Vetter |
| **Title:** | Executive Vice President, Chief Legal Officer |
| **Role:** | Officer |
| **Officer/Director:** | Mr. Michael Rabinovitch |
| **Title:** | Senior Vice President, Controller and Chief Accounting Officer |
| **Role:** | Officer |

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited lability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

## SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code ("MCC")) in the Disclosing Party?

No

## SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapter 2-56 (Inspector General) and Chapter 2-156 (Governmental Ethics).

I certify the above to be true

5. Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).

I certify the above to be true

6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of 720 ILCS 5/33E-3;
- bid-rotating in violation of 720 ILCS 5/33E-4; or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in MCC Section 2-32-455(b), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

## SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/ or declining to allow the Disclosing Party to participate in other City transactions.

Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

I acknowledge and consent to the above

## APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all

managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

## APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

No

## ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

EDS Waiver Request Letter

### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in

this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 11/08/2022
Mr. Ryan Repp
VP, Americas Controller
Tech Data Corporation

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

April 1st, 2022

**To:** Ms. Magdalena Toussaint
121 N. LaSalle Street, Room 806
Chicago, Illinois 60602
magdalena.toussaint@cityofchicago.org

**Re:** Waiver for Economic Disclosure Statements for the City of Chicago Pursuant to Section 2-154-050 of the Municipal Code of Chicago ("Code") for DLT Solutions, LLC

Dear Ms. Toussaint:

I am reaching out on behalf of DLT Solutions, LLC ("DLT"), a contractor that does business with the City of Chicago through our existing U.S. Communities OMNIA Contract No.180233. DLT handles countless transactions with the City of Chicago on an annual basis and we anticipate that we will continue to do so going forward. DLT has previously requested an exemption under EDS Exception 1(g) and was subsequently granted said exemption by City of Chicago General Counsel on April 16th, 2021.

Given the foregoing, DLT is hereby formally requesting an extension of the waiver to the requirement that DLT file Economic Disclosure Statements with the City of Chicago regarding its parent organizations. Our request is made pursuant to the Rules Regarding Economic Disclosure Statement and Affidavit ("Rules").[1] More specifically, DLT hereby requests a waiver that all levels of DLT ownership above that of our direct owner, Tech Data Corporation, be exempt from the disclosure requirements as outlined in Section 1(g) of the Rules.

As provided for in the exception, DLT'S highest-level owner, TD Synnex Corporation ("TD Synnex"), is regulated by and required to make periodic filings with the U.S. Securities and Exchange Commission ("SEC"). DLT will continue to complete EDS disclosures on each transaction for DLT and our parent company and the waiver, if granted, would apply to all levels of ownership above our parent. In support of our request, we have attached a copy of TD Synnex's most recent Form 10-K Filing with the SEC, dated January 11th, 2022. Please let me know if I can provide any additional context or information to supplement this request.

Very truly yours,

Elizabeth White
Director of Contracts & Corporate Counsel
DLT Solutions, LLC

[1] *Rules Regarding Economic Disclosure Statement & Affidavit*, Version, 1-01-16, dated December 17th, 2015, last accessed on March 11th, 2022, at https://www.chicago.gov/content/dam/city/depts/dps/EDS/EDS_2016_Rules.pdf.

**Exhibit A: Disclosures**

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# 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 November 30, 2021**

**OR**

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

**For the transition period from to**

**Commission File Number: 001-31892**




# TD SYNNEX CORPORATION

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **94-2703333** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(IRS Employer Identification No.)** |
| **44201 Nobel Drive Fremont, California** | **94538** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(510) 656-3333**
**(Registrant's telephone number, including area code)**

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

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| Common Stock, par value $0.001 per share | SNX | The 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.

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

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

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

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

The aggregate market value of Common Stock held by non-affiliates of the registrant (based upon the closing sale price on the New York Stock Exchange as of May 31, 2021, the last business day of the registrant's most recently completed second fiscal quarter) was $5,274,578,084. Shares held by each executive officer, director

and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of January 21, 2022, there were 96,394,143 shares of Common Stock, $0.001 per share par value, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Items 10 (as to directors and Delinquent Section 16(a) Reports (if any)), 11, 12 (as to Beneficial Ownership), 13 and 14 of Part III incorporate by reference information from the registrant's proxy statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for the registrant's 2022 Annual Meeting of Stockholders to be held on March 15, 2022.

Table of Contents

## TD SYNNEX CORPORATION
## TABLE OF CONTENTS

### 2021 FORM 10-K


| | | Page |
|---|---|---|
| **PART I** | | 3 |
| Item 1. | Business | 4 |
| Item 1A. | Risk Factors | 10 |
| Item 1B. | Unresolved Staff Comments | 24 |
| Item 2. | Properties | 24 |
| Item 3. | Legal Proceedings | 24 |
| Item 4. | Mine Safety Disclosures | 25 |
| **PART II** | | 27 |
| Item 5. | Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 27 |
| Item 6. | [Reserved] | 29 |
| Item 7. | Management's Discussion and Analysis of Financial Condition and Results of Operations | 30 |
| Item 7A. | Quantitative and Qualitative Disclosures about Market Risk | 46 |
| Item 8. | Financial Statements and Supplementary Data | 47 |
| Item 9. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 89 |
| Item 9A. | Controls and Procedures | 89 |
| Item 9B. | Other Information | 89 |
| Item 9C. | Disclosure Regarding Foreign Jurisdictions that Prevent Inspections | 89 |
| **PART III** | | 90 |
| Item 10. | Directors, Executive Officers and Corporate Governance | 90 |
| Item 11. | Executive Compensation | 90 |
| Item 12. | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 90 |
| Item 13. | Certain Relationships and Related Transactions, and Director Independence | 91 |
| Item 14. | Principal Accountant Fees and Services | 91 |
| **PART IV** | | 92 |
| Item 15. | Exhibits and Financial Statement Schedules | 92 |
| Item 16. | Form 10-K Summary | 96 |




Table of Contents

## PART I

*When used in this Annual Report on Form 10-K (this "Report"), the words "anticipates," "believes," "estimates," "expects," "intends," "allows," "can," "may," "could,'' "designed," "will," and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include statements about market trends, our business model and our services, our business and market strategy, future growth, including expansion of our product and service lines, our infrastructure, our investment in our information technology, or IT, systems, our employee hiring and retention, the ownership interest of MiTAC Holdings Corporation, or MiTAC Holdings, in us and its impact, the ownership interest of Apollo Global Management, Inc., or Apollo, in us and its impact, the impact of the Merger, our integration plans, our revenue, sources of revenue, our*

*gross margins, our operating costs and results, timing of payment, the value of our inventory, our competition, including with Synnex Technology International Corp., our future needs for additional financing, the likely sources for such funding and the impact of such funding, concentration of customers and suppliers, customer and supplier contract terms, customer forecasts and its impact on us, relationships with our suppliers, adequacy of our facilities, ability to obtain comparable leases, ability to manage and communicate with international resources, ability to meet demand, managing inventory and our shipping costs, our legal proceedings, our operations and trends related thereto, our international operations, foreign currency exchange rates and hedging activities, expansion of our operations and related effects, our strategic acquisitions including anticipated cost savings and other benefits, divestitures of businesses and assets, revenue, cost of revenue and gross margin, our goodwill, seasonality of sales, changes in share price, adequacy of our cash resources to meet our capital needs, our debt and financing arrangements, including the impact of any change to our credit rating, interest rate risk and impact thereof, cash held by our international subsidiaries and repatriation, changes in fair value of derivative instruments, our tax liabilities, adequacy of our disclosure controls and procedures, dependency on personnel, pricing pressures, cybersecurity and compliance with related rules and regulations, impact of rules and regulations affecting public companies, the replacement of LIBOR, impact of our pricing policies, impact of economic and industry trends, changes to the markets in which we compete, impact of our accounting policies and recently issued accounting pronouncements, our estimates and assumptions, impact of inventory repurchase obligations and commitments and contingencies, our effective tax rates, impact of any impairment of our goodwill and intangible assets, our share repurchase and dividend program, our securitization programs, term loans and revolving credit lines, our investments in working capital, personnel, our succession planning and various environmental, social and governance initiatives and attention. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, those risks discussed herein and risks related to the risk that the legacy SYNNEX and legacy Tech Data businesses will not be integrated successfully or realize the anticipated benefits of the combined company, the COVID-19 global pandemic, the ability to retain key personnel, the seasonality of 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 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, dependence upon and trends in capital spending budgets in the IT industry, fluctuations in general economic conditions, change in market for our customers' products, employee turnover, 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 floor plan financing arrangements, changes in value of foreign currencies and interest rates and other risk factors contained below under Part I, Item 1A, "Risk Factors." These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*

*In the sections of this Report entitled "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," all references to "TD SYNNEX," "we," "us," "our" or the "Company" mean TD SYNNEX Corporation and its subsidiaries for periods after the acquisition of Tech Data, except where it is made clear that the term means only the parent company or one of its segments while all references to "SYNNEX," "we," "us," "our" or the "Company" mean SYNNEX Corporation and its subsidiaries for periods prior to the acquisition of Tech Data, except where it is made clear that the term means only the parent company or one of its segments.*

*TD SYNNEX, the TD SYNNEX Logo, and all other TD SYNNEX company, product and services names and slogans are trademarks or registered trademarks of TD SYNNEX Corporation. Other names and marks are the property of their respective owners.*

**Item 1.*Business***

We are a Fortune 200 corporation and a leading global provider of a comprehensive range of distribution, systems design and integration solutions for the technology industry.

On December 1, 2020, we completed the previously announced separation of our customer experience services business (the "Separation"), which was accomplished by the distribution of one hundred percent of the outstanding common stock of Concentrix Corporation ("Concentrix"). Our stockholders received one share of Concentrix common stock for every share of our common stock held at the close of business on the record date. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, we do not beneficially own any shares of Concentrix' common stock and beginning December 1, 2020, we no longer consolidate Concentrix within our financial results or reflect the financial results of Concentrix within our continuing results of operations. We distributed a total of approximately 51.6 million shares of Concentrix common stock to our stockholders. In connection with the Separation, we entered into a separation and distribution agreement, as well as various other agreements with Concentrix that provide a framework for the relationships between the parties going forward, including among others an employee matters agreement, a tax matters agreement, and a commercial agreement, pursuant to which Concentrix has continued to provide services to us following the Separation. The historical results of operations and financial positions of Concentrix are reported as discontinued operations in our Consolidated Financial Statements. For further information on discontinued operations, see Note 5 - Discontinued Operations, to the Consolidated Financial Statements in Item 8.

On March 22, 2021, we entered into an agreement and plan of merger (the "Merger Agreement") which provided that legacy SYNNEX Corporation would acquire legacy Tech Data Corporation, a Florida corporation ("Tech Data") through a series of mergers, which would result in Tech Data becoming an indirect subsidiary of TD SYNNEX Corporation (collectively, the "Merger"). On September 1, 2021, pursuant to the terms of the Merger Agreement, we acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for consideration of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation's sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX valued at approximately $5.61 billion.

We previously had two reportable segments as of November 30, 2020: Technology Solutions and Concentrix. After giving effect to the Separation on December 1, 2020, we operated in a single reportable segment. After completion of the Merger, we reviewed our reportable segments as there was a change in our chief executive officer, who is also our chief operating decision maker. Our chief operating decision maker has a leadership structure aligned with the geographic locations of the Americas, Europe and Asia-Pacific and Japan ("APJ") and reviews and allocates resources based on these geographic locations. As a result, as of September 1, 2021 we began operating in three reportable segments based on our geographic locations: the Americas, Europe and APJ. Segment results for all prior periods have been restated for comparability to the Company's current reportable segments. For financial information by segment, refer to Note 13 - Segment Information, to the Consolidated Financial Statements in Item 8.

We distribute PC systems, mobile phones and accessories, printers, peripherals, information technology ("IT") systems including data center server and storage solutions, system components, software, networking, communications and security equipment, consumer electronics and complementary products. We also provide systems design and integration solutions.

We distribute more than 200,000 technology products (as measured by active SKUs) from more than 1,500 original equipment manufacturers ("OEM"), as well as suppliers of next-generation technologies and delivery models such as converged and hyper-converged infrastructure, the cloud, security, big data/analytics/Internet of things ("IoT") and services. Our products are marketed globally to an active reseller base of more than 150,000 resellers, system integrators, and retailers. We purchase peripherals, IT systems, system components, software, networking, communications and security equipment, consumer electronics and complementary products from our suppliers and sell them to our reseller and retail customers. We perform a similar function for our distribution of licensed software products. Our reseller customers include value-added resellers ("VARs"), corporate resellers, government resellers, system integrators, direct marketers, retailers and managed service providers ("MSPs"). We provide our vendors with access to large and highly fragmented markets such as small- and medium-sized businesses ("SMB") and serve as a variable, cost effective route to market for our vendors by providing them with access to resellers and end-users.

We combine our core strengths in distribution with demand generation, supply chain management and design and integration solutions to help our customers achieve greater efficiencies in time to market, cost minimization, real-time linkages in the supply chain and aftermarket product support. We also provide comprehensive IT solutions in key vertical markets such as government and healthcare and we provide specialized service offerings that increase efficiencies in the areas of global computing components, logistics services and supply chain management. Additionally, we provide our customers with systems design and integration solutions for data center servers and networking solutions built specific to our customers' workloads and data center environments.

Our business is characterized by low gross profit as a percentage of revenue, or gross margin, and low income from operations as a percentage of revenue, or operating margin. The market for IT products is generally characterized by declining unit prices and short product life cycles. We set our sales price based on the market supply and demand characteristics for each particular product or bundle of products we distribute and services we provide.



Table of Contents

We are highly dependent on the end-market demand for IT products, and on our partners' strategic initiatives and business models. This end-market demand is influenced by many factors including the introduction of new IT products and software by OEMs, replacement cycles for existing IT products, trends toward cloud computing, overall economic growth and general business activity. A difficult and challenging economic environment may also lead to consolidation or decline in the IT industries and increased price-based competition.

We have been in business since 1980 and have headquarters in both Clearwater, Florida and Fremont, California. We were originally incorporated in the State of California as COMPAC Microelectronics, Inc. in November 1980, and we changed our name to SYNNEX Information Technologies, Inc. in February 1994. We later reincorporated in the State of Delaware under the name of SYNNEX Corporation in October 2003. As a result of the Merger, on October 22, 2021, we filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company's Restated Certificate of Incorporation to change our corporate name from SYNNEX Corporation to TD SYNNEX Corporation, effective November 3, 2021. As of November 30, 2021, we had approximately 22,000 full-time co-workers worldwide.

**Our Products and Suppliers**

We distribute a comprehensive catalog of IT products from more than 1,500 OEM suppliers, enabling us to offer comprehensive solutions to our reseller and retail customers. We group the majority of our offerings into two primary solutions portfolios, Endpoint Solutions and Advanced Solutions which are comprised of the following:

**Endpoint Solutions Portfolio:**

- Our Endpoint Solutions portfolio primarily includes PC systems, mobile phones and accessories, printers, peripherals, supplies, endpoint technology software and consumer electronics.

**Advanced Solutions Portfolio:**

- Our Advanced Solutions portfolio primarily includes data center technologies such as storage, networking, servers, advanced technology software and converged and hyper-converged infrastructure. Our Advanced Solutions portfolio also includes our specialized solution businesses.

Our next-generation technology solutions, along with our services offerings, span our Endpoint and Advanced Solutions portfolios.

Our suppliers include leading peripherals, IT systems, system components, software, security, networking equipment, UCC and consumer electronics manufacturers. Our primary OEM suppliers are Alphabet Inc. (Google), Apple, Inc., ASUSTeK Computer Inc., Cisco Systems, Inc., HP Inc., Hewlett-Packard Enterprise Company, Intel Corporation, Lenovo Group Ltd, Microsoft Corporation, and Samsung Electronics Co., Ltd. Our largest OEM supplier is HP Inc. Revenue from the sale of products and services provided by HP Inc. represented approximately 12%, 15% and 14% of our total revenue for fiscal years 2021, 2020 and 2019, respectively.

We have distribution agreements with most of our suppliers, including HP Inc. These agreements usually provide for nonexclusive distribution rights and pertain to specific geographic territories. The agreements are also generally short-term, subject to periodic renewal, and often contain provisions permitting termination by either our supplier or

us without cause upon relatively short notice. Conversely, our vendor agreements generally do not restrict us from selling similar products manufactured by competitors, nor do they require us to sell a specified quantity of product. As a result, we have the flexibility to terminate or curtail sales of one product line in favor of another due to technological change, pricing considerations, product availability, and customer demand or vendor distribution policies. An OEM supplier that elects to terminate a distribution agreement will generally repurchase its products carried in our inventory.

Our business subjects us to the risk that the value of our inventory will be affected adversely by suppliers' price reductions or by technological changes affecting the usefulness or desirability of the products comprising our inventory. Many of our OEM suppliers offer us limited protection from the loss in value of our inventory due to technological change or a supplier's price reduction. Under many of these agreements, we have a limited period of time to return or exchange products or claim price protection credits. Historically, price protection and stock rotation privileges, as well as our inventory management procedures, have helped reduce the risk of loss of inventory value. We monitor our inventory levels and attempt to time our purchases to maximize our protection under supplier programs.

**Our Customers**

We distribute IT products to more than 150,000 resellers, system integrators and retailers. Resellers are classified primarily by their end-user customers. End-users include large corporations or enterprises, federal, state and local governments, small/medium sized businesses, or SMBs, and individual consumers. In addition, resellers vary greatly in size and geographic reach. Our reseller customers buy from us and other distributors. Our larger reseller customers also buy certain products directly from OEM suppliers. System integrators offer services in addition to product resale, primarily in systems customization, integration, and deployment.



Table of Contents

Retailers serve mostly individual end-users and to a small degree, small office/home office customers. We also provide systems design and integration solutions for data center servers built for our customers' data center environments.

One customer accounted for 17%, 23% and 24% of our total revenue in fiscal years 2021, 2020 and 2019, respectively. We do not believe that the loss of any single customer would have a material adverse effect on us.

**Our Services and Solutions**

We offer a variety of business process services to our customers. These services can be purchased individually or they can be purchased in combination with others in the form of supply chain solutions and aftermarket product support.

We have sophisticated pick, pack and ship operations, which allows us to efficiently receive shipments from our OEM suppliers and quickly fill orders for our reseller and retail customers. We generally stock or otherwise have access to the inventory of our OEM suppliers to satisfy the demands of our reseller and retail customers. In addition, we design and integrate energy efficient and cost-effective data center servers which are built specific to the data center environments and actual workloads of our large-scale data center customers.

The above services are complemented by the following:

*Systems Design and Integration Solutions.* We provide our customers with systems design and full rack integration solutions, build-to-order, and configure-to-order assembly capabilities. In both of these cases, we offer design, integration, test and other production value-added solutions such as thermal testing, power-draw efficiency testing, burn-in, quality and logistics support.

*Logistics Services.* We provide logistics support to our reseller customers such as outsourced fulfillment, virtual distribution and direct ship to end-users. Other logistics support activities we provide include generation of customized shipping documents, multi-level serial number tracking for customized, configured products and online order and shipment tracking. We also offer full turn-key logistics solutions designed to address the needs of large

volume or specialty logistics services. Our full turn-key service offering is modular in nature and is designed to cover all aspects of the logistics life cycle including, transportation management, inventory optimization, complementary product matching, reverse logistics, asset refurbishment and disposal and strategic procurement.

*Cloud Services.* We provide cloud-based solutions and services to our reseller customers to enable sales of and migration to technologies in a hosted environment to small and medium businesses. Our proprietary cloud platform offers a complete package of cloud-based solutions on a user-friendly platform and allows our reseller customers and OEM vendors to own the complete customer lifecycle through direct billing, provisioning, management, and support. Our solutions cover all end-user customer needs, including, pure public cloud solutions in productivity and collaboration, IaaS, or Infrastructure as a Service, PaaS, or Platform as a Service, SaaS, or Software as a Service, Security, Mobility, IoT and other hybrid solutions. Our dedicated cloud team comprising developers, sales engineers and solutions specialists, supports our reseller customers in the sales of these solutions.

*Online Services.* We maintain electronic data interchange ("EDI"), extensible markup language ("XML"), web-based communication links and mobile applications with many of our reseller and retail customers. These links improve the speed and efficiency of our transactions with our customers by enabling them to search for products, check inventory availability and prices, configure systems, place and track orders, receive invoices, review account status and process returns. We also have web-based application software that allows our customers or their end-user customers to order software and take delivery online.

*Financial Services.* We offer our reseller customers various financing options, including net terms, third party leasing, floor plan financing and letters-of-credit backed financing and arrangements where we collect payments directly from the end-user. We also lease products to our reseller customers and their end-users and provide device-as-a-service to end-users. The availability and terms of our financing services are subject to our credit policies or those of third-party financing providers to our customers.

*Marketing Services.* We offer our OEM suppliers a full range of marketing activities targeting resellers, system integrators and retailers including direct mail, external media advertising, reseller product training, targeted telemarketing campaigns, national and regional trade shows, trade groups, database analysis, print on demand services and web-based marketing.

**Sales and Marketing**

We serve our large commercial, government reseller, and retail customers through dedicated sales professionals. We market to smaller resellers and OEMs through dedicated regional sales teams. In addition, we have dedicated product management and business development specialists that focus on the sale and promotion of products and services of selected suppliers or for specific end-market verticals. These specialists are also directly involved in establishing new relationships with leading OEMs to create demand for their products and services and with resellers for their customers' needs. We also have a direct sales approach for our design and integration solutions business. Our sales and marketing professionals are complemented by members of our executive management team who are integral in identifying potential new customer opportunities, promoting sales growth and ensuring customer satisfaction. We have sales and marketing professionals in close geographic proximity to our reseller, retail and OEM customers.



Table of Contents

**Our Operations**

We operate 181 distribution and administrative facilities globally. Our distribution processes are highly automated to reduce errors, ensure timely order fulfillment and enhance the efficiency of our warehouse operations and back office administration. Our distribution facilities are geographically dispersed to be near reseller customers and their end-users. This decentralized, regional strategy enables us to benefit from lower shipping costs and shorter delivery lead times to our customers. Furthermore, we track several performance measurements to continuously improve the efficiency and accuracy of our distribution operations. Our regional locations also enable us to make local deliveries and provide will-call fulfillment to more customers than if our distribution operations were more centralized,

resulting in better service to our customers. Our workforce is comprised of permanent and temporary employees, enabling us to respond to short-term changes in order activity.

Our proprietary IT systems and processes enable us to automate many of our distribution operations. We use radio frequency and bar code scanning technologies in our warehouse operations to maintain real-time inventory records, facilitate frequent cycle counts and improve the accuracy of order fulfillment.

To enhance the accuracy of our distribution order fulfillment and protect our inventory from shrinkage, our distribution systems also incorporate numerous controls. These controls include order weight checks, bar code scanning, and serial number profile verification. We also use digital video imaging to record our small package shipping activities by order. These images and other warehouse and shipping data are available online to our customer service representatives, enabling us to quickly respond to order inquiries by our customers.

We operate our principal systems design and integration solutions facilities in the United States with additional locations in the United Kingdom and China. We generally design and integrate IT systems, data center servers and networking solutions and IT appliances, by incorporating system components purchased directly from vendors or obtained from our distribution inventory. Additionally, we perform other production value-added services, including thermal testing, power-draw efficiency testing, burn-in, quality and logistics support. Some of our design and integration solutions facilities are ISO 9001:2015 and ISO 14001:2015 certified.

***International Operations***

Approximately 37% of our consolidated revenue for fiscal year 2021 was generated by our international operations. As a result of the Merger, we have expanded both our domestic and international operations. Our end market strategy is to continue expanding internationally on a selective basis in order to provide our distribution capabilities to OEMs in locations that meet their regional requirements.

Sales and cost concentrations in foreign jurisdictions subject us to various risks, including the impact of changes in the value of these foreign currencies relative to the United States Dollar, which in turn can impact reported sales.

See Note 13 - Segment Information to the Consolidated Financial Statements included in Item 8 of this Report for additional financial information related to international and domestic operations.

***Seasonality***

Our operating results are affected by the seasonality of the IT products industry. We have historically experienced higher sales in our fourth fiscal quarter due to patterns in capital budgeting, federal government spending and purchasing cycles of our customers and end-users. These historical patterns may not be repeated in subsequent periods and may be impacted by the Merger.

***Purchasing***

Product cost represents our single largest expense and IT product inventory is one of our largest working capital investments. Furthermore, product procurement from our OEM suppliers is a highly complex process that involves incentive programs, rebate programs, price protection, volume and early payment discounts and other arrangements. Consequently, efficient and effective purchasing operations are critical to our success.

Our purchasing group works closely with many areas of our organization, especially our product managers who work closely with our OEM suppliers and our sales force, to understand the volume and mix of IT products that should be purchased. In addition, in certain locations the purchasing group utilizes an internally developed, proprietary information systems application that further aids in forecasting future product demand based on several factors, including historical sales levels, expected product life cycle and current and projected economic conditions. We may also rely on our receipt of good-faith, non-binding, customer forecasts. We maintain EDI connections with our OEM suppliers to send purchase orders, receive purchase order status and receive notification once the product has shipped from our supplier. Our information system also tracks warehouse and channel inventory levels and open purchase orders on a real-time basis enabling us to stock inventory at a regional level closer to the customer as well as to actively manage our working capital resources. This level of automation promotes greater efficiencies of inventory management by replenishing and turning inventory, as well as placing purchase orders on a more frequent

basis. Furthermore, our system tool also allows for automated checks and controls to prevent the generation of inaccurate orders.



Table of Contents

Managing our OEM supplier incentive programs is another critical function of our purchasing and product management teams. We also attempt to maximize the benefits of incentives, rebates and volume and early payment discounts that our OEM suppliers offer us. We carefully evaluate these supplier incentive benefits relative to our product handling and carrying costs so that we do not over-invest in our inventory. We also closely monitor inventory levels on a product-by-product basis and plan purchases to take advantage of OEM supplier provided price protection. By managing inventory levels and monitoring customer purchase patterns at each of our regional distribution facilities, we believe we can minimize our shipping costs by stocking products near our resellers and retailers, and their end-user customers.

***Financial Services***

We offer various financing options to our customers as well as prepayment, credit card and cash on delivery terms. In providing credit terms to our reseller and retail customers, we closely and regularly monitor their creditworthiness through our information systems, their credit ratings information and periodic detailed credit file reviews by our financial services staff. We have also purchased credit insurance in most geographies to further control customer credit risks. Finally, we establish reserves for estimated credit losses in the normal course of business based on the overall quality and aging of our accounts receivable portfolio, the existence of credit insurance and specifically identified customer risks.

We also sell to certain reseller customers pursuant to third party floor plan financing. The expenses charged by these financing companies are subsidized either by our OEM suppliers or paid by us. We generally receive payment from these financing companies within 15 to 30 days from the date of sale, depending on the specific arrangement.

***Information Technology***

Our IT systems manage the entire order cycle, including processing customer orders, customer billing and payment tracking. These IT systems make our operations more efficient and provide visibility into our operations. We believe our IT infrastructure is scalable to support further growth. We continue to enhance and invest in our IT systems to improve product and inventory management, streamline order and fulfillment processes, and increase operational flexibility, including as part of the integration process related to the Merger.

To allow our customers and suppliers to communicate and transact business with us in an efficient and consistent manner, we have implemented a mix of proprietary and off-the-shelf software programs that integrate our IT systems with those of our customers and suppliers. In particular, we maintain EDI, XML, web-based communication links and mobile platform applications with many of our reseller and retail customers to enable them to search for products, check real-time pricing, inventory availability and specifications, place and track orders, receive invoices and process returns.

**Competition**

We operate in a highly competitive global environment. The IT product industry is characterized by intense competition, based primarily on product availability, credit terms and availability, price, speed and accuracy of delivery, effectiveness of sales and marketing programs, ability to tailor specific solutions to customer needs, quality and depth of product lines and training, pre- and post-sale technical support, flexibility and timely response to design changes, technological capabilities and product quality, service and support. We compete with a variety of regional, national and international IT product distributors and manufacturers.

We compete against several distributors in the Americas market, including Arrow Electronics, Inc. (“Arrow”), Ingram Micro, Inc. and ScanSource, Inc. and, to a lesser extent, regional distributors. The competitive environment in Europe is more fragmented with market share spread among several regional and local competitors such as ALSO Holding and Esprinet, as well as international distributors such as Ingram Micro, Inc., Westcon-Comstor and Arrow.

We also face competition from our OEM suppliers that sell directly to resellers, retailers and end-users. The distribution industry has historically undergone, and continues to undergo, consolidation. Over the years, a number of providers within the IT distribution industry exited or merged with other providers. For example, during fiscal year 2017, we acquired the Westcon-Comstor Americas distribution business and Tech Data acquired the Technology Solutions operating group of Avnet Inc. ("Avnet"), and in fiscal year 2021 we acquired Tech Data. We have participated in this consolidation and expect to continue to assess opportunities.

As we enter new business areas, we may encounter increased competition from our current competitors and/or new competitors. Some of our competitors may have greater financial, operating, manufacturing and marketing resources than us. Some of our competitors may have broader geographic breadth and range of services than us. Some may have more developed relationships with their existing customers.

We constantly seek to expand our business into areas primarily related to our core distribution as well as other support, logistics and related value-added services, both organically and through strategic acquisitions.



Table of Contents

**Human Capital Resources**

As of November 30, 2021, we had approximately 22,000 full-time co-workers. Given the variability in our business and the quick response time required by customers, it is critical that we are able to rapidly ramp-up and ramp-down our operational capabilities to maximize efficiency. As a result, we use temporary or contract workers, who totaled approximately 5,000 as of November 30, 2021, on a full-time equivalent basis. Certain of our employees in various countries outside of the United States are subject to laws providing representation rights to employees through workers' councils.

We are committed to fostering a diverse and inclusive workplace that attracts and retains exceptional talent. Through ongoing employee development, comprehensive compensation and benefits, and a focus on health, safety and employee wellbeing, we strive to help our employees in all aspects of their lives so they can do their best work.
*Diversity, Equity and Inclusion*

We are committed to being unconditionally inclusive to capture the ideas and perspectives that fuel innovation and enable our workforce, customers, and communities to succeed in the digital age. We strive to create an inclusive workplace where people can bring their authentic selves to work. Our commitment to diversity and inclusion starts at the top with a highly skilled and diverse board of directors. Women represent 27% of our board of directors and 42% of our co-worker base, and 55% of our board of directors is ethnically diverse and/or gender diverse. We strive to remain a diverse company. Both Robert Huang, founder of our company, and Steve Raymund, founder of Tech Data, wanted to ensure we had the best co-workers regardless of their age, ethnicity, or gender. Their legacy and our primary focus is to work hard, do well, and treat others with respect.
*Pay Equity or Total Rewards*

We believe people should be paid for what they do and how they do it, regardless of their gender, race, or other personal characteristics. To deliver on that commitment, we benchmark and set pay ranges based on market data and consider factors such as an employee's role and experience, the location of their job, and their performance. We also review our compensation practices, both in terms of our overall workforce and individual employees, to ensure our pay is fair and equitable. Our practice of reviewing the compensation of employees to ensure consistent pay practices by conducting a pay equity analysis annually comparing employees in the same role within a country or location will extend to include employees added from the Merger, during the integration phase.

We require a talented workforce and are committed to providing total rewards that are market-competitive and performance-based, driving innovation and operational excellence. Our compensation programs, practices, and policies reflect our commitment to reward short- and long-term performance that aligns with, and drives, stockholder value. Total direct compensation is generally positioned within a competitive range of the market median, with differentiation based on tenure, skills, proficiency, and performance to attract and retain key talent.

*Employee Engagement*

We regularly collect feedback to better understand and improve the co-worker experience and identify opportunities to continually strengthen our culture. We want to know what is working well, what we can do better and how well our co-workers understand and are practicing our cultural values.

*Training and Development*

Human capital development underpins our efforts to execute our strategy and continue to distribute, design, integrate and market innovative products and services. We continually invest in our employees' career growth and provide employees with a wide range of development opportunities, including face-to-face, virtual, social and self-directed learning, mentoring, coaching, and external development.



Table of Contents

*Health, Safety and Wellness*

The physical health, financial wellbeing, life balance and mental health of our employees is vital to our success. Our environmental, health, and safety leadership team uses our global injury and illness reporting system to assess trends regionally and worldwide as a part of quarterly reviews. Our warehouse and integration facilities continue to represent our most significant health and safety risks. Managing and reducing risks at these facilities remains a focus, and injury rates continue to be low. We also sponsor a wellness program designed to enhance physical, financial, and mental wellbeing for all our employees. Throughout the year, we encourage healthy behaviors through regular communications, educational sessions, voluntary progress tracking, wellness challenges, and other incentives. Since the onset of the COVID-19 pandemic, we have taken an integrated approach to helping our co-workers manage their work and personal responsibilities, with a strong focus on employee wellbeing, health and safety. We have successfully transitioned most of our workforce to a remote working environment and implemented a number of safety and social distancing measures within our premises to protect the health and safety of co-workers who are required to be on-premise to support our business.

**Environmental**

We remain focused on protecting our planet and reducing our global carbon footprint. In support of this, TD SYNNEX has committed to the Science Based Targets Initiative (SBTi) Business Ambition Pledge. We are committed to embedding a culture of sustainability across our organization and increasing our sustainability initiatives and supporting our customers and vendors. We engage in and continue to explore a range of sustainability projects such as renewable energy, use of light emitting diode (LED) technologies, waste minimization projects and ISO 14001 at several of our facilities. We also offer trade-in, recycling and refurbishment services on a range of IT equipment to end-users through agreements with our resellers and retail partners.

**Available Information**

Our website is http://www.tdsynnex.com. We make available free of charge, on or through our website, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, if any, or other filings filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after electronically filing or furnishing these reports with the Securities and Exchange Commission, or SEC. Information contained on our website is not a part of this Report. We have adopted a code of ethics applicable to our employees including our principal executive, financial and accounting officers, and it is available free of charge, on our website's investor relations page.

The SEC maintains an Internet site at http://www.sec.gov that contains our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, if any, or other filings filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, and our proxy and information statements.

**Item 1A. *Risk Factors***

The following discussion is divided into several sections. The first section, which begins immediately following this paragraph, discusses some of the risks that may affect our business, results of operations and financial condition. The second section, captioned "Risks Related to Our Indebtedness" discusses our debt-related risks. The third

section, captioned “Risks Related to Our Relationships with Apollo Global Management Inc. and MiTAC Holdings Corporation,” discusses risks relating to Apollo Global Management’s influence over us and our relationship with MiTAC Holdings Corporation. The fourth section, captioned “Risks Related to our Industry,” discusses risks impacting businesses operating in our industry. The fifth section, captioned “Risks Related to the Acquisition of Tech Data” relates to risks associated with the Merger. The sixth section, captioned “Risks Related to the Macro-Economic and Regulatory Environment,” relates to risks which broadly affect companies operating in regions in which we operate. You should carefully review all of these sections, as well as our consolidated financial statements and notes thereto and the other information appearing in this report, for important information regarding risks that affect us. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Report because these factors could cause the actual results and conditions to differ materially from those projected in the forward-looking statements. Before you invest in our Company, you should know that making such an investment involves some risks, including the risks described below. The risks that have been highlighted here are not the only ones that we face. If any of the risks actually occur, our business, financial condition and results of operations could be negatively affected. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

## Risks Related to Our Business and Operations

**We anticipate that our revenue and operating results will fluctuate, which could adversely affect the enterprise value of our Company and our securities.**

Our operating results have fluctuated and will fluctuate in the future as a result of many factors, including:

- the impact of the business acquisitions and dispositions we make;



Table of Contents

- general economic conditions and level of IT spending;
- the loss or consolidation of one or more of our significant OEM suppliers or customers;
- market acceptance, quality, pricing, availability and useful life of our products and services, as well as the mix of our products and services sold;
- competitive conditions in our industry;
- trends towards cloud based infrastructure and “as-a-Service” type product offerings;
- pricing, margin and other terms with our OEM suppliers;
- decline in inventory value as a result of product obsolescence and market acceptance;
- variations in our levels of excess inventory, vendor reserves and doubtful accounts;
- fluctuations in rates in the currencies in which we transact;
- changes in the terms of OEM supplier-inventory protections, such as price protection and return rights; and
- the expansion of our design and integration solutions sales and operations, globally.

Although we attempt to control our expense levels, these levels are based, in part, on anticipated revenue. Therefore, we may not be able to control spending in a timely manner to compensate for any unexpected revenue shortfall.

Our operating results are affected by the seasonality of the IT products and services industry. We have historically experienced higher sales in our fourth fiscal quarter due to patterns in the capital budgeting, federal government spending and purchasing cycles of end-users. These historical patterns may not be repeated in subsequent periods and may be impacted by the Merger. You should not rely on period-to-period comparisons of our operating results

as an indication of future performance. In future years, our operating results may be below our expectations or those of our public market analysts or investors, which would likely cause our share price to decline.

**We are subject to uncertainties and variability in demand by our customers, which could decrease revenue and adversely affect our operating results, and we have customer contracts with provisions that could cause fluctuations in our revenue.**

We sell to our customers on a purchase order basis, rather than pursuant to long-term contracts or contracts with minimum purchase requirements. Consequently, our sales are subject to demand variability by our customers. The level and timing of orders placed by our customers vary for a variety of reasons, including seasonal buying by end-users, the introduction of new hardware and software technologies and general economic conditions. Customers submitting a purchase order may cancel, reduce or delay their orders. If we are unable to anticipate and respond to the demands of our reseller, retail and design and integration solutions customers, we may lose customers because we have an inadequate supply of products, or we may have excess inventory, either of which could harm our business, financial position and operating results.

With regard to our design and integration solutions customers, unique parts are purchased based both on customer purchase orders and forecasted demand. We have limited protection against excess inventory should anticipated demand not materialize.

**We depend on a limited number of OEMs to supply the IT products and services that we sell and the loss of, or a material change in, our business relationship with a major OEM supplier could adversely affect our business, financial position and operating results.**

Our future success is highly dependent on our relationships with a small number of OEM suppliers. For example, sales of HP Inc. products and services comprised approximately 12%, 15% and 14% of our total revenue for fiscal years 2021, 2020 and 2019, respectively. Our OEM supplier agreements typically are short-term and may be terminated without cause upon short notice. OEM supplier agreements are often established at a regional or country level and these relationships may change in some countries or regions and not others. The loss or deterioration of our relationship with HP Inc. or any other major OEM supplier, the authorization by OEM suppliers of additional distributors, the sale of products by OEM suppliers directly to our reseller and retail customers and end-users, or our failure to establish relationships with new OEM suppliers or to expand the distribution and supply chain services that we provide OEM suppliers could adversely affect our business, financial position and operating results. In addition, OEM suppliers may face liquidity or solvency issues that in turn could negatively affect our business and operating results.

Our business is also highly dependent on the terms provided by our OEM suppliers. Generally, each OEM supplier has the ability to change the terms and conditions of its distribution agreements, such as reducing the amount of price protection and return rights or reducing the level of purchase discounts, incentive rebates, scope of the geographic area in which we can sell and marketing programs available to us.



Table of Contents

From time to time we may conduct business with a supplier without a formal agreement because the agreement has expired or was otherwise terminated. In such case, we are subject to additional risk with respect to products, warranties and returns, and other terms and conditions. If we are unable to pass the impact of these changes through to our reseller and retail customers, our business, financial position and operating results could be adversely affected.

**Our gross margins are low, which magnifies the impact of variations in gross margin, operating costs and our operating results.**

As a result of significant price competition in the IT products and services industry, our gross margins are low, and we expect them to continue to be low in the future. Increased competition arising from industry consolidation and low demand for certain IT products and services may hinder our ability to maintain or improve our gross margins. These low gross margins magnify the impact of variations in revenue and operating costs on our operating results. A

portion of our operating expense is relatively fixed, and planned expenditures are based in part on anticipated orders that are forecasted with limited visibility of future demand. As a result, we may not be able to reduce our operating expense to sufficiently mitigate any further reductions in gross profit or margin in the future. If we cannot proportionately decrease our cost structure in response to competitive price pressures, our business and operating results could suffer.

We also receive purchase discounts and rebates from OEM suppliers based on various factors, including sales or purchase volume and breadth of customers. A decrease in net sales could negatively affect the level of volume rebates received from our OEM suppliers and thus, our gross margin. Because some rebates from OEM suppliers are based on percentage increases in sales of products, it may become more difficult for us to achieve the percentage growth in sales required for larger discounts due to the current size of our revenue base. A decrease or elimination of purchase discounts and rebates from our OEM suppliers would adversely affect our business and operating results.

**We are subject to the risk that our inventory value may decline, and protective terms under our OEM supplier agreements may not adequately cover the decline in value, which in turn may harm our business, financial position and operating results.**

The IT products industry is subject to rapid technological change, new and enhanced product specification requirements, and evolving industry standards. These changes may cause inventory on hand to decline substantially in value or to rapidly become obsolete. Most of our OEM suppliers offer limited protection from the loss in value of inventory. For example, we can receive a credit from many OEM suppliers for products held in inventory in the event of a supplier price reduction. In addition, we have a limited right to return a certain percentage of purchases to most OEM suppliers. These policies are often subject to time restrictions and do not protect us in all cases from declines in inventory value. In addition, our OEM suppliers may become unable or unwilling to fulfill their protection obligations to us. The decrease or elimination of price protection, or the inability of our OEM suppliers to fulfill their protection obligations, could lower our gross margins and cause us to record inventory write-downs. If we are unable to manage our inventory with our OEM suppliers with a high degree of precision, we may have insufficient product supplies or we may have excess inventory, resulting in inventory write-downs, either of which could harm our business, financial position and operating results.

**We depend on OEM suppliers to maintain an adequate supply of products to fulfill customer orders on a timely basis, and any supply shortages or delays could cause us to be unable to timely fulfill orders, which in turn could harm our business, financial position and operating results.**

Our ability to obtain particular products in the required quantities and to fulfill reseller and retail customer orders on a timely basis is critical to our success. In most cases, we have no guaranteed price or delivery agreements with our OEM suppliers. We have experienced a supply shortage of certain products as a result of strong demand or problems experienced by our OEM suppliers, including during fiscal year 2020 and 2021 due to global supply chain constraints resulting from the impacts of the COVID-19 pandemic. If shortages or delays persist, the price of those products may increase, or the products may not be available at all. Such delays could also impact our ability to procure critical components required to complete customer orders. In addition, our OEM suppliers may decide to distribute, or to substantially increase their existing distribution business, through other distributors, their own dealer networks, or directly to resellers, retailers or end-users. Accordingly, if we are not able to secure and maintain an adequate supply of products to fulfill our customer orders on a timely basis, our business, financial position and operating results could be adversely affected.

**We experience customer concentration and intense competition which could adversely impact our revenue.**

Our business experiences customer concentration from time to time. One customer accounted for 17%, 23% and 24% of our total revenue in fiscal years 2021, 2020 and 2019. While we do not believe that the loss of any single customer would have a material adverse effect on us, such loss could result in an adverse impact on certain of our businesses. For example, our systems design and integration solutions product line has significant customer concentration, requires investments in working capital and infrastructure, and has customer contracts that often offer limited or no volume guarantees or protection for end-of-life investments. The loss of a customer or reduction in order volumes could adversely impact our revenue, provision for inventory losses, the absorption of fixed overhead costs and our future expansion plans. The systems design and integration solutions business operates in a competitive environment. Volumes can fluctuate based on customer demand, delivery quality and the competitive

landscape. Our ability to deliver customized solutions on a timely basis is critical to our success. Any delay could impact our competitive position and result in loss of customer orders, which could impact our financial position and operating results.



Table of Contents

**We have pursued and intend to continue to pursue strategic acquisitions or investments in new markets and may encounter risks associated with these activities, which could harm our business and operating results.**

We have in the past pursued, and in the future expect to pursue, acquisitions of, or investments in, businesses and assets in new markets, either within or outside the IT products and services industry, that complement or expand our existing business. For example, in September 2021, we completed the acquisition of Tech Data. Our acquisition strategy involves a number of risks, including:

- difficulty in successfully integrating acquired operations, IT systems, customers, OEM supplier relationships, products, services and businesses with our operations;
- risk that the acquired businesses will fail to maintain the quality of services that we have historically provided;
- loss of key employees of acquired operations or inability to hire key employees necessary for our expansion;
- diversion of our capital and management attention away from other business issues;
- increase in our expenses and working capital requirements;
- in the case of acquisitions that we may make outside of the United States, difficulty in operating in foreign countries and over significant geographical distances;
- other financial risks, such as potential liabilities of the businesses we acquire; and
- our due diligence process may fail to identify significant issues with the acquired company's product and service quality, financial disclosures, accounting practices or internal control deficiencies.

We may incur additional costs and certain redundant expenses in connection with our acquisitions and investments, which may have an adverse impact on our operating margins. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, large write-offs, a decrease in future profitability, or future losses. The incurrence of debt in connection with any future acquisitions could restrict our ability to obtain working capital or other financing necessary to operate our business. Our recent and future acquisitions or investments may not be successful, and if we fail to realize the anticipated benefits of these acquisitions or investments, our business and operating results could be harmed.

**Our goodwill and identifiable intangible assets could become impaired, which could have a material non-cash adverse effect on our results of operations.**

We recorded substantial goodwill and both definite and indefinite-lived intangible assets as a result of our previous acquisitions, including the Merger. We review our goodwill and intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. We assess whether there has been an impairment in the value of goodwill and indefinite-lived intangible assets at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or intangible assets may not be recoverable include declines in stock price, market capitalization or cash flows and slower growth rates in our industry. We could be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or intangible assets is determined, negatively impacting our results of operations.

**Because of the capital-intensive nature of our business, we need continued access to capital, which if not available to us or if not available on favorable terms, could harm our ability to operate or expand our business.**

Our business requires significant levels of capital to finance accounts receivable and product inventory that is not financed by trade creditors. If cash from available sources is insufficient, proceeds from our accounts receivable securitization and revolving credit programs are limited or cash is used for unanticipated needs, we may require additional capital sooner than anticipated.

In the event we are required, or elect, to raise additional funds, we may be unable to do so on favorable terms, or at all, and may incur expenses in raising the additional funds. Our current and future indebtedness could adversely affect our operating results and severely limit our ability to plan for, or react to, changes in our business or industry. We could also be limited by financial and other restrictive covenants in our securitization or credit arrangements, including limitations on our borrowing of additional funds and issuing dividends. Furthermore, the cost of securitization or debt financing could significantly increase in the future, making it cost prohibitive to securitize our accounts receivable or borrow, which could force us to issue new equity securities. If we issue new equity securities, existing stockholders may experience dilution, or the new equity securities may have rights, preferences or privileges senior to those of existing holders of common stock. If we cannot raise funds on acceptable terms, we may not be able to take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. Any inability to raise additional capital when required could have an adverse effect on our business and operating results.



Table of Contents

**We have significant credit exposure to our customers, and negative trends in their businesses could cause us significant credit loss and negatively impact our cash flow and liquidity position.**

We extend credit to our customers for a significant portion of our sales to them and they have a period of time, generally 30 days after the date of invoice, to make payment. However, in certain cases, for some of our larger customers, we offer longer terms of payment. As a result, we are subject to the risk that our customers will not pay on time or at all. Our credit exposure risk may increase due to financial difficulties or liquidity or solvency issues experienced by our customers, resulting in their inability to repay us. The liquidity or solvency issues may increase as a result of an economic downturn or a decrease in IT spending by end-users. If we are unable to collect payments in a timely manner from our customers due to changes in financial or economic conditions, or for other reasons, and we are unable to collect under our credit insurance policies, we may write-off the amount due from the customers. These write-offs may result in credit insurance being more expensive and on terms that are less favorable to us and may negatively impact our ability to utilize accounts receivable-based financing. In addition, the failure of customers to pay within a specified time period after the date of an invoice could result in defaults under our accounts receivable securitization program. These circumstances could negatively impact our cash flow and liquidity position, or result in the cross-default to our other indebtedness and acceleration of the repayment of our indebtedness. Further, we are exposed to higher collection risk as we continue to expand internationally, where the payment cycles are generally longer and the credit rating process may not be as robust as in the United States, and where our access to accounts receivable financing is more limited.

**We are dependent on a variety of IT and telecommunications systems and the Internet, and any failure of these systems could adversely impact our business and operating results.**

We depend on IT and telecommunications systems and the Internet for our operations. These systems support a variety of functions including inventory management, order processing, shipping, shipment tracking, and billing.

Failures or significant downtime of our IT or telecommunications systems has, in the past, and could, in the future, prevent us from taking customer orders, printing product pick-lists, shipping products, billing customers and handling call volume. Sales also may be affected if our reseller and retail customers are unable to access our pricing and product availability information. We also rely on the Internet, and in particular EDI and XML, for a large portion of our orders and information exchanges with our OEM suppliers and reseller and retail customers. The

Internet and individual websites have experienced a number of disruptions, slowdowns and security breakdowns, some of which were caused by organized attacks. If we were to experience a future security breakdown, disruption or breach that compromised sensitive information, it could harm our relationship with our OEM suppliers and reseller and retail customers. Disruption of our website or the Internet in general could impair our order processing or more generally prevent our OEM suppliers and reseller and retail customers from accessing information. A significant increase in our IT costs or a temporary or permanent loss of our IT systems could harm our relationships with our customers. The occurrence of any of these events could have an adverse effect on our operations and financial results.

**Because of the experience of our key personnel in the IT industry and their technological and industry expertise, if we were to lose any of our key personnel, it could inhibit our ability to operate and grow our business successfully.**

We are dependent in large part on our ability to retain the services of our key senior executives and other technological and industry experts and personnel. Except for certain of our key executives, we generally do not have employment agreements with our employees. We also do not carry "key person" insurance coverage for any of our key executives. We compete for qualified senior management and technical personnel. The loss of, or inability to hire, key executives or qualified employees could inhibit our ability to operate and grow our business successfully.

**We may experience theft of product from our warehouses, water damage to our properties and other casualty events which could harm our operating results.**

From time to time, we have experienced incidents of theft at various facilities, water damages to our properties and other casualty events. These types of incidents may make it more difficult or expensive for us to obtain insurance coverage in the future. Also, the same or similar incidents may occur in the future for which we may not have sufficient insurance coverage or policy limits to be fully compensated for the loss, which may have an adverse effect on our business and financial results.

**We may become involved in intellectual property or other disputes that could cause us to incur substantial costs, divert the efforts of our management, and require us to pay substantial damages or require us to obtain a license, which may not be available on commercially reasonable terms, if at all.**

From time to time, we receive notifications alleging infringements of intellectual property rights allegedly held by others relating to our business or the products we sell or integrate for our OEM suppliers and others. Litigation with respect to patents or other intellectual property matters could result in substantial costs and diversion of management and other resources and could have an adverse effect on our business. Although we generally have various levels of indemnification protection from our OEM suppliers and design and integration solutions customers, in many cases any indemnification to which we may be entitled is subject to maximum limits or other restrictions.



Table of Contents

In addition, we have developed proprietary IT systems, mobile applications, and cloud-based technology and acquired technologies that play an important role in our business. If any infringement claim is successful against us and if indemnification is not available or sufficient, we may be required to pay substantial damages or we may need to seek and obtain a license of the other party's intellectual property rights. We may be unable to obtain such a license on commercially reasonable terms, if at all.

We are from time to time involved in other litigation in the ordinary course of business which have and may include claims with respect to antitrust, mergers and acquisitions and other matters. For example, four lawsuits were brought against the Company and its Board in connection with the Merger, each of which was later voluntarily dismissed. In the ordinary course of business, we also receive inquiries from and have discussions with government entities regarding the compliance of our contracting and sales practices with laws and regulations. We may not be successful in defending these or other claims. Regardless of the outcome, litigation could result in substantial expense and could divert the efforts of our management. Allegations made in the course of regulatory or legal proceedings may also harm our reputation, regardless of whether there is merit to such claims. Furthermore, because litigation and the

outcome of regulatory proceedings are inherently unpredictable, our business, financial condition or operating results could be materially affected by an unfavorable resolution of one or more of these proceedings, claims, demands or investigations. We do not expect that the ultimate resolution of these matters will have a material adverse effect on our consolidated financial position. However, the resolution of certain of these matters could be material to our operating results for any particular period. For further information regarding our current litigation matters, refer to Note 18 - Commitments and Contingencies, to the Consolidated Financial Statements in Item 8.

**We have significant operations globally and any disruption in the operations of our facilities could harm our business and operating results.**

Our worldwide operations could be subject to natural disasters, adverse weather conditions, global pandemics and other business disruptions, which could seriously harm our revenue and financial condition and increase our costs and expenses. We have significant operations in our facilities located in the Americas, Europe and APJ. Certain of our facilities, including one of our corporate headquarters locations in Clearwater, Florida, are located in geographic areas that heighten our exposure to hurricanes, tropical storms and other severe weather events. Any prolonged disruption in the operations of our facilities, whether due to technical difficulties, power failures, break-ins, destruction, damage to, or prolonged closure of, the facilities as a result of a natural disaster, fire, pandemic or any other reason, could harm our operating results. If there are related disruptions in local or international supply chains, we may experience supply shortages or delays in receiving products from our OEM suppliers or experience other delays in shipping to our customers. If we are unable to fulfill customer requirements in a timely manner, this could harm our operating results. We currently have a disaster recovery plan and carry property damage and business interruption insurance; however, they may not be sufficient to compensate for losses that may occur.

**A portion of our revenue is financed by floor plan financing companies and any termination or reduction in these financing arrangements could increase our financing costs and harm our business and operating results.**

A portion of our product distribution revenue is financed by floor plan financing companies. Floor plan financing companies are engaged by our customers to finance, or floor, the purchase of products from us. In exchange for a fee, we transfer the risk of loss on the sale of our products to the floor plan companies. We currently receive payment from these financing companies within approximately 15 to 30 days from the date of the sale, which allows our business to operate at much lower relative working capital levels than if such programs were not available. If these floor plan arrangements are terminated or substantially reduced, the need for more working capital and the increased financing cost could harm our business and operating results.

## Risks Related to our Indebtedness

**The terms of our debt arrangements impose restrictions on our ability to operate which in turn could negatively affect our ability to respond to business and market conditions and therefore could have an adverse effect on our business and operating results.**

As of November 30, 2021, we had $4.1 billion in outstanding short and long-term borrowings under term loans, our Senior Notes (as defined below), lines of credit, accounts receivable securitization programs and capital leases, excluding trade payables. The terms of one or more of the agreements under which this indebtedness was incurred may limit or restrict, among other things, our ability to:

- incur additional indebtedness;
- enter into certain transactions with affiliates; and
- merge, consolidate or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets.

We are also required to maintain specified financial ratios and satisfy certain financial condition tests under certain of our debt facilities. Our inability to meet these ratios and tests could result in the acceleration of the repayment of the related debt, termination of the applicable facility, an increase in our effective cost of funds or the cross-default of other debt facilities and securitization

arrangements. As a result, our ability to operate may be restricted and our ability to respond to business and market conditions may be limited, which could have an adverse effect on our business and operating results.

**We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations, which could adversely affect our business.**

Our ability to make scheduled debt payments or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot be certain that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We cannot be certain that we would be able to take any of these actions, that these actions would be successful and permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Some of our indebtedness restricts our ability to dispose of certain assets. As such, we may not be able to consummate those dispositions or use any resulting proceeds and, in addition, such proceeds may not be adequate to meet any debt service obligations then due.

If we cannot make scheduled payments on our debt, we will be in default and, as a result:

- our lenders could declare all outstanding principal and interest to be due and payable;
- the lenders under our credit agreements could terminate their commitments to loan us money and, in the case of any secured credit arrangements, foreclose against the assets securing their borrowings;
- we could be forced to raise additional capital through the issuance of additional, potentially dilutive securities; and
- we could be forced into bankruptcy or liquidation, which is likely to result in delays in the payment of our indebtedness and in the exercise of enforcement remedies related to our indebtedness.

**Despite our current level of indebtedness, we and our subsidiaries may still be able to incur substantially more debt. This could further exacerbate the risks to our financial condition.**

We and our subsidiaries may be able to incur significant additional indebtedness in the future. For example, as of November 30, 2021, we had access to $3.5 billion in unused commitments under the TD SYNNEX revolving credit facility (as defined below). If new debt is added to our current debt levels, the related risks that we now face could intensify. Although the TD SYNNEX credit facilities (as defined below) contain restrictions on the incurrence of additional indebtedness by our subsidiaries, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial.

**Changes in our credit rating may increase our interest expense or other costs of capital.**

Certain of our financing instruments involve variable rate debt, thus exposing us to the risk of fluctuations in interest rates. In addition, the interest rate payable on our Senior Notes (as defined below), our revolving and term loan credit agreement and certain other debt instruments is subject to adjustment from time to time if our credit rating is downgraded.

**The expected replacement of the LIBOR benchmark interest rate and other interbank offered rates with new benchmark rate indices may have an impact on our financing costs.**

As of November 30, 2021, we had approximately $1.5 billion of debt outstanding under facilities with interest rates based on LIBOR. Some of our credit facilities include fallback language that seeks to facilitate an agreement with our lenders on a replacement rate for LIBOR in the event of its discontinuance or that automatically replaces LIBOR with benchmark rates based on the Secured Overnight Financing Rate or other benchmark replacement rates upon

certain triggering events. We cannot predict what the impact of any such replacement rate would be to our interest expense, however, the discontinuation, reform, or replacement of LIBOR or any other benchmark rates may result in fluctuating interest rates that may have a negative impact on our interest expense and our profitability. Potential changes to the underlying floating-rate indices and reference rates may have an adverse impact on our liabilities indexed to LIBOR and could have a negative impact on our profitability and cash flows. Furthermore, we cannot predict or quantify the time, effort and cost required to transition to the use of new benchmark rates, including with respect to negotiating and implementing any necessary changes to existing contractual agreements, and implementing changes to our systems and processes. We continue to evaluate the operational and other effects of such changes, including possible impacts on our accounting for interest rate hedging agreements.



Table of Contents

**Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.**

Interest rates may increase in the future. As a result, interest rates on the obligations under certain of our credit facilities, our and our subsidiaries' respective accounts receivable securitization programs and debt facilities, or other variable rate debt incurrences or offerings could be higher or lower than current levels. As of November 30, 2021, we had approximately $1.5 billion of outstanding term loan debt subject to variable interest rates and our subsidiaries had approximately $178.5 million in the aggregate outstanding under debt facilities subject to variable interest rates. If interest rates increase, debt service obligations and our interest expense will increase even though the amount borrowed remains the same. Our net income and cash flows, including cash available for servicing indebtedness, will correspondingly decrease.

Certain of our borrowings and securitization arrangements are variable-rate obligations and expose us to interest rate risks. If interest rates increase, debt service obligations and our interest expense will increase even though the amount borrowed remains the same. Our net income and cash flows, including cash available for servicing indebtedness, will correspondingly decrease.

An increase in interest rates may increase our future borrowing costs and restrict our access to capital. Additionally, current market conditions, the recovering global economy, and overall credit conditions could limit our availability of capital, which could cause increases in interest margin spreads over underlying indices, effectively increasing the cost of our borrowing. While some of our debt arrangements have contractually negotiated spreads, any changes to these spreads in connection with renegotiations of our credit facilities could adversely affect our results of operations.

We have entered into interest rate swaps with financial institutions to effectively convert a portion of our floating rate debt to a fixed interest rate to manage our exposure to fluctuations in interest rates. While we have entered into interest rate hedging agreements with respect to our borrowings under certain of our credit facilities, such agreements are not expected to fully mitigate against interest rate risk. In the event of the nonperformance by the counterparties, we are exposed to credit losses.

**Risks Related to Our Relationships with Apollo Global Management, Inc. and MiTAC Holdings Corporation**

**The concentration of ownership of our common stock among our executive officers, directors and principal stockholders could allow them to influence all matters requiring stockholder approval and could delay or prevent a change in control of TD SYNNEX.**

As of November 30, 2021, our executive officers, directors and principal stockholders owned approximately 56% of our outstanding common stock. In particular, Apollo Global Management, Inc. ("Apollo") and its affiliates owned approximately 45.0% of our common stock.

Apollo is the private equity company that owned Tech Data prior to the Merger. As part of the Merger, 44 million shares of TD SYNNEX common stock were issued to Apollo. Additionally, the Company entered into an Investor Rights Agreement at the closing of the Merger, which provides that the board of directors be comprised of eleven directors, and that affiliates of Apollo have the right to nominate (i) up to four directors, if Apollo and its affiliates own 30% or more of the outstanding shares of TD SYNNEX common stock; (ii) up to three directors if Apollo and

its affiliates own between 20% and 30% of the outstanding shares of TD SYNNEX common stock; (iii) up to two directors, if Apollo and its affiliates own between 10% and 20% of the outstanding shares of TD SYNNEX common stock; or (iv) up to one director, if Apollo and its affiliates own between 5% and 10% of the outstanding shares of TD SYNNEX common stock. As a result, Apollo is in a position to influence (subject to organizational documents and Delaware law) the composition of the Company's board of directors and the outcome of corporate actions requiring stockholder approval, such as mergers, business combinations and dispositions of assets, among other corporate transactions. This concentration of investment and voting power could discourage others from initiating a potential merger, takeover or other change of control transaction that may otherwise be beneficial to TD SYNNEX and its stockholders, which could adversely affect the market price of TD SYNNEX common stock.

**There could be potential conflicts of interest between us and MiTAC Holdings Corporation and its affiliates, which could affect our business and operating results.**

As of November 30, 2021, MiTAC Holdings Corporation ("MiTAC Holdings") and its affiliates owned approximately 9.5% of our common stock. MiTAC Holdings' and its affiliates' continuing beneficial ownership of our common stock could create conflicts of interest with respect to a variety of business matters. For example, we currently purchase inventories from MiTAC Holdings. Similar risks could exist as a result of Matthew Miau's positions as our Chairman Emeritus, a member of our Board of Directors, the Chairman of MiTAC Holdings and as a director or officer of MiTAC Holdings' affiliates. For fiscal year 2021, Mr. Miau received the same compensation as our independent directors. Mr. Miau's compensation as one of our directors is based upon the approval of the Nominating and Corporate Governance Committee, which is solely composed of independent members of the Board of Directors. We



Table of Contents

also have adopted a policy requiring material transactions in which any of our directors has a potential conflict of interest to be approved by our Audit Committee, which is also composed of independent members of the Board of Directors.

Synnex Technology International Corp., or Synnex Technology International, a publicly-traded company based in Taiwan and affiliated with MiTAC Holdings, currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also a competitor of ours. As of November 30, 2021, MiTAC Incorporated, a privately-held company based in Taiwan and a separate entity from MiTAC Holdings, directly and indirectly owned approximately 15.7% of Synnex Technology International and approximately 9.0% of MiTAC Holdings. As of November 30, 2021, MiTAC Holdings directly and indirectly owned 1.0% of Synnex Technology International. In addition, MiTAC Holdings directly and indirectly owned approximately 14.1% of MiTAC Incorporated and Synnex Technology International directly and indirectly owned approximately 18.4% of MiTAC Incorporated as of November 30, 2021. Synnex Technology International indirectly through its ownership of Peer Developments Limited owned approximately 4.0% of our outstanding common stock as of November 30, 2021. Neither MiTAC Holdings, nor Synnex Technology International is restricted from competing with us. In the future, we may increasingly compete with Synnex Technology International, particularly if our business in Asia expands or Synnex Technology International expands its business into geographies or customers we serve.

**The future sale of a large number of shares by Apollo or MiTAC Holdings, including as the result of the exercise of registration rights, may adversely affect the market price of the Company's common stock.**
We have granted registration rights to Apollo pursuant to an Investors Rights Agreement dated September 1, 2021, and to MiTAC Holdings pursuant to a Letter Agreement dated September 3, 2021, that require us to register their shares for resale in certain circumstances. Sales of a substantial number of shares of the Company's common stock in the public market, or the perception that these sales may occur, could cause the market price of our commonstock to decline. These sales, or the possibility of these sales, also may make it more difficult for us to sell equity securities in the future.

## Risks Related to Our Industry

**Volatility in the IT industry could have a material adverse effect on our business and operating results.**

We have, in the past, experienced decreases in demand and we anticipate that the industries we operate in will be subject to a high degree of cyclicality in the future. Softening demand for our products and services caused by an ongoing economic downturn and over-capacity may impact our revenue, as well the salability of inventory and collection of reseller and retail customer accounts receivable. In addition, if we are not able to adequately adapt to the emergence of new technology or customer demand, such as cloud-based IT infrastructure and software-as-a-service, our future operating results could be adversely affected.

**We are subject to intense competition, both in the United States and internationally, and if we fail to compete successfully, we will be unable to gain or retain market share.**

We operate in a highly competitive environment, both in the United States and internationally. This competition is based primarily on product and service availability, credit availability, price, effectiveness of information systems and e-commerce tools, speed of delivery, ability to tailor specific solutions to customer needs, quality and depth of product and service lines, pre-sales and post-sales technical support, flexibility and timely response to design changes, and technological capabilities, service and support. We compete with a variety of regional, national and international IT product and service providers and contract manufacturers and assemblers. In some instances, we also compete with our own customers, our own OEM suppliers and MiTAC Holdings and its affiliates.

Some of our competitors may have a broader range of services than us and may have more developed relationships with their existing customers. We may lose market share in the United States or in international markets, or may be forced in the future to reduce our prices in response to the actions of our competitors and thereby experience a reduction in our gross margins.

We may initiate other business activities, including the broadening of our supply chain capabilities, and may face competition from companies with more experience in those new areas. In addition, as we enter new areas of business, we may also encounter increased competition from current competitors or from new competitors, including some that may once have been our OEM suppliers or reseller and retail customers. Increased competition and negative reaction from our OEM suppliers or reseller and retail customers resulting from our expansion into new business areas could harm our business and operating results.

**Our business may be adversely affected by some OEM suppliers' strategies to consolidate business or increase their direct sales, which in turn could cause our business and operating results to suffer.**

A determination by any of our primary OEMs to consolidate their business with other distributors or integration service providers could negatively affect our business and operating results. Consolidation of OEM suppliers has resulted in fewer sources for some of the products and services that we distribute. This consolidation has also resulted in larger OEM suppliers that have significant operating and financial resources. Other suppliers may reduce or eliminate promotional activities to reduce their expenses, which could, in turn, result in declined demand from our reseller or retailer customers and end-users.



Table of Contents

Some OEM suppliers, including some of the leading OEM suppliers that we service, have been selling products and services directly to reseller and retail customers and end-users, thereby limiting our business opportunities. If large OEM suppliers increasingly sell directly to end-users or our resellers and retailers, or select a competitor rather than use us as the distributor of their products and services, our business and operating results will suffer.

**The IT industry is subject to rapidly changing technologies and process developments, and we may not be able to adequately adjust our business to these changes, which in turn would harm our business and operating results.**

Dynamic changes in the IT industry, including the consolidation of OEM suppliers and reductions in the number of authorized distributors used by OEM suppliers, have resulted in new and increased responsibilities for management personnel and have placed, and continue to place, a significant strain upon our management, operating and financial systems and other resources. We may be unable to successfully respond to and manage our business in light of industry developments and trends. As end-users migrate to cloud-based IT infrastructure and software-as-a-service,

sales of hardware products may be reduced, thereby negatively impacting our operating results. Also crucial to our success in managing our operations is our ability to achieve additional economies of scale. Our failure to achieve these additional economies of scale or to respond to changes in the IT industry could adversely affect our business and operating results.

## Risks Related to the Acquisition of Tech Data

**We may fail to realize the anticipated benefits of the Merger, which could adversely affect the value of our common stock.**

SYNNEX and Tech Data operated independently prior to the Merger, and there can be no assurances that the businesses will be integrated successfully. It is possible that the integration process could result in the loss of key employees, the disruption of ongoing business, higher than expected integration costs and an overall post-completion integration process that takes longer than originally anticipated. Specifically, issues that must be addressed to realize the anticipated benefits of the Merger so the combined business performs as expected include, among other things:

- integrating the companies' IT systems and other technologies, products and services;
- identifying and eliminating redundant and underperforming operations and assets;
- harmonizing the companies' operating practices, employee development and compensation programs, internal controls and other policies, procedures and processes;
- attracting, motivating and retaining executives and other key personnel;
- addressing possible differences in business backgrounds, corporate cultures and management philosophies;
- consolidating the companies' corporate, administrative and information technology infrastructure;
- managing the movement of certain businesses and positions to different locations;
- maintaining existing agreements with customers and vendors and avoiding delays in entering into new agreements with prospective customers and vendors; and
- consolidating offices that are currently in or near the same location.

In addition, at times, the attention of certain members of management and resources may be focused on the integration of the business and diverted from day-to-day business operations, which may disrupt the business of the combined company.

If we fail to properly mitigate these risks or address the issues set forth above, the anticipated cost savings and other benefits of the Merger may not be realized fully or at all, or may take longer to realize than expected, which in turn could adversely affect our business operations and value of our common stock.

**We have incurred and will continue to incur significant transaction and integration-related costs in connection with the Merger.**

We have incurred a number of non-recurring costs associated with the Merger and combining the operations of Tech Data and SYNNEX and we expect to continue to incur significant transaction costs related to the Merger. We also will incur significant integration-related fees and costs related to formulating and implementing integration plans, including facilities and systems consolidation costs and employment-related costs. We continue to assess the magnitude of these costs, and additional unanticipated costs may be incurred related to the Merger and the integration of Tech Data and SYNNEX. Although we expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow us to offset integration-related costs over time, this net benefit may not be achieved in the near term, or at all.

## Risks Related to the Macro-Economic and Regulatory Environment

**The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, could adversely affect our business, results of operations and financial condition.**

We could be negatively impacted by the widespread outbreak of an illness or any other communicable disease, or any other public health crisis that results in economic and trade disruptions, including the disruption of global supply chains. In December 2019, there was an outbreak of a new strain of coronavirus, COVID-19. On March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and workforce participation due to "shelter-in-place" restrictions by various governments worldwide and created significant volatility and disruption of financial markets. More recently, the Delta and Omicron variants of the virus have contributed to a surge in COVID-19 cases globally and the full impact of the newly emerged Omicron variant has yet to be determined. The extent of the impact of the COVID-19 pandemic on our future operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, including the duration and spread of the pandemic and related restrictions on travel and transportation, the effect on our customers and demand for our products and services; our ability to sell and provide our products and services, including as a result of travel restrictions and people working remotely; the ability of our customers to pay for our solutions; any closures of our or our customers' or partners' offices and facilities; and the impact of governmental actions or mandates imposed in response to COVID-19, all of which are uncertain and cannot be predicted. An extended period of global supply chain and economic disruption could materially affect our business, our results of operations, our access to sources of liquidity, the carrying value of our goodwill and intangible assets, our financial condition and our stock price.

**Changes in foreign currency exchange rates and limitations on the convertibility of foreign currencies could adversely affect our business and operating results.**

Approximately 37%, 24% and 23% of our revenues in fiscal years 2021, 2020 and 2019, respectively, were generated outside the United States. Most of our international revenue, cost of revenue and operating expenses are denominated in foreign currencies. We presently have currency exposure arising from both sales and purchases denominated in foreign currencies. Changes in exchange rates between foreign currencies and the U.S. dollar may adversely affect our operating margins. For example, if these foreign currencies appreciate against the U.S. dollar, it will be more expensive in terms of U.S. dollars to purchase inventory or pay expenses with foreign currencies. This could have a negative impact on us if revenue related to these purchases is transacted in U.S. dollars. In addition, currency devaluation can result in products that we purchase in U.S. dollars being relatively more expensive to procure than products manufactured locally. Furthermore, our local competitors in certain markets may have different purchasing models that provide them reduced foreign currency exposure compared to us. This may result in market pricing that we cannot meet without significantly lower profit on sales.

We conduct hedging activities, which involve the use of currency forward or option contracts. Hedging foreign currencies can be risky. Certain of these hedge positions are undesignated hedges of balance sheet exposures, such as intercompany loans, and typically have maturities of less than one year. While we maintain policies to protect against fluctuations in currency exchange rates, extreme fluctuations may result in our incurring losses in some countries.

There is also additional risk if the currency is not freely or actively traded. Some currencies, such as the Chinese Renminbi are subject to limitations on conversion into other currencies, which can limit our ability to hedge or to otherwise react to rapid foreign currency devaluations. We cannot predict the impact of future exchange rate fluctuations on our business and operating results.

We do not use derivative financial instruments for speculative trading purposes, nor do we hedge our foreign currency exposure in a manner that entirely offsets the effects of changes in foreign exchange rates.

As a general rule, we do not use financial instruments to hedge local currency denominated operating expenses in countries where a natural hedge exists. For example, in many countries, revenue from the local currency services substantially offsets the local currency denominated operating expenses.

The translation of the financial statements of foreign operations into U.S. dollars is also impacted by fluctuations in foreign currency exchange rates, which may positively or negatively impact our results of operations. In addition, the value of our equity investment in foreign countries may fluctuate based upon changes in foreign currency exchange rates. These fluctuations, which are recorded in a cumulative translation adjustment account, may result in losses in the event a foreign subsidiary is sold or closed at a time when the foreign currency is weaker than when we made investments in the country. The realization of any or all of these risks could have a significant adverse effect on our financial results.

**We rely on independent shipping companies for delivery of products, and price increases or service interruptions from these carriers could adversely affect our business and operating results.**

We rely almost entirely on arrangements with independent shipping companies, such as FedEx and UPS, for the delivery of our products from OEM suppliers and delivery of products to reseller and retail customers. Freight and shipping charges can have a significant impact on our gross margin. As a result, an increase in freight surcharges due to rising fuel cost or general price increases



Table of Contents

will have an immediate adverse effect on our margins, unless we are able to pass the increased charges to our reseller and retail customers or renegotiate terms with our OEM suppliers. In addition, in the past, carriers have experienced work stoppages due to labor negotiations with management. An increase in freight or shipping charges, the termination of our arrangements with one or more of these independent shipping companies, the failure or inability of one or more of these independent shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have an adverse effect on our business and operating results.

**Because we conduct substantial operations in China, risks associated with economic, political and social events in China could negatively affect our business and operating results.**

A substantial portion of our IT systems operations, including a substantial portion of our IT systems support and software development operations, are located in China. In addition, we also conduct general and administrative activities from our facilities in China. Our operations in China are subject to a number of risks relating to China's economic and political systems, including:

- a government controlled foreign exchange rate and limitations on the convertibility of the Chinese Renminbi;
- extensive government regulation;
- changing governmental policies relating to tax benefits available to foreign-owned businesses;
- the telecommunications infrastructure;
- a relatively uncertain legal system; and
- uncertainties related to continued economic and social reform.

Our IT systems are an important part of our global operations. Any significant interruption in service, whether resulting from any of the above uncertainties, natural disasters or otherwise, could result in delays in our inventory purchasing, errors in order fulfillment, reduced levels of customer service and other disruptions in operations, any of which could cause our business and operating results to suffer.

**We may have higher than anticipated tax liabilities.**

We conduct business globally and file income tax returns in various tax jurisdictions. Our effective tax rate could be adversely affected by several factors, many of which are outside of our control, including:

- changes in income before taxes in various jurisdictions in which we operate that have differing statutory tax rates;
- changing tax laws, regulations, and/or interpretations of such tax laws in multiple jurisdictions;
- effect of tax rate on accounting for acquisitions and dispositions;
- issues arising from tax audit or examinations and any related interest or penalties; and
- uncertainty in obtaining tax holiday extensions or expiration or loss of tax holidays in various jurisdictions.

The Organization for Economic Cooperation and Development has been working on the Base Erosion and Profit Sharing Project, and has issued and will continue to issue, guidelines and proposals that may change various aspects of the existing framework under which our tax obligations are determined in many of the countries in which we do business. Certain countries are evaluating their tax policies and regulations, which could affect international business and may have an adverse effect on our overall tax rate, along with increasing the complexity, burden and cost of tax compliance. For example, on December 22, 2017, the U.S. federal government enacted the U.S. Tax Cuts and Jobs Act ("U.S. Tax Reform") which significantly revised U.S. corporate income tax law by, among other things, reducing the U.S. federal corporate income tax rate from 35% to 21% and implementing a modified territorial tax system that included a one-time transition tax on deemed repatriated earnings of foreign subsidiaries. Additional changes in the U.S. tax regime or in how U.S. multinational corporations are taxed on foreign earnings, including changes in how existing tax laws are interpreted or enforced, could adversely affect our business, financial condition or results of operations.

We report our results of operations based on our determination of the amount of taxes owed in various tax jurisdictions in which we operate. The determination of our worldwide provision for income taxes and other tax liabilities requires estimation, judgment and calculations where the ultimate tax determination may not be certain. Our determination of tax liability is always subject to review or examination by tax authorities in various tax jurisdictions. Any adverse outcome of such review or examination could have a negative impact on our operating results and financial condition. The results from various tax examinations and audits may differ from the liabilities recorded in our financial statements and could adversely affect our financial results and cash flows.



Table of Contents

**Cyberattacks or the improper disclosure or control of personal information could result in liability and harm our reputation, which could adversely affect our business.**

Our business is heavily dependent upon information technology networks and systems. Internal or external attacks on those networks and systems could disrupt our normal operations centers and impede our ability to provide critical products and services to our customers, subjecting us to liability under our contracts and damaging our reputation. Additionally, such attacks could compromise our intellectual property or result in fraud if our business emails are improperly accessed. For example, in the third quarter of 2021, the Company became aware that certain outside actors gained access to a limited portion of the Company's networks and systems. After conducting a thorough review of the attack with a leading third-party cybersecurity firm, the Company determined that the attack did not access any material data.

Our business also involves the use, storage and transmission of information about our employees, and customers. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to such data or otherwise mismanages or misappropriates that data, we could be subject to monetary damages, fines or criminal prosecution.

We have security controls for our systems and other security practices in place to protect the security of, and prevent unauthorized access to, our systems and personal and proprietary information, such as firewalls and anti-virus software, and we also provide information to our employees about the need to deploy security measures and the impact of doing so; however there can be no assurance that such security measures, will prevent improper access to

our networks and systems, such as that which occurred earlier in 2021, or access to or disclosure of, personally identifiable or proprietary information.

We could also face legal, reputational and financial risks if we fail to protect customer and internal data from security breaches or cyberattacks.

Furthermore, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions and countries in which we provide services. The General Data Protection Regulation ("GDPR") in Europe, the California Consumer Privacy Act and other similar laws have resulted, and will continue to result, in increased compliance costs. Our failure to adhere to or successfully implement processes in response to these and other changing regulatory requirements in this area could result in legal liability or impairment to our reputation in the marketplace, which could have a material adverse effect on our business, financial condition and results of operations.

**Global health and economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.**

Worldwide economic conditions remain uncertain due to adverse consequences concerning the United States and China trade negotiations, market volatility as a result of political leadership in certain countries and other disruptions to global and regional economies and markets, including increases in inflation. External factors, such as potential terrorist attacks, acts of war, geopolitical and social turmoil or epidemics and other similar outbreaks in many parts of the world, could prevent or hinder our ability to do business, increase our costs and negatively affect our stock price. More generally, these geopolitical, social and economic conditions could result in increased volatility in the United States and worldwide financial markets and economy. For example, increased instability may enhance volatility in currency exchange rates, cause our customers or potential customers to delay or reduce spending on our products or services, and limit our suppliers' access to credit. It could also adversely impact our ability to obtain adequate insurance at reasonable rates and may require us to incur increased costs for security measures for our domestic and international operations. We are predominantly uninsured for losses and interruptions caused by terrorism, acts of war and similar events. These uncertainties make it difficult for us and our suppliers and customers to accurately plan future business activities.

**Part of our business is conducted outside of the United States, exposing us to additional risks that may not exist in the United States, which in turn could cause our business and operating results to suffer.**

We have significant international operations and presence which subjects us to risks, including:

- political or economic instability;
- extensive governmental regulation;
- changes in import/export duties;
- fluctuation in foreign currency exchange rates;
- trade restrictions;
- compliance with the Foreign Corrupt Practices Act, U.K. bribery laws and similar laws;
- difficulties and costs of staffing and managing operations in certain foreign countries;



Table of Contents

- work stoppages or other changes in labor conditions;
- minimum wage increases;
- difficulties in collecting accounts receivable on a timely basis or at all;

- taxes; and
- seasonal reductions in business activity in some parts of the world.

We may continue to expand internationally to respond to competitive pressure and customer and market requirements. Establishing operations in any foreign country or region presents risks such as those described above as well as risks specific to the particular country or region. In addition, until a payment history is established over time with customers in a new geography or region, the likelihood of collecting accounts receivable generated by such operations could be less than our expectations. As a result, there is a greater risk that reserves set with respect to the collection of such accounts receivable may be inadequate. Furthermore, if our international expansion efforts in any foreign country are unsuccessful, we may decide to cease operations, which would likely cause us to incur additional expense and loss.

In addition, changes in policies or laws of the United States or foreign governments resulting in, among other things, higher taxation, currency conversion limitations, restrictions on fund transfers or the expropriation of private enterprises, could reduce the anticipated benefits of our international expansion. Any actions by countries in which we conduct business to reverse policies that encourage foreign trade or investment could adversely affect our business. If we fail to realize the anticipated growth of our future international operations, our business and operating results could suffer.

**Increasing attention on environmental, social and governance (ESG) matters may have a negative impact on our business, impose additional costs on us, and expose us to additional risks.**

Companies are facing increasing attention from investors, customers, partners, consumers and other stakeholders relating to ESG matters, including environmental stewardship, social responsibility, diversity and inclusion, racial justice and workplace conduct. In addition, organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings may lead to negative investor sentiment toward the Company, which could have a negative impact on our stock price and our access to and costs of capital.

We have established corporate social responsibility programs aligned with sound environmental, social and governance principles. These programs reflect our current initiatives and are not guarantees that we will be able to achieve them. Our ability to successfully execute these initiatives and accurately report our progress presents numerous operational, financial, legal, reputational and other risks, many of which are outside our control, and all of which could have a material negative impact on our business. Additionally, the implementation of these initiatives imposes additional costs on us. If our ESG initiatives fail to satisfy investors, customers, partners and our other stakeholders, our reputation, our ability to sell products and services to customers, our ability to attract or retain employees, and our attractiveness as an investment, business partner or acquirer could be negatively impacted. Similarly, our failure or perceived failure to pursue or fulfill our goals, targets and objectives or to satisfy various reporting standards within the timelines we announce, or at all, could also have similar negative impacts and expose us to government enforcement actions and private litigation.

**If we are unable to maintain effective internal control over financial reporting, our ability to report our financial results on a timely and accurate basis may be adversely affected, which in turn could cause the market price of our common stock to decline.**

Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to report on, and our independent registered public accounting firm to attest to, the effectiveness of our internal control structure and procedures for financial reporting. We completed an evaluation of the effectiveness of our internal control over financial reporting for fiscal year 2021, and we have an ongoing program to perform the system and process evaluation and testing necessary to continue to comply with these requirements. However, internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of the inherent limitations, misstatements due to error or fraud may occur and may not always be prevented or timely detected. We expect to continue to incur significant expenses and to devote management resources to Section 404 compliance, including impacts resulting from the Merger. In the event that our management or independent registered public accounting firm determines that there is

a material weakness in our internal control over financial reporting, investor perceptions and our reputation may be adversely affected, and the market price of our stock could decline.

**Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.**

We prepare our financial statements to conform to generally accepted accounting principles in the United States ("GAAP"). These accounting principles are subject to interpretation by the Financial Accounting Standards Board, American Institute of Certified



Table of Contents

Public Accountants, the SEC and various bodies formed to interpret and create appropriate accounting policies. A change in those policies can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced. Changes to those rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.

**Item 1B.** ***Unresolved Staff Comments***

None.

**Item 2.** ***Properties***

Our principal executive offices are located in Fremont, California and Clearwater, Florida. Our Fremont property is owned by us, while the Clearwater location is currently leased. We operate distribution, integration, contact center and administrative facilities in different countries.

We occupy 181 facilities covering approximately 14.7 million square feet, including warehouse, logistics and administrative facilities. We own approximately 2.7 million square feet of property and lease the remainder. Our facilities are located in the following principal markets: the Americas - 80, Europe - 68 and APJ - 33.

We have sublet unused portions of some of our facilities. We believe our facilities are well maintained and adequate for current and near future operating needs. Upon the expiration or termination of any of our leased facilities, we believe we could obtain comparable office space.

**Item 3.** ***Legal Proceedings***

We are from time to time involved in legal proceedings in the ordinary course of business. We do not believe that these proceedings will have a material adverse effect on the results of our operations, our financial position or the cash flows of our business.

In addition, we have been involved in various bankruptcy preference actions where we were a supplier to the companies now in bankruptcy. These preference actions are filed by the bankruptcy trustee on behalf of the bankrupt estate and generally seek to have payments made by the debtor within 90 days prior to the bankruptcy returned to the bankruptcy estate for allocation among all of the bankruptcy estate's creditors. We are not currently involved in any material preference proceedings.

The French Autorité de la Concurrence ("Competition Authority") began in 2013 an investigation into the French market for certain products of Apple, Inc., ("Apple") for which we are a distributor. In March 2020, the Competition Authority imposed fines on Tech Data, on another distributor, and on Apple, finding that Tech Data entered into an anticompetitive agreement with Apple regarding volume allocations of Apple products. The fine imposed on Tech Data was €76 million (approximately $86 million as of November 30, 2021). We have vigorously contested the arguments of the Competition Authority, and we have appealed its determination to the French courts, seeking to set aside or reduce the fine. Although we believe we have strong arguments on appeal, we have determined that the best estimate of probable loss related to this matter as of November 30, 2021 is €36 million (approximately $41 million as of November 30, 2021). Under French law, the pendency of our appeal does not suspend the obligation to pay the fine. Tech Data has agreed with French authorities to make eight equal installment payments in relation to the fine

assessed for a total amount of €22.8 million on a quarterly basis from January 2021 through October 2022. As of November 30, 2021, we have an accrual established for this matter of €24.6 million ($27.7 million as of November 30, 2021) that represents the total estimate of probable loss less installment payments made to date. If the appeal process is not completed prior to the end of December 2022, we may be required to pay further amounts towards the full fine assessed by the Competition Authority before our appeal is finally determined. However, any additional amounts that may need to be paid have not yet been determined. Additionally, we have provided a third-party surety bond to the Competition Authority to guarantee the payment of the amount of the fine and interest, if applicable. A civil lawsuit related to this matter, alleging anticompetitive actions in association with the established distribution networks for Apple, Tech Data and another distributor was filed by eBizcuss. We are currently evaluating this matter and cannot currently estimate the probability or amount of any potential loss.



Table of Contents

**Item 4.** ***Mine Safety Disclosures***

Not applicable.

**Information About our Executive Officers**

The following table sets forth information regarding our executive officers as of November 30, 2021:

| Name | Age | Position |
|---|---|---|
| Richard Hume | 62 | Chief Executive Officer |
| Dennis Polk | 55 | Head of Global Businesses & Integration Lead |
| Michael Urban | 57 | President, Americas |
| Marshall Witt | 56 | Chief Financial Officer |
| Patrick Zammit | 55 | President, Europe & APJ |
| David Vetter | 62 | Chief Legal Officer |
| Simon Leung | 56 | Chief Business Officer |

*Richard Hume* is our Chief Executive Officer. Mr. Hume joined Tech Data in March 2016 as Executive Vice President, Chief Operating Officer. In June 2018, Mr. Hume was appointed as Chief Executive Officer of Tech Data and in September 2021 in conjunction with the Merger he was appointed as Chief Executive Officer of TD SYNNEX. Prior to joining Tech Data, Mr. Hume was employed for more than thirty years at IBM. Most recently, from January 2015 to February 2016, Mr. Hume served as General Manager and Chief Operating Officer of Infrastructure and Outsourcing. Prior to that position, from January 2012 to January 2015, Mr. Hume served as General Manager, Europe where he led IBM's multi-brand European organization. From 2008 to 2011, Mr. Hume served as General Manager, Global Business Partners, directing the growth and channel development initiatives for IBM's Business Partner Channel. Mr. Hume holds a Bachelor of Science degree in Accounting from Pennsylvania State University.

*Dennis Polk* is our Executive Chair of the Board of Directors, Integration Lead, and Head of Global Businesses. Mr. Polk joined TD SYNNEX in 2002 and served as President and Chief Executive Officer of TD SYNNEX from March 2018 to August 2021. Prior to that position, he served as Chief Operating Officer, Chief Financial Officer and Senior Vice President of Corporate Finance of TD SYNNEX. In conjunction with the Merger in September 2021, Mr. Polk was appointed as Executive Chair of the Board of Directors.

*Michael Urban* is our President of the Americas. Mr. Urban joined TD SYNNEX in February 2019 and served as President, Worldwide Technology Solutions Distribution until the Merger. Prior to joining TD SYNNEX, Mr. Urban was Corporate Vice President of Strategy, Transformation, and Global Vendor Management of Tech Data from September 2012 until January 2019. Prior to Tech Data, Mr. Urban served in progressive leadership roles including Chairman and Chief Executive Officer at Actebis. Mr. Urban received a Bachelor of Science degree in Engineering from Paderborn University in Germany.

*Marshall Witt* is our Chief Financial Officer and has served in this capacity since April 2013. Prior to joining TD SYNNEX, Mr. Witt was Senior Vice President of Finance and Controller with FedEx Freight. During his fifteen year tenure with FedEx Corporation, Mr. Witt held progressive financial and operational roles. Prior to FedEx Corporation, he held accounting and finance leadership positions including five years with KPMG LLP as an audit manager for banking and transportation clients. Mr. Witt holds a Bachelor of Business Administration in Finance from Pacific Lutheran University and a Masters in Accounting from Seattle University and is a Certified Public Accountant.

*Patrick Zammit* is our President, Europe and APJ. Mr. Zammit joined Tech Data in February 2017 as President, Europe through Tech Data's acquisition of Avnet's Technology Solutions business and served in this capacity until the Merger in September 2021 when he also assumed the role of President, APJ. Prior to this role, Mr. Zammit was employed for more than twenty years at Avnet, Inc. From January 2015 to January 2017, Mr. Zammit served as Global President of Avnet Technology Solutions. Prior to that position, from October 2006 until January 2015, Mr. Zammit served as President of Avnet Electronics Marketing EMEA. From 1993 to 2006, Mr. Zammit served in management positions of increasing responsibilities. Prior to joining Avnet, Mr. Zammit was employed by Arthur Andersen from 1989 to 1993. Mr. Zammit holds a Masters in Business Administration equivalent from Paris Business School ESLSCA.

*David Vetter* is our Chief Legal Officer. Mr. Vetter joined Tech Data in June 1993 as Vice President, General Counsel and was promoted to Corporate Vice President, General Counsel in April 2000. In March 2003, he was promoted to Senior Vice President, and effective July 2003, was appointed Secretary. In January 2017, Mr. Vetter was promoted to Executive Vice President, Chief Legal Officer and in conjunction with the Merger in September 2021 he assumed this role for TD SYNNEX. Prior to joining Tech Data, Mr. Vetter was employed by the law firm of Robbins, Gaynor & Bronstein, P.A. from 1984 to 1993, most recently as a partner. Mr. Vetter is a member of the Florida Bar Association and holds Bachelor of Arts degrees in English and Economics from Bucknell University and a Juris Doctorate Degree from the University of Florida.



Table of Contents

*Simon Leung* is our Chief Business Officer. Prior to this role, Mr. Leung serviced as Senior Vice President, General Counsel and Corporate Secretary for TD SYNNEX from May 2001 until the Merger in September 2021. Mr. Leung joined TD SYNNEX in November 2000 as Corporate Counsel. Prior to TD SYNNEX, Mr. Leung was an attorney at the law firm of Paul, Hastings, Janofsky & Walker LLP. Mr. Leung received a Bachelor of Arts degree from the University of California, Davis in International Relations and his Juris Doctor degree from the University of Minnesota Law School.



Table of Contents

## PART II

### Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

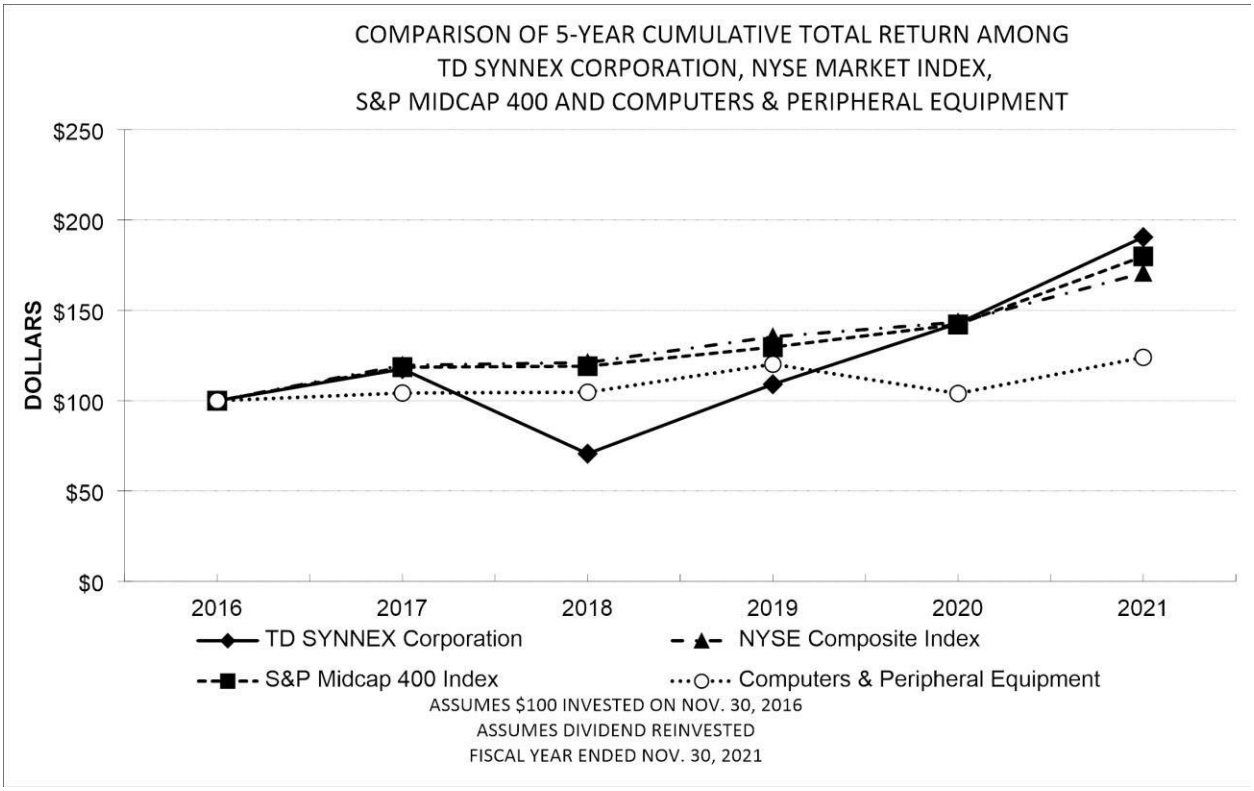
Our common stock, par value $0.001, is traded on the New York Stock Exchange, or NYSE, under the symbol "SNX."

As of January 21, 2022, our common stock was held by approximately 4,500 stockholders of record. Because many of the shares of our common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners represented by these stockholders of record.

**Stock Price Performance Graph**

The stock price performance graph below, which assumes a $100 investment on November 30, 2016, compares our cumulative total stockholder return, the NYSE Composite Index, S&P Midcap 400 Index and Computer and

Peripheral Equipment index for the period beginning November 30, 2016 through November 30, 2021. The Computer and Peripheral Equipment index is based on the Standard Industrial Classification Code 5045-Wholesale Computer and Computer Peripheral Equipment and Software. The closing price per share of our common stock was $103.46 on November 30, 2021. The comparisons in the table are required by the SEC and are not intended to forecast or be indicative of possible future performance of our common stock.




| | Fiscal Years Ended | | | | | |
|---|---|---|---|---|---|---|
| | 11/30/2016 | 11/30/2017 | 11/30/2018 | 11/30/2019 | 11/30/2020 | 11/30/2021 |
| TD SYNNEX Corporation | $ 100.00 | $ 117.52 | $ 70.65 | $ 109.08 | $ 142.79 | $ 190.54 |
| NYSE Composite Index | $ 100.00 | $ 119.59 | $ 121.11 | $ 135.38 | $ 143.45 | $ 170.70 |
| S&P Midcap 400 Index | $ 100.00 | $ 118.53 | $ 119.10 | $ 129.65 | $ 142.23 | $ 179.88 |
| Computers and Peripheral Equipment | $ 100.00 | $ 104.24 | $ 104.67 | $ 120.20 | $ 103.99 | $ 123.98 |

**Securities Authorized for Issuance under Equity Compensation Plans**

Information regarding the Securities Authorized for Issuance under Equity Compensation Plans can be found under Item 12 of this Report.



Table of Contents

**Dividends**

On September 29, 2014, we announced the initiation of a quarterly cash dividend. Since then, dividends have been declared in January, March, June and September and paid at the end of January, April, July and October. On March 24, 2020, as a result of the unpredictable economic environment due to the impact of the COVID-19 pandemic, we announced the suspension of our quarterly dividend; however, on January 11, 2021, we announced the reinstatement of a quarterly cash dividend of $0.20 per share to stockholders of record as of January 22, 2021. Dividends declared per share by fiscal quarter in 2021 and 2020 were as follows:

| | Fiscal Years Ended November 30, | |
|---|---|---|
| | 2021 | 2020 |

| | | | | |
|---|---|---|---|---|
| First Quarter | $ | 0.200 | $ | 0.400 |
| Second Quarter | $ | 0.200 | $ | - |
| Third Quarter | $ | 0.200 | $ | - |
| Fourth Quarter | $ | 0.200 | $ | - |

On January 11, 2022, the Company announced a cash dividend of $0.30 per share to stockholders of record as of January 21, 2022, payable on January 28, 2022. Dividends are subject to continued capital availability and the declaration by our Board of Directors in the best interest of our stockholders.

**Repurchases of Equity Securities**

In June 2020, our Board of Directors authorized a three-year $400 million share repurchase program, effective July 1, 2020, pursuant to which we may repurchase our outstanding common stock from time to time in the open market or through privately negotiated transactions. As of November 30, 2021, we had not repurchased any shares under this program.



Table of Contents

**Item 6. [Reserved]**



Table of Contents

**Item 7.** ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

For an understanding of TD SYNNEX and the significant factors that influenced our performance during the past three fiscal years, the following discussion and analysis of our financial condition and results of operations should be read in conjunction with the description of the business appearing in Item 1 of this Report and Item 8 Financial Statements and Supplementary Data included elsewhere in this Report. Amounts in certain tables appearing in this Report may not add or compute due to rounding.

*In addition to historical information, the MD&A contains forward-looking statements that involve risks and uncertainties. These forward-looking statements include, but are not limited to, those matters discussed under the heading "Note Regarding Forward-looking Statements." Our actual results could differ materially from those anticipated by these forward-looking statements due to various factors, including, but not limited to, those set forth under Item 1A. Risk Factors of this Form 10-K and elsewhere in this document.*

**Overview**

On December 1, 2020, we completed the previously announced separation of our customer experience services business (the "Separation"), which was accomplished by the distribution of one hundred percent of the outstanding common stock of Concentrix Corporation ("Concentrix"). Our stockholders received one share of Concentrix common stock for every share of our common stock held at the close of business on the record date. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, we do not beneficially own any shares of Concentrix' common stock and beginning December 1, 2020, we no longer consolidate Concentrix within our financial results or reflect the financial results of Concentrix within our continuing results of operations. We distributed a total of approximately 51.6 million shares of Concentrix common stock to our stockholders. In connection with the Separation, we entered into a separation and distribution agreement, as well as various other agreements with Concentrix that provide a framework for the relationships between the parties going forward, including among others an employee matters agreement, a tax matters agreement, and a commercial agreement, pursuant to which Concentrix has continued to provide services to us following the Separation.

The historical results of operations and financial position of Concentrix are reported as discontinued operations in our Consolidated Financial Statements. For further information on discontinued operations, see Note 5 - Discontinued Operations, to the Consolidated Financial Statements in Item 8.

On March 22, 2021, SYNNEX entered into an agreement and plan of merger (the “Merger Agreement”) which provided that legacy SYNNEX Corporation would acquire legacy Tech Data Corporation, a Florida corporation (“Tech Data”) through a series of mergers, which would result in Tech Data becoming an indirect subsidiary of TD SYNNEX Corporation. (collectively, the "Merger"). On September 1, 2021, pursuant to the terms of the Merger Agreement, we acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for consideration of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation’s sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX, valued at approximately $5.61 billion. See Note 3 - Acquisitions to the Consolidated Financial Statements for further information.

We previously had two reportable segments as of November 30, 2020: Technology Solutions and Concentrix. After giving effect to the Separation on December 1, 2020, we operated in a single reportable segment. After completion of the Merger, we reviewed our reportable segments as there was a change in our chief executive officer, who is also our chief operating decision maker. Our chief operating decision maker has a leadership structure aligned with the geographic locations of the Americas, Europe and Asia-Pacific and Japan (“APJ”) and reviews and allocates resources based on these geographic locations. As a result, as of September 1, 2021 we began operating in three reportable segments based on our geographic locations: the Americas, Europe and APJ. Our three reportable segments each generate revenues from products and services across our Endpoint Solutions and Advanced Solutions portfolios. Segment results for all prior periods have been restated for comparability to our current reportable segments. For financial information by segment, refer to Note 13 - Segment Information, to the Consolidated Financial Statements in Item 8. We have not presented information by reportable segment within the Management’s Discussion and Analysis of Financial Condition and Results of Operations due to the lack of comparability between periods resulting from the Merger on September 1, 2021.

**Revenue and Cost of Revenue**

We distribute peripherals, information technology (“IT”) systems including data center server and storage solutions, system components, software, networking, communications and security equipment, consumer electronics and complementary products. We also provide systems design and integration solutions.

In fiscal years 2021, 2020 and 2019 approximately 37%, 24% and 23% of our revenue, respectively, was generated from our international operations. As a result, our revenue growth has been impacted by fluctuations in foreign currency exchange rates.

The market for IT products is generally characterized by declining unit prices and short product life cycles. Our overall business is also highly competitive on the basis of price. We set our sales price based on the market supply and demand characteristics for each particular product or bundle of products we distribute and solutions we provide. We also participate in the incentive and rebate



Table of Contents

programs of our OEM suppliers. These programs are important determinants of the final sales price we charge to our reseller customers. To mitigate the risk of declining prices and obsolescence of our distribution inventory, our OEM suppliers generally offer us limited price protection and return rights for products that are marked down or discontinued by them. We carefully manage our inventory to maximize the benefit to us of these supplier-provided protections.

A significant portion of our cost of revenue is the purchase price we pay our OEM suppliers for the products we sell, net of any incentives, rebates, price protection and purchase discounts received from our OEM suppliers. Cost of revenue also consists of provisions for inventory losses and write-downs, freight expenses associated with the

receipt in and shipment out of our inventory, and royalties due to OEM vendors. In addition, cost of revenue includes the cost of material, labor and overhead for our systems design and integration solutions.

**Margins**

The IT distribution industry in which we operate is characterized by low gross profit as a percentage of revenue, or gross margin, and low income from operations as a percentage of revenue, or operating margin. Our gross margin has fluctuated annually due to changes in the mix of products we offer, customers we sell to, incentives and rebates received from our OEM suppliers, competition, seasonality, replacement of lower margin business, inventory obsolescence, and lower costs associated with increased efficiencies. Generally, when our revenue becomes more concentrated on limited products or customers, our gross margin tends to decrease due to increased pricing pressure from OEM suppliers or reseller customers. Our operating margin has also fluctuated in the past, based primarily on our ability to achieve economies of scale, the management of our operating expenses, changes in the relative mix of our revenue, and the timing of our acquisitions and investments.

**Economic and Industry Trends**

Our revenue is highly dependent on the end-market demand for IT products. This end-market demand is influenced by many factors including the introduction of new IT products and software by OEMs, replacement cycles for existing IT products, seasonality and overall economic growth and general business activity. A difficult and challenging economic environment may also lead to consolidation or decline in the IT distribution industry and increased price-based competition. Business in our system design and solutions is highly dependent on the demand for cloud infrastructure, and the number of key customers and suppliers in the market. Our business includes operations in the Americas, Europe and APJ, so we are affected by demand for our products in those regions and the strengthening or weakening of local currencies relative to the U.S. Dollar.

In December 2019, there was an outbreak of a new strain of coronavirus ("COVID-19"). In March 2020, the World Health Organization characterized COVID-19 as a pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and workforce participation, including our own, and created significant volatility and disruption of financial markets. The disruptions due to COVID-19 have impacted our business including logistics operations in our business particularly during the second quarter of fiscal year 2020. We have successfully transitioned a significant portion of our workforce to a remote working environment and implemented a number of safety and social distancing measures within our premises to protect the health and safety of co-workers who are required to be on-premise to support our business. During the fiscal year ended November 30, 2020, we incurred net incremental costs associated with COVID-19 of approximately $45 million. Net incremental costs associated with COVID-19 were not material during the fiscal year ended November 30, 2021. We are unable to predict how long these conditions will persist, what additional measures may be introduced by governments, vendors or customers and the effect of any such additional measures on our business. As a result, many of the estimates and assumptions involved in the preparation of the financial statements included in this report on Form 10-K, required increased judgment and carry a higher degree of variability and volatility. As events continue to evolve with respect to the pandemic, our estimates may materially change in future periods.

**Critical Accounting Policies and Estimates**

The discussions and analysis of our consolidated financial condition and results of operations are based on our Consolidated Financial Statements, which have been prepared in conformity with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent assets and liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an ongoing basis, we review and evaluate our estimates and assumptions. Our estimates are based on our historical experience and a variety of other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making our judgment about the carrying values of assets and liabilities that are not readily available from other sources. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies involve the more significant judgments, estimates and/or assumptions used in the preparation of our Consolidated Financial Statements.

*Revenue Recognition.*

We generate revenue primarily from the sale of various IT products.



Table of Contents

We recognize revenues from the sale of IT hardware and software as control is transferred to customers, which is at the point in time when the product is shipped or delivered. We account for a contract with a customer when it has written approval, the contract is committed, the rights of the parties, including payment terms, are identified, the contract has commercial substance and consideration is probable of collection. Binding purchase orders from customers together with agreement to our terms and conditions of sale by way of an executed agreement or other signed documents are considered to be the contract with a customer. Products sold by us are delivered via shipment from our facilities, drop-shipment directly from the vendor, or by electronic delivery of software products. In situations where arrangements include customer acceptance provisions, revenue is recognized when we can objectively verify the products comply with specifications underlying acceptance and the customer has control of the products. Revenue is presented net of taxes collected from customers and remitted to government authorities. We generally invoice a customer upon shipment, or in accordance with specific contractual provisions. Payments are due as per contract terms and do not contain a significant financing component. Service revenues represents less than 10% of the total revenue for the periods presented.

Provisions for sales returns and allowances are estimated based on historical data and are recorded concurrently with the recognition of revenue. A liability is recorded at the time of sale for estimated product returns based upon historical experience and an asset is recognized for the amount expected to be recorded in inventory upon product return. These provisions are reviewed and adjusted periodically. Revenue is reduced for early payment discounts and volume incentive rebates offered to customers, which are considered variable consideration, at the time of sale based on an evaluation of the contract terms and historical experience.

We recognize revenue on a net basis on certain contracts, where our performance obligation is to arrange for the products or services to be provided by another party or the rendering of logistics services for the delivery of inventory for which we do not assume the risks and rewards of ownership, by recognizing the margins earned in revenue with no associated cost of revenue. Such arrangements include supplier service contracts, post-contract software support services and extended warranty contracts.

We consider shipping and handling activities as costs to fulfill the sale of products. Shipping revenue is included in revenue when control of the product is transferred to the customer, and the related shipping and handling costs are included in cost of revenue.

*Business Combinations.*

We allocate the fair value of purchase consideration to the assets acquired, liabilities assumed, and noncontrolling interests in the acquiree generally based on their fair values at the acquisition date. The excess of the fair value of purchase consideration over the fair value of these assets acquired, liabilities assumed and noncontrolling interests in the acquiree is recorded as goodwill and may involve engaging independent third-parties to perform an appraisal. When determining the fair values of assets acquired, liabilities assumed, and noncontrolling interests in the acquiree, we make significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing intangible assets include, but are not limited to, expected future cash flows, which includes consideration of future growth rates and margins, attrition rates, and discount rates. Fair value estimates are based on the assumptions we believe a market participant would use in pricing the asset or liability. Amounts recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available.

*Goodwill, intangible assets and long-lived assets*

The values assigned to intangible assets include estimates and judgment regarding expectations for the length of customer relationships acquired in a business combination. Included within intangible assets is an indefinite lived trade names intangible asset. Indefinite lived intangible assets are tested for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired.

Other purchased intangible assets are amortized over the useful lives based on estimates of the use of the economic benefit of the asset or on the straight-line amortization method.

We allocate goodwill to reporting units based on the reporting unit expected to benefit from the business combination and test for impairment annually in the fourth quarter or more frequently if events or changes in circumstances indicate that it may be impaired. Goodwill is tested for impairment at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. The factors that are considered in the qualitative analysis include macroeconomic conditions, industry and market considerations, cost factors such as increases in product cost, labor, or other costs that would have a negative effect on earnings and cash flows; and other relevant entity-specific events and information.

If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. The assumptions used in the market approach are based on the value of a business through an analysis of sales and other multiples of guideline companies and recent sales or offerings of a comparable entity. The assumptions used in the discounted cash flow approach are based on historical and forecasted revenue, operating costs, future economic conditions, and other relevant factors. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value and the excess is recognized as an impairment loss. No goodwill impairment has been identified for any of the years presented.



Table of Contents

We review the recoverability of our long-lived assets, such as definite-lived intangible assets, property and equipment and certain other assets, when events or changes in circumstances occur that indicate the carrying value of the asset or asset group may not be recoverable. The assessment of possible impairment is based on our ability to recover the carrying value of the asset or asset group from the expected future pre-tax cash flows, undiscounted and without interest charges, of the related operations. If these cash flows are less than the carrying value of such assets, an impairment loss is recognized for the difference between estimated fair value and carrying value.

*Income taxes*

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements using enacted tax rates and laws that will be in effect when the difference is expected to reverse. Tax on global low-taxed intangible income is accounted for as a current expense in the period in which the income is includable in a tax return using the "period cost" method. Valuation allowances are provided against deferred tax assets that are not likely to be realized.

We recognize tax benefits from uncertain tax positions only if that tax position is more likely than not to be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. We recognize interest and penalties related to unrecognized tax benefits in the provision for income taxes.

**Acquisitions**

We continually seek to augment organic growth in our business with strategic acquisitions of businesses and assets that complement and expand our existing capabilities. We also divest businesses that we deem no longer strategic to our ongoing operations. In our business we seek to acquire new OEM relationships, enhance our supply chain and integration capabilities, the services we provide to our customers and OEM suppliers, and expand our geographic footprint.

**Results of Operations**

The following table sets forth, for the indicated periods, Consolidated Statement of Operations data as a percentage of revenue:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| **Statements of Operations Data:** | **2021** | **2020** | **2019** |
| Revenue | 100.00% | 100.00% | 100.00% |
| Cost of revenue | (94.02)% | (94.02)% | (93.93)% |
| Gross profit | 5.98% | 5.98% | 6.07% |
| Acquisition, integration and restructuring costs | (0.35)% | (0.04)% | (0.01)% |
| Selling, general and administrative expenses | (3.65)% | (3.33)% | (3.34)% |
| Operating income | 1.97% | 2.61% | 2.72% |
| Interest expense and finance charges, net | (0.50)% | (0.40)% | (0.39)% |
| Other income (expense), net | 0.00% | (0.03)% | 0.15% |
| Income from continuing operations before income taxes | 1.48% | 2.18% | 2.48% |
| Provision for income taxes | (0.23)% | (0.51)% | (0.58)% |
| Income from continuing operations | 1.25% | 1.67% | 1.90% |
| Income from discontinued operations, net of taxes | 0.00% | 0.97% | 0.73% |
| Net income | 1.25% | 2.65% | 2.63% |

The financial results of the former Concentrix business are presented as income from discontinued operations, net of taxes in the Consolidated Statement of Operations data.

Due to the ongoing impact of the COVID-19 pandemic, current results and financial condition discussed herein may not be indicative of future operating results and trends.

**Certain non-GAAP financial information**

In addition to disclosing financial results that are determined in accordance with GAAP, we also disclose certain non-GAAP financial information, including:

- Non-GAAP operating income, which is operating income, adjusted to exclude acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense and purchase accounting adjustments.



Table of Contents

- Non-GAAP operating margin, which is non-GAAP operating income, as defined above, divided by revenue.

- Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") which is net income before interest, taxes, depreciation and amortization, adjusted to exclude other income (expense), net, acquisition, integration and restructuring costs, share-based compensation expense, purchase accounting adjustments and income from discontinued operations, net of taxes.

- Non-GAAP income from continuing operations, which is income from continuing operations, adjusted to exclude acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, contingent consideration, an acquisition-related contingent gain, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.

- Non-GAAP diluted earnings per common share ("EPS") from continuing operations, which is diluted EPS from continuing operations excluding the per share impact of acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, contingent consideration, an acquisition-related contingent gain, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.

Acquisition, integration and restructuring costs typically consist of acquisition, integration, restructuring and divestiture related costs and are expensed as incurred. These expenses primarily represent professional services costs for legal, banking, consulting and advisory services, severance and other personnel related costs and debt extinguishment fees. From time to time, this category may also include transaction-related gains/losses on divestitures/spin-off of businesses, as well as various other costs associated with the acquisition or divestiture.

Our acquisition activities have resulted in the recognition of definite-lived intangible assets which consist primarily of customer relationships and lists and vendor lists. Definite-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 our statements of operations. Although intangible assets contribute to our revenue generation, the amortization of intangible assets does not directly relate to the sale of our products. Additionally, intangible asset amortization expense typically fluctuates based on the size and timing of our acquisition activity. Accordingly, we believe excluding the amortization of intangible assets, along with the other non-GAAP adjustments which neither relate to the ordinary course of our business nor reflect our underlying business performance, enhances our and our investors' ability to compare our 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 our 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 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, we believe this additional information allows investors to make additional comparisons between our operating results from period to period.

Purchase accounting adjustments are primarily related to the impact of purchase accounting on the recognition of certain consideration received from vendors related to the Merger.

We believe that providing this additional information is useful to the reader to better assess and understand our base operating performance, especially when comparing results with previous periods and for planning and forecasting in future periods, primarily because management typically monitors the business adjusted for these items in addition to GAAP results. Management also uses these non-GAAP measures to establish operational goals and, in some cases, for measuring performance for compensation purposes. 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 used as a complement to, and in conjunction with, data presented in accordance with GAAP.



Table of Contents

**Non-GAAP Financial Information:**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| | (in thousands, except per share amounts) | | |
| **Consolidated** | | | |
| Operating income | $ 623,218 | $ 521,341 | $ 519,429 |
| Acquisition, integration and restructuring costs | 112,150 | 7,414 | 981 |
| Amortization of intangibles | 105,332 | 40,148 | 43,875 |
| Share-based compensation | 33,078 | 17,631 | 17,608 |

| | | | |
|---|---|---|---|
| Purchase accounting adjustments | 28,353 | - | - |
| Non-GAAP operating income | $ 902,131 | $ 586,534 | $ 581,893 |
| Operating margin | 1.97% | 2.61% | 2.72% |
| Non-GAAP operating margin | 2.85% | 2.94% | 3.05% |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Interest expense and finance charges, net | 157,835 | 79,023 | 74,225 |
| Provision for income taxes | 71,416 | 101,609 | 111,113 |
| Depreciation | 44,232 | 24,923 | 22,454 |
| Amortization of intangibles | 105,332 | 40,148 | 43,875 |
| EBITDA | $ 773,884 | $ 774,863 | $ 752,379 |
| Other (income) expense, net | (1,102) | 6,172 | (28,083) |
| Acquisition, integration and restructuring costs | 112,150 | 9,667 | 981 |
| Share-based compensation | 33,078 | 17,631 | 17,608 |
| Purchase accounting adjustments | 28,353 | - | - |
| Income from discontinued operations, net of taxes | - | (194,622) | (138,538) |
| Adjusted EBITDA | $ 946,363 | $ 613,711 | $ 604,347 |
| Income from continuing operations | $ 395,069 | $ 334,538 | $ 362,174 |
| Acquisition, integration and restructuring costs | 159,194 | 9,667 | 981 |
| Amortization of intangibles | 105,332 | 40,148 | 43,875 |
| Share-based compensation | 33,078 | 17,631 | 17,608 |
| Purchase accounting adjustments | 28,353 | - | - |
| Contingent consideration | - | - | (19,034) |
| Acquisition-related contingent gain | - | - | (11,112) |
| Income taxes related to the above | (80,375) | (19,557) | (11,284) |
| Income tax capital loss carryback benefit | (44,968) | - | - |
| Non-GAAP income from continuing operations | $ 595,683 | $ 382,427 | $ 383,208 |
| Diluted EPS from continuing operations | $ 6.24 | $ 6.46 | $ 7.05 |
| Acquisition, integration and restructuring costs | 2.51 | 0.19 | 0.02 |
| Amortization of intangibles | 1.66 | 0.78 | 0.85 |
| Share-based compensation | 0.52 | 0.34 | 0.34 |
| Purchase accounting adjustments | 0.45 | - | - |
| Contingent consideration | - | - | (0.37) |
| Acquisition-related contingent gain | - | - | (0.22) |
| Income taxes related to the above | (1.27) | (0.38) | (0.22) |
| Income tax capital loss carryback benefit | (0.71) | - | - |
| Non-GAAP diluted EPS from continuing operations | $ 9.40 | $ 7.38 | $ 7.45 |

**Fiscal Years Ended November 30, 2021, 2020 and 2019**

***Revenue***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Revenue | $31,614,169 | 19,977,150 | $ 19,069,970 | 58.3% | 4.8% |



Table of Contents

We distribute a comprehensive range of products for the technology industry and design and integrate data center equipment. The prices of our products are highly dependent on the volumes purchased within a product category. The products we sell from one period to the next are often not comparable due to changes in product models, features and customer demand requirements.

Revenue increased in fiscal year 2021 compared to fiscal year 2020 primarily due to an increase in sales resulting from the Merger of approximately $10 billion as well as broad-based demand for technology equipment.

Revenue increased in fiscal year 2020 compared to fiscal year 2019 primarily due to a demand for technology equipment as COVID-19 related government mandated shelter-in-place restrictions during the second, third and fourth quarters of fiscal year 2020 led to increased needs for remote work, learn and consume related solutions. On a constant currency basis, revenue in our business increased by 4.8% during fiscal year 2020, compared to fiscal year 2019.

***Gross Profit***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Gross profit | $ 1,889,534 | $ 1,193,858 | $ 1,157,258 | 58.3% | 3.2% |
| Gross margin | 5.98% | 5.98% | 6.07% | | |

Our gross margin is affected by a variety of factors, including competition, selling prices, mix of products, product costs along with rebate and discount programs from our suppliers, reserves or settlement adjustments, freight costs, inventory losses and fluctuations in revenue.

Our gross profit increased in fiscal year 2021, as compared to the prior fiscal year, primarily driven by an increase in sales as a result of the Merger.

Our gross profit increased in fiscal year 2020, as compared to the prior fiscal year, primarily driven by strong demand for technology products as COVID-19 related government mandated shelter-in-place restrictions during the second, third and fourth quarters of fiscal year 2020 led to a greater need for remote work, learn and consume related solutions. This increase was partially offset by lower margins driven by product mix from our projects and integration-based server solutions.

***Acquisition, Integration and Restructuring Costs***

Acquisition, integration and restructuring costs are primarily comprised of costs related to the Merger, costs related to the Global Business Optimization 2 Program initiated by Tech Data prior to the Merger (the "GBO 2 Program") and costs related to the Separation.

*The Merger*

We incurred acquisition, integration and restructuring costs related to the completion of the Merger, including professional services costs, personnel and other costs, an impairment of long-lived assets and stock-based compensation expense. Professional services costs are primarily comprised of legal expenses and tax and other consulting services. Personnel and other costs are primarily comprised of costs related to the settlement of certain outstanding long-term cash incentive awards for Tech Data upon closing of the Merger, retention and other bonuses, as well as severance costs. Impairment of long-lived assets relates to a charge of $22.2 million recorded for the write-off of capitalized costs associated with Tech Data's tdONE program in conjunction with the decision to consolidate certain IT systems. Stock-based compensation expense primarily relates to costs associated with the conversion of certain Tech Data performance-based equity awards issued prior to the Merger into restricted stock units of TD SYNNEX (refer to Note 6 - Share-Based Compensation to the Consolidated Financial Statements for further information) and expenses for certain restricted stock awards issued in conjunction with the Merger.

To date, acquisition and integration expenses related to the Merger were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|
| | (in thousands) |
| Professional services costs | $ 22,288 |
| Personnel and other costs | 33,716 |
| Impairment of long-lived assets | 22,166 |
| Stock-based compensation | 20,113 |
| Total | $ 98,283 |

*GBO 2 Program*

Prior to the Merger, Tech Data implemented its GBO 2 Program, that includes investments to optimize and standardize processes and apply data and analytics to be more agile in a rapidly evolving environment, increasing productivity, profitability and optimizing net-working capital. TD SYNNEX plans to continue this program in conjunction with the Company's integration activities. Acquisition, integration and restructuring expenses related to the GBO 2 Program are primarily comprised of restructuring costs and other professional services costs. Restructuring costs are comprised of severance costs and other associated exit costs, including certain consulting costs. Other professional services costs are primarily comprised of professional services fees not related to restructuring activities, including costs related to improving profitability and optimizing net-working capital.

Acquisition, integration and restructuring costs under the GBO 2 Program for fiscal 2021 included the following:

| | Year Ended November 30, 2021 |
|---|---|
| | (in thousands) |
| Restructuring costs | $ 8,709 |
| Other professional services costs | 5,158 |
| Total | $ 13,867 |

Restructuring costs under the GBO 2 Program for fiscal 2021 were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|
| | (in thousands) |
| Severance | $ 2,893 |
| Other exit costs | 5,816 |
| Total | $ 8,709 |

During fiscal 2021, we recorded restructuring costs related to GBO 2 of $2.7 million, $5.7 million and $0.3 million, for the Americas, Europe and APJ regions, respectively.

*The Separation*

During the fiscal year ended November 30, 2020, we incurred $7.4 million in transaction costs related to the Separation of Concentrix.

***Selling, General and Administrative Expenses***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Selling, general and administrative expenses | $ 1,154,166 | $ 665,102 | $ 636,849 | 73.5% | 4.4% |
| Percentage of revenue | 3.65% | 3.33% | 3.34% | | |

Our selling, general and administrative expenses consist primarily of personnel costs such as salaries, commissions, bonuses, share-based compensation and temporary personnel costs. Selling, general and administrative expenses also include cost of warehouses, delivery centers and other non-integration facilities, utility expenses, legal and professional fees, depreciation on certain of our capital equipment, bad debt expense, amortization of our intangible assets, and marketing expenses, offset in part by reimbursements from our OEM suppliers.

Selling, general and administrative expenses increased in fiscal year 2021, compared to fiscal year 2020, primarily due to an increase in employee related expenses resulting from the Merger and an increase in amortization of intangible assets acquired in connection with the Merger. Selling, general and administrative expenses increased as a percentage of revenue, compared to the prior year period, primarily due to the impact of the Merger.

Selling, general and administrative expenses increased in fiscal year 2020, compared to fiscal year 2019, primarily due to an increase in allowance for doubtful accounts and higher salaries and employee related expenses due to COVID-19. Incremental costs related to COVID-19 were approximately $33 million for fiscal year 2020. This increase was partially offset by a $3.7 million decrease in amortization of intangible assets. Our selling, general and administrative expenses as a percentage of revenue in fiscal year 2020, was consistent with the prior fiscal year.



Table of Contents

***Operating Income***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Operating income | $ 623,218 | $ 521,341 | $ 519,429 | 19.5% | 0.4% |
| Operating margin | 1.97% | 2.61% | 2.72% | | |

Operating income increased during fiscal year 2021, compared to the prior year, primarily due to increased sales as a result of the Merger, partially offset by an increase in employee related expenses resulting from the Merger, an increase in acquisition, integration and restructuring costs and an increase in amortization of intangible assets acquired in connection with the Merger. Operating margin decreased due to an increase in employee related expenses resulting from the Merger, an increase in acquisition, integration and restructuring costs and an increase in amortization of intangible assets acquired in connection with the Merger.

Operating income increased during fiscal year 2020, compared to the prior year, primarily due to broad based growth, decreases in the amortization of intangible assets and transaction-related expenses. These increases were offset by the impact of COVID-19 related incremental costs associated with allowances for doubtful accounts and higher salary and employee related costs. Operating margin in our business decreased due to product mix.

***Interest Expense and Finance Charges, Net***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Interest expense and finance charges, net | $ 157,835 | $ 79,023 | $ 74,225 | 99.7% | 6.5% |
| Percentage of revenue | 0.50% | 0.40% | 0.39% | | |

Amounts recorded in interest expense and finance charges, net, consist primarily of interest expense paid on our Senior Notes (as defined below), our lines of credit and term loans and fees associated with the sale or pledge of accounts receivable through our securitization facilities, offset by income earned on our cash investments.

The increase in our interest expense and finance charges net, during the fiscal year 2021, compared to the prior year, was due to approximately $47 million of acquisition and integration related financing costs primarily related to a commitment for a bridge loan facility obtained in March 2021 which was terminated in conjunction with the Merger and an increase in interest expense related to the issuance of our Senior Notes and higher average outstanding borrowings.

The increase in our interest expense and finance charges net, during the fiscal year 2020, compared to the prior year, was primarily due to increased financing activities related to growth in the business and the planned Separation of Concentrix.

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

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | (in thousands) | | | | |
| Other income (expense), net | $ 1,102 | $ (6,172) | $ 28,083 | 117.9% | -122.0% |
| Percentage of revenue | 0.00% | (0.03)% | 0.15% | | |

Amounts recorded as other income (expense), net include certain foreign currency transaction gains and losses, investment gains and losses, debt extinguishment gains and losses, and other non-operating gains and losses, such as settlements received from class actions lawsuits and realization of contingent assets.

Other income (expense), net increased during the fiscal year ended November 30, 2021, compared to the prior year, primarily due to a gain on sale of investment.



Table of Contents

Other income (expense), net decreased during the fiscal year ended November 30, 2020, compared to the prior year, primarily due to a gain of $19.0 million upon the settlement of contingent consideration related to our acquisition of Westcon-Comstor Americas in an earlier year and a gain of $11.1 million recorded upon realization of contingent sales-tax assets related to the Westcon-Comstor Americas acquisition recorded in fiscal year 2019. In addition, other income (expense), net in fiscal year 2020 decreased compared to the prior year due to the write-off of $2.2 million of deferred financing costs associated with the $1.2 billion partial prepayment of our term loans on November 30, 2020 in preparation of the Separation on December 1, 2020.

***Provision for Income Taxes***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Provision for income taxes | $ 71,416 | $ 101,609 | $ 111,113 | -29.7% | -8.6% |
| Percentage of income before income taxes | 15.31% | 23.30% | 23.48% | | |

Income taxes consist of our current and deferred tax expense resulting from our income earned in domestic and foreign jurisdictions.

In connection with the Merger, the Company restructured its foreign financing structure, as well as select legal entities in anticipation of legally integrating legacy Tech Data and SYNNEX foreign operations. In addition to the treasury efficiencies, these restructurings resulted in a one-time domestic capital loss which would offset certain domestic capital gains when carried back under United States tax law to tax year 2020, resulting in a tax benefit of approximately $45 million. Our income tax expense decreased during the fiscal year ended November 30, 2021, as compared to the prior year, due to the capital loss carryback benefit, partially offset by an increase in income from continuing operations before income taxes. The effective tax rate for fiscal year 2021 was lower when compared to the prior year due to the capital loss carryback benefit.

Our income tax expense decreased during the fiscal year ended November 30, 2020, as compared to the prior year, due to the decrease in our effective tax rate. The effective tax rate for fiscal year 2020 was lower compared to the prior year, due to the benefit from the exercise of employee stock options and the reversal of a reserve for uncertain tax positions. The comparative decrease in the effective tax rate for fiscal year 2020 was partially offset by the favorable impact of a nontaxable contingent consideration gain recorded in the prior year period related to the fiscal year 2017 Westcon-Comstor Americas acquisition.

***Discontinued Operations***

| | Fiscal Years Ended November 30, | | | Percent Change | |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2019 | 2021 to 2020 | 2020 to 2019 |
| | | (in thousands) | | | |
| Income from discontinued operations, net of taxes | $ - | $ 194,622 | $ 138,538 | -100.0% | 40.5% |
| Percentage of revenue | 0.00% | 0.97% | 0.73% | | |

Income from discontinued operations includes net income from Concentrix during the fiscal years ended November 30, 2020 and 2019, prior to the Separation on December 1, 2020.

See Note 5 - Discontinued Operations of the Consolidated Financial Statements included in Part II, Item 8 of this Annual Report for further details.



Table of Contents

**Liquidity and Capital Resources**

***Cash Conversion Cycle***

| | | Three Months Ended | | |
|---|---|---|---|---|
| | | November 30, 2021 | November 30, 2020 | November 30, 2019 |
| | | (Amounts in thousands) | | |
| **Days sales outstanding ("DSO")** | | | | |
| Revenue | (a) | $ 15,611,266 | 6,118,836 | 5,374,241 |
| Accounts receivable, net | (b) | 8,310,032 | 2,791,703 | 2,995,610 |
| Days sales outstanding | (c) = ((b)/(a))*the number of days during the period | 48 | 42 | 51 |
| **Days inventory outstanding ("DIO")** | | | | |
| Cost of revenue | (d) | $ 14,668,096 | 5,752,179 | 5,036,301 |
| Inventories | (e) | 6,642,915 | 2,684,076 | 2,546,115 |
| Days inventory outstanding | (f) = ((e)/(d))*the number of days during the period | 41 | 42 | 46 |
| **Days payable outstanding ("DPO")** | | | | |
| Cost of revenue | (g) | $ 14,668,096 | $ 5,752,179 | $ 5,036,301 |
| Accounts payable | (h) | 12,034,946 | 3,751,240 | 3,104,886 |
| Days payable outstanding | (i) = ((h)/(g))*the number of days during the period | 75 | 59 | 56 |
| **Cash conversion cycle ("CCC")** | (j) = (c)+(f)-(i) | 14 | 25 | 41 |

***Cash Flows***

Our business is working capital intensive. Our working capital needs are primarily to finance accounts receivable and inventory. We rely heavily on term loans, accounts receivable arrangements, our securitization programs, our revolver programs and trade credit from vendors for our working capital needs. We have financed our growth and cash needs to date primarily through cash generated from operations and financing activities. As a general rule, when sales volumes are increasing, our net investment in working capital dollars typically increases, which generally results in decreased cash flow generated from operating activities. Conversely, when sales volumes decrease, our net investment in working capital dollars typically decreases, which generally results in increases in cash flows generated from operating activities. We calculate CCC as days of the last fiscal quarter's revenue outstanding in accounts receivable plus days of supply on hand in inventory, less days of the last fiscal quarter's cost of revenue outstanding in accounts payable. Our CCC was 14 days, 25 days and 41 days at the end of fiscal years 2021, 2020 and 2019, respectively. The decrease in fiscal year 2021, compared to fiscal year 2020, was primarily due to our DPO, which was impacted by the timing of payments of accounts payable in our business including the impact of the Merger. The decrease in fiscal year 2020, compared to fiscal year 2019, was primarily due to efficient collections of accounts receivable and faster turnover of our inventories in the Company and the timing of payments of accounts payable in our business.

To increase our market share and better serve our customers, we may further expand our operations through investments or acquisitions. We expect that such expansion would require an initial investment in working capital, personnel, facilities and operations. These investments or acquisitions would likely be funded primarily by our existing cash and cash equivalents, additional borrowings, or the issuance of securities.

Our Consolidated Statements of Cash Flows include both continuing and discontinued operations. See Note 5 - Discontinued Operations of the Consolidated Financial Statements for further details.

*Operating Activities*

Net cash provided by operating activities was $810 million during fiscal year 2021, primarily due to net income and an increase in accounts payable due to the timing of payments, including the impact of the Merger. These cash inflows were partially offset by an increase in inventory and accounts receivable driven by growth in our business, including the impact of the Merger.

Net cash provided by operating activities was $1.834 billion during fiscal year 2020, primarily due to net income and cash inflows from an increase in accounts payable and changes in other operating assets and liabilities primarily reflecting efficient



Table of Contents

working capital management in our business, and a decrease in DSO in our business of approximately 9 days from the end of fiscal year 2019 largely due to the impact of COVID-19. These items were partially offset by an increase in inventories driven by growth in our larger projects and integration-based server solutions.

Net cash provided by operating activities was $550 million during fiscal year 2019, primarily due to net income, an increase in accounts payable and a net change in other operating assets and liabilities. These cash inflows were partially offset by an increase in accounts receivable and receivables from vendors, and an increase in inventories. The increase in accounts receivable, including receivables from vendors, inventories and accounts payable was driven by growth in our business.

The significant components of our investing and financing cash flow activities are listed below.

*Investing Activities*

2021

- $907.1 million in net cash paid related to the Merger.
- $54.9 million related to infrastructure investments.

2020

- $198.0 million related to infrastructure investments.
- $5.6 million of cash paid related to the settlement of employee stock-based awards assumed under the Convergys acquisition, being paid in accordance with the original vesting schedule.

2019

- $137.4 million related to infrastructure investments.
- $9.4 million of cash paid related to the settlement of employee stock-based awards assumed under the Convergys acquisition.

*Financing Activities*

2021

- Proceeds of $2.5 billion for issuance of Senior Notes to finance the Merger.
- Repayment of approximately $2.6 billion of debt of Tech Data paid off substantially concurrent with the closing of the Merger.
- $149.9 million net transfer of cash and cash equivalents to Concentrix in connection with the Separation.
- Dividends of $50.3 million paid.

- Debt issuance costs of $42.3 million paid.

2020

- Net repayments of $262.6 million under our borrowing arrangements.
- Dividends of $20.8 million paid.

2019

- Net repayments of $521.4 million under our borrowing arrangements.
- $76.6 million of dividend payments.
- $15.2 million of repurchases of our common stock.
- $14.0 million in cash was used to pay contingent consideration related to our Westcon-Comstor Americas acquisition.



Table of Contents

We believe our current cash balances, cash flows from operations and credit availability are sufficient to support our operating activities for at least the next twelve months.

***Capital Resources***

Our cash and cash equivalents totaled $994.0 million and $1.4 billion as of November 30, 2021 and 2020, respectively. Our cash and cash equivalents held by international subsidiaries are no longer subject to U.S. federal tax on repatriation into the United States. Repatriation of some foreign balances is restricted by local laws. Historically, we have fully utilized and reinvested all foreign cash to fund our foreign operations and expansion. If in the future our intentions change, and we repatriate the cash back to the United States, we will report in our consolidated financial statements the impact of state and withholding taxes depending upon the planned timing and manner of such repatriation. Presently, we believe we have sufficient resources, cash flow and liquidity within the United States to fund current and expected future working capital, investment and other general corporate funding requirements.

We believe that our available cash and cash equivalents balances, the cash flows expected to be generated from operations and our existing sources of liquidity, will be sufficient to satisfy our current and planned working capital and investment needs, for the next twelve months in all geographies. We also believe that our longer-term working capital, planned capital expenditures, anticipated stock repurchases, dividend payments and other general corporate funding requirements will be satisfied through cash flows from operations and, to the extent necessary, from our borrowing facilities and future financial market activities.

Historically, we have renewed our accounts receivable securitization program and our parent company credit facilities on, or prior to, their respective expiration dates. We have no reason to believe that these and other arrangements will not be renewed or replaced as we continue to be in good credit standing with the participating financial institutions. We have had similar borrowing arrangements with various financial institutions throughout our years as a public company.

***On-Balance Sheet Arrangements***

*TD SYNNEX United States accounts receivable securitization agreement*

In the United States, we have an accounts receivable securitization program to provide additional capital for our operations (the "U.S. AR Arrangement"). Under the terms of the U.S. AR Arrangement, that, prior to the December 2021 amendment described below, was scheduled to expire in May 2022, our subsidiary that is the borrower under this facility could borrow up to a maximum of $650 million based upon eligible trade accounts receivable. The effective borrowing cost under the U.S. AR Arrangement was a blended rate based upon the composition of the lenders, that included prevailing dealer commercial paper rates and a rate based upon LIBOR. In addition, a program fee payable on the used portion of the lenders' commitment, accrued at 1.25% per annum in the case of lender

groups who funded their advances based on prevailing commercial paper rates, and 1.30% per annum in the case of lender groups who funded their advances based on LIBOR (subject to a 0.50% per annum floor). A facility fee was payable on the adjusted commitment of the lenders, to accrue at different tiers ranging between 0.35% per annum and 0.45% per annum depending on the amount of outstanding advances from time to time.

Under the terms of the U.S. AR Arrangement, we and certain of our U.S. subsidiaries sell, on a revolving basis, our receivables to a wholly-owned, bankruptcy-remote subsidiary. The borrowings are funded by pledging all of the rights, title and interest in the receivables acquired by our bankruptcy-remote subsidiary as security. Any amounts received under the U.S. AR Arrangement are recorded as debt on our Consolidated Balance Sheets.

On December 22, 2021, we and our subsidiaries that are party to the U.S. AR Arrangement amended the U.S. AR Arrangement to extend the maturity date to December 2024 and increase the lending commitment to $1.5 billion. Further, the effective borrowing cost under the U.S. AR Arrangement was also modified through adjustments to the (i) program fee payable on the used portion of the lenders' commitment, which now accrues at 0.75% per annum and (ii) facility fee payable on the adjusted commitment of the lenders, which now accrues at different tiers ranging between 0.30% per annum and 0.40% per annum depending on the amount of outstanding advances from time to time.



Table of Contents

*SYNNEX United States credit agreement*

Prior to the Merger, in the United States, we had a senior secured credit agreement (as amended, the "U.S. Credit Agreement") with a group of financial institutions. The U.S. Credit Agreement included a $600 million commitment for a revolving credit facility and a term loan in the original principal amount of $1.2 billion. Interest on borrowings under the U.S. Credit Agreement was based on LIBOR or a base rate at our option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 2.00% and the margin for base rate loans ranged from 0.25% to 1.00%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) the Federal Funds Rate, plus a margin of 0.5%, (b) the rate of interest announced, from time to time, by the agent, Bank of America, N.A., as its "prime rate," and (c) the Eurodollar Rate, plus 1.0%. The unused revolving credit facility commitment fee ranged from 0.175% to 0.30% per annum. The margins above the applicable interest rates and the revolving commitment fee for revolving loans were based on our consolidated leverage ratio, as calculated under the U.S. Credit Agreement. Our obligations under the U.S. Credit Agreement were secured by substantially all of the parent company's and our United States domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Term Loan Credit Agreement (defined below) pursuant to an intercreditor agreement and were guaranteed by certain of our United States domestic subsidiaries. The U.S. Credit Agreement was originally scheduled to mature in September 2022, however the U.S. Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).

*SYNNEX United States term loan credit agreement*

Prior to the Merger, in the United States we had a senior secured term loan credit agreement (the "U.S. Term Loan Credit Agreement") with a group of financial institutions in the original principal amount of $1.8 billion. The remaining outstanding principal was payable on maturity. Interest on borrowings under the U.S. Term Loan Credit Agreement were based on LIBOR or a base rate at our option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 1.75% and the margin for base rate loans ranged from 0.25% to 0.75%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) 0.5% plus the greater of (x) the Federal Funds Rate in effect on such day and (y) the overnight bank funding rate in effect on such day, (b) the Eurodollar Rate plus 1.0% per annum, and (c) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate" in the U.S. During the period in which the term loans were available to be drawn, we paid term loan commitment fees. The margins above our applicable interest rates and the term loan commitment fee were based on our consolidated leverage ratio as calculated under the U.S. Term Loan Credit Agreement. Our obligations under the U.S. Term Loan Credit Agreement were secured by substantially all of our and certain of our domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Credit Agreement pursuant to an intercreditor agreement,

and were guaranteed by certain of our domestic subsidiaries. The U.S. Term Loan Credit Agreement was originally scheduled to mature in October 2023, however the U.S. Term Loan Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).

*TD SYNNEX credit agreement*

In connection with the Merger Agreement, we entered into a credit agreement, dated as of April 16, 2021 (the "TD SYNNEX Credit Agreement") with the lenders party thereto and Citibank, N.A., as agent, pursuant to which we received commitments for the extension of a senior unsecured revolving credit facility not to exceed an aggregate principal amount of $3.5 billion, which revolving credit facility (the "TD SYNNEX revolving credit facility") may, at our request but subject to the lenders' discretion, potentially be increased by up to an aggregate amount of $500 million. The TD SYNNEX Credit Agreement also includes a senior unsecured term loan (the "TD SYNNEX term loan" and, together with the TD SYNNEX revolving credit facility, the "TD SYNNEX credit facilities") in an aggregate principal amount of $1.5 billion, that was fully funded in connection with the closing of the Merger. The borrower under the TD SYNNEX credit facilities is the Company. There are no guarantors of the TD SYNNEX credit facilities. The maturity of the TD SYNNEX credit facilities is on the fifth anniversary of the September 2021 closing date, to occur in September 2026, subject in the case of the revolving credit facility, to two one-year extensions upon our prior notice to the lenders and the agreement of the lenders to extend such maturity date.

The outstanding principal amount of the TD SYNNEX term loan is payable in quarterly installments in an amount equal to 1.25% of the original $1.5 billion principal balance commencing on the last day of the first full fiscal quarter after the closing date of the TD SYNNEX credit facilities, with the outstanding principal amount of the term loans due in full on the maturity date. Loans borrowed under the TD SYNNEX Credit Agreement bear interest, in the case of LIBOR (or successor) rate loans, at a per annum rate equal to the applicable LIBOR (or successor) rate, plus the applicable margin, which may range from 1.125% to 1.75%, based on our public debt rating (as defined in the TD SYNNEX Credit Agreement). The applicable margin on base rate loans is 1.00% less than the corresponding margin on LIBOR (or successor rate) based loans. In addition to these borrowing rates, there is a commitment fee that ranges from 0.125% to 0.300% on any unused commitment under the TD SYNNEX revolving credit facility based on our public debt rating. As of November 30, 2021, the effective interest rate for the term loan was 1.49%.

The TD SYNNEX Credit Agreement contains various loan covenants that are customary for similar facilities for similarly rated borrowers that restrict our ability to take certain actions. The TD SYNNEX Credit Agreement also contains financial covenants that require compliance with a maximum debt to EBITDA ratio and a minimum interest coverage ratio, in each case tested on the last day of each fiscal quarter commencing with the first full fiscal quarter to occur after the closing date of the TD SYNNEX credit facilities.



Table of Contents

The TD SYNNEX Credit Agreement also contains various customary events of default, including with respect to a change of control of the Company.

On March 22, 2021, we had entered into a debt commitment letter (the "Commitment Letter"), under which Citigroup Global Markets Inc. and certain other financing institutions joining thereto pursuant to the terms thereof committed to provide (i) a $1.5 billion senior unsecured term bridge facility (the "Term Loan A Bridge Facility"), (ii) a $2.5 billion senior unsecured term bridge facility (the "Bridge Facility") and (iii) a $3.5 billion senior unsecured revolving bridge facility (the "Bridge Revolving Facility"), subject to the satisfaction of certain customary closing conditions. On April 16, 2021, (i) the $1.5 billion commitment with respect to the Term Loan A Bridge Facility under the Commitment Letter and (ii) the $3.5 billion commitment with respect to the Bridge Revolving Facility under the Commitment Letter were reduced to zero, in each case, as a result of us entering into the TD SYNNEX Credit Agreement; and on August 9, 2021 the Bridge Facility was reduced to zero as a result of the issuance of the TD SYNNEX Senior Notes described below.

*TD SYNNEX Senior Notes*

On August 9, 2021, we completed our offering of $2.5 billion aggregate principal amount of senior unsecured notes, consisting of $700.0 million of 1.25% senior notes due 2024, $700.0 million of 1.75% senior notes due 2026, $600.0 million of 2.375% senior notes due 2028, and $500.0 million of 2.65% senior notes due 2031 (collectively, the "Senior Notes," and such offering, the "Senior Notes Offering"). We incurred $19.6 million towards issuance costs for the Senior Notes. We will pay interest semi-annually on the notes on each of February 9 and August 9, beginning February 9, 2022. The net proceeds from this offering were used to fund a portion of the aggregate cash consideration payable in connection with the Merger, refinance certain of our existing indebtedness and pay related fees and expenses and for general corporate purposes.

The interest rate payable on each series of the Senior Notes will be subject to adjustment from time to time if the credit rating assigned to such series of Senior Notes is downgraded (or downgraded and subsequently upgraded). We may redeem the Senior Notes, at any time in whole or from time to time in part, prior to (i) August 9, 2022 (the "2024 Par Call Date") in the case of the 2024 Senior Notes, (ii) July 9, 2026 (the "2026 Par Call Date") in the case of the 2026 Senior Notes, (iii) June 9, 2028 (the "2028 Par Call Date") in the case of the 2028 Senior Notes, and (iv) May 9, 2031 in the case of the 2031 Senior Notes (the "2031 Par Call Date" and, together with the 2024 Par Call Date, the 2026 Par Call Date and the 2028 Par Call Date, each, a "Par Call Date" and together, the "Par Call Dates"), at a redemption price equal to the greater of (x) 100% of the aggregate principal amount of the applicable Senior Notes to be redeemed and (y) the sum of the present values of the remaining scheduled payments of the principal and interest on the Senior Notes, discounted to the date of redemption on a semi-annual basis at a rate equal to the sum of the applicable treasury rate plus 15 basis points for the 2024 Senior Notes, 20 basis points for the 2026 Senior Notes and 25 basis points for the 2028 Senior Notes and 2031 Senior Notes, plus in each case, accrued and unpaid interest thereon to, but excluding, the redemption date. We may also redeem the Senior Notes of any series at our option, at any time in whole or from time to time in part, on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed.

*Other borrowings and term debt*

We have various other committed and uncommitted lines of credit with financial institutions at certain locations outside the United States, accounts receivable securitization arrangements, factoring of accounts receivable with recourse provisions, capital leases, a building mortgage, short-term loans, term loans, credit facilities, and book overdraft facilities, totaling approximately $635.5 million in borrowing capacity as of November 30, 2021. Most of these facilities are provided on an unsecured, short-term basis and are reviewed periodically for renewal. Interest rates and other terms of borrowing under these lines of credit vary by country, depending on local market conditions. There was $106.3 million outstanding on these facilities at November 30, 2021, at a weighted average interest rate of 4.59%, and there was $57.9 million outstanding at November 30, 2020, at a weighted average interest rate of 1.03%. Borrowings under these lines of credit facilities are guaranteed by the Company or secured by eligible accounts receivable.

At November 30, 2021, we were also contingently liable for reimbursement obligations with respect to issued standby letters of credit in the aggregate outstanding amount of $104.7 million. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions.

The maximum commitment amounts for local currency credit facilities have been translated into United States Dollars at November 30, 2021 exchange rates.

***Off-Balance Sheet Arrangements***

We have financing programs under which trade accounts receivable owed by certain customers may be sold to financial institutions. Available capacity under these programs is dependent upon the level of our trade accounts receivable eligible to be sold into these programs and the financial institutions' willingness to purchase such receivables. In addition, certain of these programs also require that we continue to service, administer and collect the sold accounts receivable. At November 30, 2021 and 2020, we had a total of $759.9 million and $21.4 million, respectively, of trade accounts receivable sold to and held by the financial institutions under

these programs. Discount fees for these programs in the years ended November 30, 2021, 2020 and 2019 totaled $4.7 million, $3.2 million and $2.3 million, respectively.

***Covenant Compliance***

Our credit facilities have a number of covenants and restrictions that require us to maintain specified financial ratios. They also limit our ability to incur additional debt, create liens, enter into agreements with affiliates, modify the nature of our business, and merge or consolidate. As of November 30, 2021, we were in compliance with all current and material covenants for the above arrangements.

**Contractual Obligations**

We are contingently liable under agreements, without expiration dates, to repurchase repossessed inventory acquired by flooring companies as a result of default on floor plan financing arrangements by our customers. There have been no material repurchases through November 30, 2021 under these agreements and we are not aware of any pending customer defaults or repossession obligations. As we do not have access to information regarding the amount of inventory purchased from us still on hand with the customer at any point in time, our repurchase obligations relating to inventory cannot be reasonably estimated. For more information on our third-party revolving short-term financing arrangements, see Note 2 - Summary of Significant Accounting Policies to the Consolidated Financial Statements included in Part II, Item 8 of this Report.

**Related Party Transactions**

We have a business relationship with MiTAC Holdings, a publicly-traded company in Taiwan, which began in 1992 when MiTAC Holdings became our primary investor through its affiliates. As of November 30, 2021 and 2020, MiTAC Holdings and its affiliates beneficially owned approximately 9.5% and 18% of our outstanding common stock, respectively. Mr. Matthew Miau, the Chairman Emeritus of our Board of Directors and a director, is the Chairman of MiTAC Holdings' and a director or officer of MiTAC Holdings' affiliates.

The shares owned by MiTAC Holdings are held by the following entities:

| | As of November 30, 2021 (shares in thousands) |
|---|---|
| MiTAC Holdings(1) | 5,300 |
| Synnex Technology International Corp.(2) | 3,860 |
| Total | 9,160 |

(1) Shares are held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC Holdings. Excludes 192 shares held directly by Mr. Miau, 217 shares indirectly held by Mr. Miau through a charitable remainder trust, and 190 shares held by his spouse.

(2) Synnex Technology International Corp. ("Synnex Technology International") is a separate entity from us and is a publicly-traded corporation in Taiwan. Shares are held via Peer Development Ltd., a wholly-owned subsidiary of Synnex Technology International. MiTAC Holdings owns a noncontrolling interest of 14.1% in MiTAC Incorporated, a privately-held Taiwanese company, which in turn holds a noncontrolling interest of 15.7% in Synnex Technology International. Neither MiTAC Holdings nor Mr. Miau is affiliated with any person(s), entity, or entities that hold a majority interest in MiTAC Incorporated.

We purchased inventories and services from MiTAC Holdings and its affiliates totaling $199.7 million, $211.9 million and $173.4 million during fiscal years 2021, 2020 and 2019, respectively. Our sales to MiTAC Holdings and its affiliates during fiscal years 2021, 2020 and 2019 totaled $0.6 million, $0.8 million and $0.8 million, respectively. In addition, we made payments of $0.2 million, $0.1 million and $41 thousand to MiTAC Holdings and its affiliates for reimbursement of rent and overhead costs for facilities used by us during the fiscal years ended November 30, 2021, 2020 and 2019, respectively.

Our business relationship with MiTAC Holdings and its affiliates has been informal and is generally not governed by long-term commitments or arrangements with respect to pricing terms, revenue or capacity commitments. We negotiate pricing and other material terms on a case-by-case basis with MiTAC Holdings. We have adopted a policy requiring that material transactions with MiTAC Holdings or its related parties be approved by our Audit Committee, which is composed solely of independent directors. In addition, Mr. Miau's compensation is approved by the Nominating and Corporate Governance Committee, which is also composed solely of independent directors.

Synnex Technology International is a publicly-traded corporation in Taiwan that currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also our competitor. MiTAC Holdings and its affiliates are not restricted from competing with us.

**Recently Issued Accounting Pronouncements**

For a summary of recent accounting pronouncements and the anticipated effects on our consolidated financial statements see Note 2 - Summary of Significant Accounting Policies to the Consolidated Financial Statements, which can be found under Item 8 of this Report.



Table of Contents

**Item 7A.** ***Quantitative and Qualitative Disclosures about Market Risk***

**Foreign Currency Risk**

We are exposed to foreign currency risk in the ordinary course of business. We manage cash flow exposures for our major countries and the foreign currency impact of assets and liabilities denominated in non-functional currencies using a combination of forward contracts. Principal currencies hedged are the Australian dollar, Brazilian real, British pound, Canadian dollar, Chinese yuan, Czech koruna, Danish krone, Euro, Indian rupee, Indonesian rupiah, Japanese yen, Mexican peso, Norwegian krone, Philippine peso, Polish zloty, Singapore dollar, Swedish krona and Swiss franc. We do not hold or issue derivative financial instruments for trading purposes.

In order to provide an assessment of our foreign currency exchange rate risk, we performed an analysis using a value-at-risk ("VaR") model. The VaR model uses a Monte Carlo simulation to generate 1,000 random market price paths. The VaR model determines the potential impact of the fluctuation in foreign exchange rates assuming a one-day holding period, normal market conditions and a 95% confidence level. The model is not intended to represent actual losses but is used as a risk estimation and management tool. Firm commitments, assets and liabilities denominated in foreign currencies were excluded from the model. The estimated maximum potential one-day loss in fair value, calculated using the VaR model, would be approximately $3.8 million and $1.9 million at November 30, 2021 and 2020, respectively. We believe that the hypothetical loss in fair value of our foreign exchange derivatives would be offset by the gains in the value of the underlying transactions being hedged. Actual future gains and losses associated with our derivative positions may differ materially from the analyses performed as of November 30, 2021, due to the inherent limitations associated with predicting the changes in foreign currency exchange rates and our actual exposures and positions.

**Interest Rate Risk**

Our exposure to changes in interest rates relates primarily to our outstanding debt obligations which have floated relative to major interest rate benchmarks. We are most sensitive to fluctuations in U.S. interest rates, changes which affect the costs associated with hedging and interest paid on our debt.

To manage interest rate risk on the U.S. dollar-denominated floating-rate debt, we have entered into interest rate swaps with aggregate notional amounts of $1.5 billion and $1.6 billion as of November 30, 2021 and 2020 respectively, which effectively converted a portion of the floating rate debt to a fixed interest rate. All of our interest rate swaps as of November 30, 2021 are accounted for as cash flow hedges. A 15% variation in our interest rates would not have a material impact on the fair value of our swaps.

The following tables present hypothetical interest expense (after considering the impact of the above mentioned swaps) for the years ended November 30, 2021 and 2020, arising from hypothetical parallel shifts in the respective countries' yield curves, of plus or minus 5%, 10% and 15% related to our outstanding borrowings with variable interest rates.

| (amounts in thousands) | Interest Expense Given an Interest Rate Decrease by X Percent | | | Actual Interest Expense Assuming No Change in Interest Rate | Interest Expense Given an Interest Rate Increase by X Percent | | |
|---|---|---|---|---|---|---|---|
| | 15% | 10% | 5% | | 5% | 10% | 15% |
| Total for the year ended November 30, 2021 | $ 145,711 | $ 146,064 | $ 146,415 | $ 146,768 | $ 147,121 | $ 147,472 | $ 147,825 |
| Total for the year ended November 30, 2020 | 114,785 | 115,253 | 115,720 | 116,188 | 116,655 | 117,123 | 117,591 |

**Equity Price Risk**

The equity price risk associated with our marketable equity securities as of November 30, 2021 and 2020 is not material in relation to our consolidated financial position, results of operations or cash flows. Marketable equity securities include shares of common stock and are recorded at fair market value based on quoted market prices. Gains and losses on marketable equity securities are included in earnings.



Table of Contents

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

**INDEX**


| | Page |
|---|---|
| **Consolidated Financial Statements of TD SYNNEX Corporation** | |
| Management's Report on Internal Control over Financial Reporting | 48 |
| Report of Independent Registered Public Accounting Firm | 49 |
| Consolidated Balance Sheets as of November 30, 2021 and 2020 | 52 |
| Consolidated Statements of Operations for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 53 |
| Consolidated Statements of Comprehensive Income for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 54 |
| Consolidated Statements of Stockholders' Equity for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 55 |
| Consolidated Statements of Cash Flows for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 56 |
| Notes to Consolidated Financial Statements | 57 |
| **Financial Statement Schedule** | |
| Schedule II: Valuation and Qualifying Accounts for Fiscal Years Ended November 30, 2021, 2020 and 2019 | 88 |


Financial statement schedules not listed above are either omitted because they are not applicable or the required information is shown in the Consolidated Financial Statements or in the Notes thereto.



Table of Contents

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is 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. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) 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 ours are being made only in accordance with authorizations of management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our 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.

Our evaluation did not include the internal control over financial reporting of Tiger Parent (AP) Corporation, the parent company of Tech Data Corporation ("Tech Data"), which was acquired on September 1, 2021. Total assets and total revenue related to Tech Data excluded from our evaluation represented approximately 40% and 32%, respectively, of the related consolidated financial statement amounts as of and for the fiscal year ended November 30, 2021.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, our management concludes that, as of November 30, 2021, our internal control over financial reporting was effective at the reasonable assurance level based on those criteria.

The effectiveness of our internal control over financial reporting as of November 30, 2021 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears on page 49 of this Report.



Table of Contents

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
TD SYNNEX Corporation:

*Opinions on the* Consolidated Financial Statements *and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of TD SYNNEX Corporation and subsidiaries (the Company) as of November 30, 2021 and 2020, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended November 30, 2021, and the related notes and financial statement Schedule II - Valuation and Qualifying Accounts (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of November 30, 2021, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of November 30, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended November 30, 2021, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of November 30, 2021 based on criteria established in *Internal Control -*

*Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

The Company acquired Tiger Parent (AP) Corporation during 2021, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of November 30, 2021, Tiger Parent (AP) Corporation's internal control over financial reporting associated with 40% of total assets and 32% of total revenue included in the consolidated financial statements of the Company as of and for the year ended November 30, 2021. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Tiger Parent (AP) Corporation.

*Change in Accounting Principle*

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for leases as of December 1, 2019 due to the adoption of Financial Accounting Standards Board's Accounting Standards Codification Topic 842, *Leases*.

*Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, 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 consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

*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



Table of Contents

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.

*Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated 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 consolidated 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 consolidated 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.

*Sufficiency of audit evidence over revenue*

As discussed in Note 13 to the consolidated financial statements, and presented in the consolidated statements of operations, the Company reported revenue of $31,614,170 thousand for the fiscal year ended November 30, 2021.

We identified the evaluation of the sufficiency of audit evidence over revenue as a critical audit matter. The geographical dispersion of distribution and administrative facilities and employees providing revenue generating services required especially subjective auditor judgment in determining the nature and extent of procedures to perform and in evaluating those procedures.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the nature and extent of procedures to be performed over revenue, including the determination of the locations at which those procedures were to be performed. For certain locations we evaluated the design and tested the operating effectiveness of certain internal controls related to the recognition of revenue. For these locations, we then tested samples of revenue transactions during the year by comparing the amounts recognized by the Company to relevant underlying documentation such as contracts, shipping documents, or other third-party evidence. For other locations we performed a software-assisted analysis to test the relationships among revenues, trade receivables and cash. For these locations we also examined a sample of executed agreements, inspected cash receipts, and re-calculated revenue recognized. We investigated a selection of journal entries that were made by the Company to adjust revenue. We evaluated the sufficiency of the audit evidence obtained over revenue by assessing the results of the procedures performed, including the appropriateness of the determination of locations to perform procedures.

*Fair value of acquired intangible assets*

As discussed in Note 3 to the consolidated financial statements, on September 1, 2021, the Company acquired Tiger Parent (AP) Corporation (referenced herein as Tech Data) in a business combination. As a result of the transaction, the Company acquired a customer relationships intangible asset associated with the generation of future income from Tech Data's existing customers and a trade name intangible asset associated with the value of the Tech Data brand name. The acquisition-date fair value of the customer relationships intangible asset and the trade name intangible asset was $3,860,200 thousand and $1,073,700 thousand, respectively, which included amounts related to the Americas and Europe reportable segments.

We identified the evaluation of the acquisition-date fair value measurement of the aforementioned intangible assets, specifically within the Americas and Europe reportable segments, as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate certain assumptions within the discounted cash flow models used to estimate the acquisition-date fair value of these customer relationships and trade name intangible assets. The discounted cash flow models included the following assumptions for which there was limited observable market

information, and the estimated fair value of the related intangible assets was sensitive to possible changes to these assumptions:

- revenue growth rates
- customer attrition rates
- discount rates.





The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's acquisition-date valuation process, including a control related to the development of market participant assumptions. We evaluated the Company's forecasted revenue growth rates from existing Tech Data customers by comparing forecasted revenue growth assumptions to those of the Company's peers and industry reports. We compared the Company's estimates of forecasted revenue growth to Tech Data's actual results to assess the Company's ability to accurately forecast. We evaluated the relevance and reliability of the historical customer attrition rate through inquiries with Company management, reconciliation of revenue to audited financial statements and trend analysis. We compared the assumptions related to revenue growth rates and customer attrition rates to those of a market participant, including consideration of recent similar market transactions. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- evaluating the customer attrition rates by comparing them to Tech Data's historical customer attrition data
- evaluating the discount rates by (i) comparing the inputs of the weighted average cost of capital to available market data for comparable entities and (ii) evaluating the reasonableness of the inputs and assumptions associated with the weighted average return on assets by assessing the methodology used by the Company and performing an independent analysis
- testing the acquisition-date fair value of the customer relationships and the trade name intangible assets using the Company's cash flow forecast and discount rate and comparing the results to the Company's fair value estimate.

/s/ KPMG LLP
We have served as the Company's auditor since 2012.
Santa Clara, California
January 28, 2022





**TD SYNNEX CORPORATION**

**CONSOLIDATED BALANCE SHEETS**
**(currency and share amounts in thousands, except par value)**

| | November 30, 2021 | November 30, 2020 |
|---|---|---|
| **ASSETS** | | |
| **Current assets:** | | |
| Cash and cash equivalents | $ 993,973 | $ 1,412,016 |
| Accounts receivable, net | 8,310,032 | 2,791,703 |
| Receivables from vendors, net | 1,118,963 | 286,327 |
| Inventories | 6,642,915 | 2,684,076 |

| | | |
|---|---|---|
| Other current assets | 668,261 | 173,940 |
| Current assets of discontinued operations | - | 1,421,065 |
| Total current assets | 17,734,144 | 8,769,127 |
| Property and equipment, net | 483,443 | 157,645 |
| Goodwill | 3,917,276 | 423,885 |
| Intangible assets, net | 4,913,124 | 186,047 |
| Other assets, net | 618,393 | 177,706 |
| Noncurrent assets of discontinued operations | - | 3,754,180 |
| Total assets | $ 27,666,380 | $ 13,468,590 |
| **LIABILITIES AND EQUITY** | | |
| **Current liabilities:** | | |
| Borrowings, current | $ 181,256 | $ 124,958 |
| Accounts payable | 12,034,946 | 3,751,240 |
| Other accrued liabilities | 2,017,253 | 768,054 |
| Current liabilities of discontinued operations | - | 985,840 |
| Total current liabilities | 14,233,455 | 5,630,092 |
| Long-term borrowings | 3,955,176 | 1,496,700 |
| Other long-term liabilities | 556,134 | 130,296 |
| Deferred tax liabilities | 1,015,640 | 5,836 |
| Noncurrent liabilities of discontinued operations | - | 1,866,807 |
| Total liabilities | 19,760,405 | 9,129,730 |
| Commitments and contingencies (Note 18) | | |
| Stockholders' equity: | | |
| Preferred stock, $0.001 par value, 5,000 shares authorized, no shares issued or outstanding | - | - |
| Common stock, $0.001 par value, 200,000 shares authorized, 98,204 and 53,671 shares issued as of November 30, 2021 and 2020, respectively | 98 | 54 |
| Additional paid-in capital | 7,271,337 | 1,591,536 |
| Treasury stock, 2,633 and 2,538 shares as of November 30, 2021 and 2020, respectively | (201,139) | (191,216) |
| Accumulated other comprehensive loss | (336,194) | (194,571 |
| Retained earnings | 1,171,873 | 3,133,058 |
| Total stockholders' equity | 7,905,975 | 4,338,860 |
| Total liabilities and equity | $ 27,666,380 | $ 13,468,590 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF OPERATIONS**
**(currency and share amounts in thousands, except per share amounts)**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Revenue | $ 31,614,169 | $ 19,977,150 | $ 19,069,970 |
| Cost of revenue | (29,724,635) | (18,783,292) | (17,912,711) |
| Gross profit | 1,889,534 | 1,193,858 | 1,157,258 |
| Acquisition, integration and restructuring costs | (112,150) | (7,414) | (981) |
| Selling, general and administrative expenses | ) | (665,102) | (636,849 |

| | | | |
|---|---|---|---|
| Operating income | 623,218 | 521,341 | 519,429 |
| Interest expense and finance charges, net | (157,835) | (79,023) | (74,225 |
| Other income (expense), net | 1,102 | (6,172) | 28,083 |
| Income from continuing operations before income taxes | 466,485 | 436,146 | 473,287 |
| Provision for income taxes | (71,416) | (101,609) | (111,113) |
| Income from continuing operations | 395,069 | 334,538 | 362,174 |
| Income from discontinued operations, net of taxes | - | 194,622 | 138,538 |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Earnings per common share: | | | |
| Basic | | | |
| Continuing operations | $ 6.28 | $ 6.50 | $ 7.08 |
| Discontinued operations | - | 3.78 | 2.71 |
| Net income | $ 6.28 | $ 10.28 | $ 9.79 |
| Diluted | | | |
| Continuing operations | $ 6.24 | $ 6.46 | $ 7.05 |
| Discontinued operations | - | 3.76 | 2.69 |
| Net income | $ 6.24 | $ 10.21 | $ 9.74 |
| Weighted-average common shares outstanding: | | | |
| Basic | 62,239 | 50,900 | 50,669 |
| Diluted | 62,698 | 51,237 | 50,936 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
**(currency in thousands)**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Other comprehensive income (loss): | | | |
| Change in unrealized losses of defined benefit plans, net of taxes of $0, $3,749 and $5,909 for fiscal years ended November 30, 2021, 2020 and 2019, respectively. | - | (8,500) | (27,312 |
| Reclassification of net (gains) losses to net income, net of tax of $0 for fiscal years ended November 30, 2021, 2020 and 2019. | - | (300) | 1,791 |
| Total change in unrealized losses of defined benefit plans, net of taxes | - | (8,800) | (25,521 |
| Unrealized gains (losses) on cash flow hedges during the period, net of tax (expense) benefit of ($2,155), $3,981 and $15,083 for fiscal years ended November 30, 2021, 2020 and 2019, respectively. | 8,747 | (16,405) | (52,714) |
| Reclassification of net (gains) losses on cash flow hedges to net income, net of tax (benefit) expense of ($10,278), ($880) and $3,792 for fiscal years ended November 30, 2021, 2020 and 2019, respectively. | 31,837 | 3,190 | (11,138 |
| Total change in unrealized gains (losses) on cash flow hedges, net of taxes | 40,584 | (13,215) | (63,852) |

| | | | |
|---|---|---|---|
| Foreign currency translation adjustments, net of tax (expense) benefit of ($635), $603 and $1,767 for fiscal years ended November 30, 2021, 2020 and 2019, respectively | (186,020) | 36,521 | 8,539 |
| Other comprehensive income (loss) | (145,436) | 14,506 | (80,834) |
| Comprehensive income | $ 249,633 | $ 543,666 | $ 419,87 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**
**(currency and share amounts in thousands)**

| | Common stock | | | Treasury stock | | | | |
|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Additional paid-in capital | Shares | Amount | Accumulated other comprehensive income (loss) | Retained earnings | Total stockholders' equity |
| Balances, November 30, 2018 | 52,861 | $ 53 | $1,512,201 | 2,167 | $(149,533) | $ (126,288) | $ 2,198,621 | $ 3,435,054 |
| Share-based compensation | - | - | 27,959 | - | - | - | - | 27,959 |
| Issuance of common stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes | 293 | - | 5,367 | 72 | (7,911) | - | - | (2,544) |
| Repurchases of common stock | - | - | - | 160 | (15,184) | - | - | (15,184) |
| Cash dividends declared | - | - | - | - | - | - | (76,607) | (76,607) |
| Other comprehensive income (loss) | - | - | - | - | - | (80,834) | - | (80,834) |
| Cumulative effect of changes in accounting principles | - | - | - | - | - | (1,955) | 1,955 | - |
| Stock issuance costs (related to the Convergys acquisition in fiscal year 2018) | - | - | (107) | - | - | - | - | (107) |
| Net income | - | - | - | - | - | - | 500,712 | 500,712 |
| Balances, November 30, 2019 | 53,154 | 53 | 1,545,421 | 2,399 | (172,627) | (209,077) | 2,624,680 | 3,788,450 |
| Share-based compensation | - | - | 33,202 | - | - | - | - | 33,202 |
| Issuance of common stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes | 517 | 1 | 12,913 | 104 | (15,184) | - | - | (2,270) |
| Repurchases of common stock | - | - | - | 35 | (3,405) | - | - | (3,405) |
| Cash dividends declared | - | - | - | - | - | - | (20,782) | (20,782) |
| Other comprehensive income (loss) | - | - | - | - | - | 14,506 | - | 14,506 |
| Net income | - | - | - | - | - | - | 529,160 | 529,160 |
| Balances, November 30, 2020 | 53,671 | 54 | 1,591,536 | 2,538 | (191,216) | (194,571) | 3,133,058 | 4,338,860 |
| Separation of Concentrix | - | - | - | - | - | 3,813 | (2,305,982) | (2,302,169) |
| Share-based compensation | - | - | 53,192 | - | - | - | - | 53,192 |
| Issuance of common stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes | 533 | - | 12,789 | 95 | (9,923) | - | - | 2,866 |
| Cash dividends declared | - | - | - | - | - | - | (50,272) | (50,272) |
| Other comprehensive income (loss) | - | - | - | - | - | (145,436) | - | (145,436) |
| Issuance of common stock on Tech Data merger, net of issuance costs | 44,000 | 44 | 5,613,820 | - | - | - | - | 5,613,864 |
| Net income | - | - | - | - | - | - | 395,069 | 395,069 |
| Balances, November 30, 2021 | 98,204 | $ 98 | $7,271,337 | 2,633 | $(201,139) | $ (336,194) | $ 1,171,873 | $ 7,905,975 |

(Amounts may not add due to rounding)

The accompanying Notes are an integral part of these Consolidated Financial Statements.



Table of Contents

**TD SYNNEX CORPORATION**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(currency in thousands)**

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | **2021** | **2020** | **2019** |
| **Cash flows from operating activities:** | | | |
| Net income | $ 395,069 | $ 529,160 | $ 500,712 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 151,664 | 341,637 | 372,108 |
| Share-based compensation | 53,192 | 33,202 | 27,959 |
| Provision for doubtful accounts | (7,544) | 49,281 | 34,911 |
| Deferred income taxes | (322) | (48,992) | (18,189) |
| Contingent consideration | - | - | (19,034) |
| Unrealized foreign exchange losses | 6,480 | 6,406 | 1,521 |
| Impairment of long-lived assets | 22,166 | - | - |
| Convertible debt conversion option fair value and extinguishment losses | - | - | 1,559 |
| Other | 2,629 | 12,158 | 9,719 |
| Changes in operating assets and liabilities, net of the impact of Concentrix separation and acquisition of businesses: | | | |
| Accounts receivable, net | (517,224) | 12,691 | (326,681) |
| Receivables from vendors, net | (113,602) | 79,842 | (26,389) |
| Inventories | (1,030,110) | (128,786) | (153,134) |
| Accounts payable | 1,854,887 | 685,014 | 98,392 |
| Other operating assets and liabilities | (7,498) | 262,753 | 46,465 |
| Net cash provided by operating activities | 809,787 | 1,834,366 | 549,919 |
| **Cash flows from investing activities:** | | | |
| Purchases of property and equipment | (54,892) | (197,965) | (137,423) |
| Acquisition of businesses, net of cash acquired | (907,093) | (5,560) | (9,427) |
| Other | 9,637 | (5,970) | 13 |
| Net cash used in investing activities | (952,348) | (209,495) | (146,837) |
| **Cash flows from financing activities:** | | | |
| Proceeds from borrowings | 775,552 | 5,157,157 | 7,503,598 |
| Repayments of borrowings | (3,425,002) | (5,411,247) | (8,024,961) |
| Dividends paid | (50,272) | (20,782) | (76,607) |
| Increase (decrease) in book overdraft | 566 | (2,627) | (1,908) |
| Repurchases of common stock | - | (3,405) | (15,184) |
| Proceeds from issuance of common stock | 12,789 | 12,913 | 5,367 |
| Repurchases of common stock for tax withholdings on equity awards | (9,923) | (15,184) | (7,911) |
| Net transfer of cash and cash equivalents to Concentrix | (149,948) | - | - |
| Settlement of contingent consideration | - | - | (13,966) |
| Proceeds from issuance of Bonds | 2,500,000 | - | - |
| Cash paid for debt issuance costs | (42,254) | (8,521) | (22) |
| Other | (4,128) | - | (107) |
| Net cash used in financing activities | (392,620) | (291,696) | (631,701) |
| Effect of exchange rate changes on cash, cash equivalents and restricted cash | (38,776) | 4,545 | (2,265) |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (573,957) | 1,337,721 | (230,884) |
| Cash, cash equivalents and restricted cash at beginning of year | 1,568,870 | 231,149 | 462,033 |
| Cash, cash equivalents and restricted cash at end of year | $ 994,913 | $ 1,568,870 | $ 231,149 |
| **Supplemental disclosures of cash flow information:** | | | |
| Interest paid on borrowings | $ 116,983 | $ 120,896 | $ 156,261 |
| Income taxes paid | $ 173,547 | $ 179,707 | $ 236,493 |
| **Supplemental disclosure of non-cash investing and financing activities:** | | | |
| Issuance of stock to acquire business | $ 5,614,400 | - | - |
| Net assets transferred to Concentrix | $ 2,322,598 | - | - |

(Amounts may not add due to rounding)
The accompanying Notes are an integral part of these Consolidated Financial Statements.





**TD SYNNEX CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**
**(currency and share amounts in thousands unless otherwise noted, except per share amounts)**

## NOTE 1-ORGANIZATION AND BASIS OF PRESENTATION:

TD SYNNEX Corporation (together with its subsidiaries, herein referred to as "SYNNEX", "TD SYNNEX" or the "Company") is a leading global provider of a comprehensive range of distribution, systems design and integration solutions for the technology industry, headquartered in Fremont, California and Clearwater, Florida and has operations in North and South America, Europe and Asia-Pacific and Japan.

On December 1, 2020, the Company completed the previously announced separation of its customer experience services business (the "Separation"), in a tax-free transaction for federal income tax purposes, which was accomplished by the distribution of one hundred percent of the outstanding common stock of Concentrix Corporation ("Concentrix"). SYNNEX stockholders received one share of Concentrix common stock for every share of SYNNEX common stock held at the close of business on the record date. The Company distributed 51,602 shares of Concentrix common stock to its stockholders. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, SYNNEX does not beneficially own any shares of Concentrix' common stock. Beginning December 1, 2020, the Company no longer consolidates Concentrix within its financial results or reflects the financial results of Concentrix within its continuing results of operations.

The financial results of Concentrix for the years ended November 30, 2020 and 2019 are presented as income from discontinued operations, net of taxes on the Consolidated Statements of Operations and its assets and liabilities as of November 30, 2020 are presented as discontinued operations in the Consolidated Balance Sheets. The historical statements of comprehensive income, cash flows and the balances in stockholders' equity have not been revised to reflect the effect of the Separation. For further information on discontinued operations, see Note 5 - Discontinued Operations. Unless noted otherwise, discussion in the Notes to the Consolidated Financial Statements pertain to continuing operations.

In connection with the Separation, the Company and Concentrix have entered into a separation and distribution agreement as well as various other agreements that provide a framework for the relationships between the parties going forward, including among others an employee matters agreement, a tax matters agreement, and a commercial agreement, pursuant to which Concentrix will continue to provide services to SYNNEX following the Separation.

On March 22, 2021, SYNNEX entered into an agreement and plan of merger (the "Merger Agreement") which provided that legacy SYNNEX Corporation would acquire legacy Tech Data Corporation, a Florida corporation ("Tech Data") through a series of mergers, which would result in Tech Data becoming an indirect subsidiary of TD SYNNEX Corporation. (collectively, the "Merger"). On September 1, 2021, pursuant to the terms of the Merger Agreement, the Company acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for consideration of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation's sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX valued at approximately $5.61 billion. The combined company is referred to as TD SYNNEX. References to the "Company" indicate TD SYNNEX for periods after the Merger and SYNNEX for periods prior to the Merger.

Certain columns and rows may not add due to the use of rounded numbers.

## NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

### Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. The Company evaluates these estimates on a regular basis and bases them on historical experience and on various assumptions that the Company believes are reasonable. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and work force participation and created volatility and disruption of financial markets, the impact of which was most acute during the second quarter of fiscal year 2020. Despite improvements in the global economy since the onset of the pandemic, the emergence of the Delta and Omicron variants and other mutations bring uncertainty to continued economic recovery. As a result, the Company cannot at this time accurately predict what effects these conditions will have on its operations and financial condition, including due to the uncertainties relating to the severity and duration of the pandemic, the effect on its customers and customer demand and the length of the restrictions and closures imposed by various governments. Consequently, many of the estimates and assumptions required increased judgment and carry a higher degree of variability and volatility. As events continue to



Table of Contents

evolve and additional information becomes available, these estimates may change in future periods. Actual results could differ from the estimates.

**Principles of consolidation**

The Consolidated Financial Statements include the accounts of the Company, its wholly-owned subsidiaries, majority-owned subsidiaries in which no substantive participating rights are held by minority stockholders and variable interest entities if the Company is the primary beneficiary. All intercompany accounts and transactions have been eliminated.

The Consolidated Financial Statements include 100% of the assets and liabilities of majority-owned subsidiaries. Investments in 20% through 50% owned affiliated companies are accounted under the equity method where the Company exercises significant influence over operating and financial affairs of the investee and is not the primary beneficiary. Investments in less than 20% owned companies, where the Company does not have significant influence, are recorded at cost or fair value based on whether the equity securities have readily determinable fair values.

**Segment reporting**

Operating segments are based on components of the Company that engage in business activity that earn revenue and incur expenses and (a) whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about resource allocation and performance and (b) for which discrete financial information is available.

Prior to the Separation, the Company had two reportable segments: Technology Solutions and Concentrix. After giving effect to the Separation of the Concentrix segment, the Company operated with one reportable segment: Technology Solutions. After completion of the Merger, the Company reviewed its reportable segments as there was a change in its chief executive officer, who is also the Company's chief operating decision maker. The Company's chief operating decision maker has a leadership structure aligned with the geographic locations of the Americas, Europe and Asia-Pacific and Japan ("APJ") and reviews and allocates resources based on these geographic locations. As a result, as of September 1, 2021 the Company began operating in three reportable segments based on its geographic locations: the Americas, Europe and APJ.

**Cash and cash equivalents**

The Company considers all highly liquid debt instruments purchased with an original maturity or remaining maturity at the date of purchase of three months or less to be cash equivalents. Cash equivalents consist principally of money market deposit accounts and money market funds that are stated at cost, which approximates fair value. The

Company is exposed to credit risk in the event of default by financial institutions to the extent that cash balances with financial institutions are in excess of amounts that are insured.

**Accounts receivable**

The Company maintains an allowance for doubtful accounts as an estimate to cover the future expected credit losses resulting from uncertainty regarding collections from customers or original equipment manufacturer ("OEM") vendors to make payments for outstanding balances. In estimating the required allowance, the Company takes into consideration historical credit losses, current conditions and reasonable and supportable forecasts. Adjustments to historical loss information are made for differences in current conditions as well as changes in forecasted macroeconomic conditions, such as changes in unemployment rates or gross domestic product growth. Expected credit losses are estimated on a pool basis when similar risk characteristics exist using an age-based reserve model. Receivables that do not share risk characteristics are evaluated on an individual basis.

The Company has uncommitted supply-chain financing programs with global financial institutions under which trade accounts receivable of certain customers and their affiliates may be acquired, without recourse, by the financial institutions. Available capacity under these programs is dependent on the level of the Company's trade accounts receivable with these customers and the financial institutions' willingness to purchase such receivables. In addition, certain of these programs also require that the Company continue to service, administer and collect the sold accounts receivable. As of November 30, 2021, and 2020, accounts receivable sold to and held by the financial institutions under these programs were $759,884 and $15,572, respectively. Discount fees related to the sale of trade accounts receivable under these facilities are included in "Interest expense and finance charges, net" in the Consolidated Statements of Operations. During the fiscal years ended November 30, 2021, 2020 and 2019, discount fees were $4,669, $3,176 and $2,256, respectively.

**Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is computed based on the weighted-average method. Inventories are comprised of finished goods and work-in-process. Finished goods include products purchased for resale, system components purchased for both resale and for use in the Company's systems design and integration business and completed systems. Work-in-process inventories are not material to the Consolidated Financial Statements.



Table of Contents

**Derivative Financial Instruments**

The Company accounts for its derivative instruments as either assets or liabilities and carries them at fair value.

For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the gain or loss on the derivative instrument is reported as a component of "Accumulated other comprehensive income (loss)" in stockholders' equity and reclassified into earnings in the same line associated with the hedged transactions, in the same period or periods during which the hedged transaction affects earnings. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

For derivative instruments that are not designated as hedges, gains and losses resulting from changes in fair value on derivative instruments are reported in the Consolidated Statements of Operations in the current period.

**Property and equipment**

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method based upon the shorter of the estimated useful lives of the assets, or the lease term of the respective assets, if applicable. Maintenance and repairs are charged to expense as incurred, and improvements are capitalized. When assets are retired or otherwise disposed of, the cost and

accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in operations in the period realized.

The Company's capitalized software has been obtained or developed for internal use only. Development and acquisition costs are capitalized for computer software only when management authorizes and commits to funding a computer software project through the approval of a capital expenditure requisition, and the software project is either for the development of new software, to increase the life of existing software or to add significantly to the functionality of existing software. Once these requirements have been met, capitalization would begin at the point that conceptual formulation, evaluation, design and testing of possible software project alternatives have been completed. Capitalization ceases when the software project is substantially complete and ready for its intended use.

The ranges of estimated useful lives for property and equipment categories are as follows:

| | |
|---|---|
| Equipment and Furniture | 3 - 10 years |
| Software | 3 - 7 years |
| Leasehold improvements | 2 - 15 years |
| Buildings and building improvements | 10 - 40 years |

**Business Combinations**

The purchase price is allocated to the assets acquired, liabilities assumed, and noncontrolling interests in the acquired entity generally based on their fair values at the acquisition date. The excess of the fair value of purchase consideration over the fair value of these assets acquired, liabilities assumed and noncontrolling interests in the acquired entity is recorded as goodwill. The primary items that generate goodwill include the value of the synergies between the acquired entity and the Company and the value of the acquired assembled workforce, neither of which qualify for recognition as an intangible asset. Amounts recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available. The Company includes the results of operations of the acquired business in the Consolidated Financial Statements prospectively from the date of acquisition. Acquisition-related charges are recognized separately from the business combination and are expensed as incurred. These charges primarily include direct third-party professional and legal fees, and integration-related costs.

**Goodwill and intangible assets**

The values assigned to intangible assets include estimates and judgment regarding expectations for the length of customer relationships acquired in a business combination. Included within intangible assets is an indefinite lived trade names intangible asset. Indefinite lived intangible assets are tested for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Other purchased intangible assets are amortized over the useful lives based on estimates of the use of the economic benefit of the asset or on the straight-line amortization method.

The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination and tests for impairment annually in the fourth quarter or more frequently if events or changes in circumstances indicate that it may be impaired. Goodwill is tested for impairment at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. The factors that are considered in the qualitative analysis include macroeconomic conditions, industry and market considerations, cost factors such as



Table of Contents

increases in product cost, labor, or other costs that would have a negative effect on earnings and cash flows; and other relevant entity-specific events and information.

If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. The assumptions used in the market approach are based on the value of a business through an analysis of sales and other multiples of guideline companies and recent sales or offerings of a comparable entity. The assumptions used in

the discounted cash flow approach are based on historical and forecasted revenue, operating costs, future economic conditions, and other relevant factors. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value and the excess is recognized as an impairment loss. No goodwill impairment has been identified for any of the years presented.

Definite-lived intangible assets consist primarily of customer relationships and lists, vendor lists and other intangible assets. Amortization is based on the pattern in which the economic benefits of the intangible assets will be consumed or on a straight-line basis when the consumption pattern is not apparent over the following useful lives:

| | |
|---|---|
| Customer relationships and lists | 4 - 15 years |
| Vendor lists | 10 years |
| Other intangible assets | 1 - 10 years |

**Impairment of long-lived assets**

The Company reviews the recoverability of its long-lived assets, such as definite-lived intangible assets, property and equipment and certain other assets, when events or changes in circumstances occur that indicate the carrying value of the asset or asset group may not be recoverable. The assessment of possible impairment is based on the Company's ability to recover the carrying value of the asset or asset group from the expected future pre-tax cash flows, undiscounted and without interest charges, of the related operations. If these cash flows are less than the carrying value of such assets, an impairment loss is recognized for the difference between estimated fair value and carrying value.

**Leases**

The Company enters into leases as a lessee for property and equipment in the ordinary course of business. When procuring goods or services, or upon entering into a contract with its customers, the Company determines whether an arrangement contains a lease at its inception. As part of that evaluation, the Company considers whether there is an implicitly or explicitly identified asset in the arrangement and whether the Company, as the lessee, or the customer, if the Company is the lessor, has the right to control the use of that asset. Effective December 1, 2019, when the Company is the lessee, all leases with a term of more than 12 months are recognized as right-of-use ("ROU") assets and associated lease liabilities in the Consolidated Balance Sheet. Lease liabilities are recorded at the lease commencement date and determined using the present value of the lease payments not yet paid, at the Company's incremental borrowing rate, which approximates the rate at which the Company would borrow on a secured basis in the country where the lease was executed. The interest rate implicit in the lease is generally not determinable in transactions where the Company is the lessee. The ROU asset equals the lease liability adjusted for any initial direct costs, prepaid rent and lease incentives. The Company's variable lease payments generally relate to payments tied to various indexes, non-lease components and payments above a contractual minimum fixed amount.

Operating leases are included in other assets, net, other accrued liabilities and other long-term liabilities in the Consolidated Balance Sheet. Substantially all of the Company's leases are classified as operating leases and the Company's finance leases are not material. The lease term includes options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The Company made a policy election to not recognize leases with a lease term of 12 months or less in the Consolidated Balance Sheet. Lease expenses are recorded within selling, general, and administrative expenses in the Consolidated Statements of Operations. Operating lease payments are presented within "Cash flows from operating activities" in the Consolidated Statements of Cash Flows.

**Concentration of credit risk**

Financial instruments that potentially subject the Company to significant concentration of credit risk consist principally of cash and cash equivalents, accounts receivable, receivables from vendors and derivative instruments.

The Company's cash and cash equivalents and derivative instruments are transacted and maintained with financial institutions with high credit standing, and their compositions and maturities are regularly monitored by management. Through November 30, 2021, the Company has not experienced any material credit losses on such deposits and derivative instruments.

Accounts receivable include amounts due from customers, including related party customers. Receivables from vendors, net, includes amounts due from OEM vendors primarily in the technology industry. The Company

performs ongoing credit evaluations of its customers' financial condition and limits the amount of credit extended when deemed necessary, but generally requires no collateral. The Company also maintains allowances for potential credit losses. In estimating the required allowances, the Company





takes into consideration the overall quality and aging of its receivable portfolio, the existence of credit insurance and specifically identified customer and vendor risks. The Company also considers risks attributed to COVID-19 in establishing the required allowances.

One customer accounted for 17%, 23% and 24% of the Company's total revenue in fiscal years 2021, 2020 and 2019, respectively. Products purchased from the Company's largest OEM supplier, HP Inc., accounted for approximately 12%, 15% and 14% of the Company's total revenue during fiscal years 2021, 2020 and 2019, respectively.

As of November 30, 2021, no single customer comprised more than 10% of the consolidated accounts receivable balance. As of November 30, 2020, one customer comprised 15% of the consolidated accounts receivable balance.

**Book overdrafts**

Book overdrafts, representing checks issued in excess of balances on deposit in the applicable bank accounts and which have not been paid by the applicable bank at the balance sheet date are classified as "Borrowings, current" in the Company's Consolidated Balance Sheets. Under the terms of the Company's banking arrangements, the respective financial institutions are not legally obligated to honor the book overdraft balances. The Company's policy is to report the change in book overdrafts as a financing activity in the Consolidated Statements of Cash Flows.

**Revenue recognition**

The Company generates revenue primarily from the sale of various IT products.

The Company recognizes revenues from the sale of IT hardware and software as control is transferred to customers, which is at the point in time when the product is shipped or delivered. The Company accounts for a contract with a customer when it has written approval, the contract is committed, the rights of the parties, including payment terms, are identified, the contract has commercial substance and consideration is probable of collection. Binding purchase orders from customers together with agreement to the Company's terms and conditions of sale by way of an executed agreement or other signed documents are considered to be the contract with a customer. Products sold by the Company are delivered via shipment from the Company's facilities, drop-shipment directly from the vendor, or by electronic delivery of software products. In situations where arrangements include customer acceptance provisions, revenue is recognized when the Company can objectively verify the products comply with specifications underlying acceptance and the customer has control of the products. Revenue is presented net of taxes collected from customers and remitted to government authorities. The Company generally invoices a customer upon shipment, or in accordance with specific contractual provisions. Payments are due as per contract terms and do not contain a significant financing component. Service revenues represents less than 10% of the total revenue for the periods presented.

Provisions for sales returns and allowances are estimated based on historical data and are recorded concurrently with the recognition of revenue. A liability is recorded at the time of sale for estimated product returns based upon historical experience and an asset is recognized for the amount expected to be recorded in inventory upon product return. These provisions are reviewed and adjusted periodically by the Company. Revenue is reduced for early payment discounts and volume incentive rebates offered to customers, which are considered variable consideration, at the time of sale based on an evaluation of the contract terms and historical experience.

The Company recognizes revenue on a net basis on certain contracts, where the Company's performance obligation is to arrange for the products or services to be provided by another party or the rendering of logistics services for the delivery of inventory for which the Company does not assume the risks and rewards of ownership, by recognizing

the margins earned in revenue with no associated cost of revenue. Such arrangements include supplier service contracts, post-contract software support services and extended warranty contracts.

The Company considers shipping and handling activities as costs to fulfill the sale of products. Shipping revenue is included in revenue when control of the product is transferred to the customer, and the related shipping and handling costs are included in cost of revenue.

The Company disaggregates its operating segment revenue by geography, which the Company believes provides a meaningful depiction of the nature of its revenue. Disaggregated revenue disclosure is presented in Note 13 - Segment Information.

**Cost of Revenue**

Cost of revenue includes the product price paid to OEM suppliers, net of any incentives, rebates, price protection and purchase discounts received from the OEM suppliers. Cost of revenue also consists of provisions for inventory losses and write-downs, shipping and handling costs and royalties due to OEM vendors. In addition, cost of revenue includes the cost of materials, labor and overhead and warranty for design and integration activities.



Table of Contents

**Selling, General and Administrative expenses**

Selling, general and administrative expenses are charged to income as incurred. Expenses of promoting and selling products and services are classified as selling expense and include such items as compensation, sales commissions and travel. General and administrative expenses include such items as compensation, cost of warehouse, delivery centers and other non-integration facilities, legal and professional costs, office supplies, non-income taxes, insurance and utility expenses. In addition, selling, general and administrative expenses include other operating items such as allowances for credit losses, depreciation and amortization of intangible assets.

**OEM supplier programs**

Funds received from OEM suppliers for volume promotion programs, price protection and product rebates are recorded as adjustments to cost of revenue and/or the carrying value of inventories, as appropriate. Where there is a binding agreement, the Company tracks vendor promotional programs for volume discounts on a program-by-program basis and records them as a reduction to cost of revenue based on a systematic and rational allocation. The Company monitors the balances of vendor receivables on a quarterly basis and adjusts the balances due for differences between expected and actual sales volume. Vendor receivables are generally collected through reductions authorized by the vendor to accounts payable. Funds received for specific marketing and infrastructure reimbursements, net of related costs, are recorded as adjustments to “Selling, general and administrative expenses,” and any excess reimbursement amount is recorded as an adjustment to cost of revenue.

**Royalties**

The Company’s software product purchases include products licensed from OEM vendors, which are subsequently distributed to resellers. Royalties to OEM vendors are accrued and recorded in cost of revenue when software products are shipped and revenue is recognized.

**Warranties**

The Company’s OEM suppliers generally warrant the products distributed by the Company and allow returns of defective products. The Company generally does not independently warrant the products it distributes; however, the Company does warrant the following: (1) products that it builds to order from components purchased from other sources, (2) services with regard to products integrated for its customers; and (3) products sold in countries where the Company is responsible for defective product as a matter of law. The time period required by law in certain countries exceeds the warranty period provided by the manufacturer. The Company is obligated to provide warranty protection for sales of certain IT products within the European Union (“EU”) for up to two years as required under

the EU directive where vendors have not affirmatively agreed to provide pass-through protection. Warranty expense and the accrual for warranty costs were not material to the Company's Consolidated Financial Statements for any of the periods presented.

**Advertising**

Costs related to advertising and product promotion expenditures are charged to "Selling, general and administrative expenses" as incurred and are primarily offset by OEM marketing reimbursements. Net costs related to advertising and promotion expenditures were not material to the Company's Consolidated Financial Statements for any of the periods presented.

**Income taxes**

The asset and liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements using enacted tax rates and laws that will be in effect when the difference is expected to reverse. Tax on global low-taxed intangible income is accounted for as a current expense in the period in which the income is includable in a tax return using the "period cost" method. Valuation allowances are provided against deferred tax assets that are not likely to be realized.

The Company recognizes tax benefits from uncertain tax positions only if that tax position is more likely than not to be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes.

**Foreign currency translations**

The financial statements of the Company's international subsidiaries whose functional currencies are the local currencies are translated into U.S. dollars for consolidation as follows: assets and liabilities at the exchange rate as of the balance sheet date, stockholders' equity at the historical rates of exchange, and income and expense amounts at the average exchange rate for the month. Translation adjustments resulting from the translation of the subsidiaries' accounts are included in "Accumulated other comprehensive



Table of Contents

income (loss)" in stockholders' equity. Transactions denominated in currencies other than the applicable functional currency are converted to the functional currency at the exchange rate on the transaction date. At period end, monetary assets and liabilities are remeasured to the functional currency using exchange rates in effect at thebalance sheet date. Non-monetary assets and liabilities are remeasured at historical exchange rates. Gains and losses resulting from foreign currency transactions are included in earnings within "Cost of revenue" and "Other income (expense), net."

**Comprehensive income**

Comprehensive income is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. The primary components of comprehensive income for the Company include net income, foreign currency translation adjustments arising from the consolidation of the Company's international subsidiaries and unrealized gains and losses on cash flow hedges.

**Share-based compensation**

The Company accounts for share-based payment transactions in which the Company receives services in exchange for equity instruments of the Company. Share-based compensation cost for stock options, restricted stock awards and units, performance-based restricted stock units and employee stock purchase plans is determined based on the fair value at the measurement date. The Company recognizes share-based compensation cost as expense for awards

other than its performance-based restricted stock units ratably on a straight-line basis over the requisite service period. The Company recognizes share-based compensation cost associated with its performance-based restricted stock units over the requisite service period if it is probable that the performance conditions will be satisfied. The Company accounts for expense reductions that result from the forfeiture of unvested awards in the period that the forfeitures occur.

**Earnings per common share**

Earnings per share is calculated using the two-class method. The two-class method is an earnings allocation proportional to the respective ownership among holders of common stock and participating securities. Basic earnings per common share is computed by dividing net income attributable to the Company's common stockholders by the weighted-average of common shares outstanding during the period. Diluted earnings per common share also considers the dilutive effect of in-the-money stock options and restricted stock units, calculated using the treasury stock method.

**Treasury Stock**

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

**Reclassifications**

Certain reclassifications have been made to prior period amounts in the Consolidated Financial Statements to conform to the current period presentation. These reclassifications did not have a material impact on previously reported amounts.

**Recently adopted accounting pronouncements**

In August 2018, the Financial Accounting Standard Board ("FASB") issued new guidance to add, remove, and clarify disclosure requirements related to defined benefit pension and other postretirement plans. The amendment requires the Company to disclose the weighted-average interest crediting rates used in cash balance pension plans. It also requires the Company to disclose the reasons for significant changes in the benefit obligation or plan assets including significant gains and losses affecting the benefit obligation for the period. The adoption of this new guidance did not have a material impact on the Company's Consolidated Financial Statements.

In August 2018, the FASB issued guidance to improve the effectiveness of fair value measurement disclosures by removing or modifying certain disclosure requirements and adding other requirements. Certain amendments should be applied prospectively, while all other amendments should be applied retrospectively to all periods presented. This guidance was applicable to the Company at the beginning of fiscal year 2021 and its adoption did not have a material impact on the Company's Consolidated Financial Statements.

In June 2016, the FASB issued a new credit loss standard to replace the incurred loss impairment methodology. The new impairment model requires immediate recognition of estimated credit losses expected to occur for most financial assets and certain other instruments. This new standard is to be adopted by way of a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. This guidance was applicable to the Company at the beginning of fiscal year 2021 and its adoption did not have a material impact on the Company's Consolidated Financial Statements.

**Recently issued accounting pronouncements**

In October 2021, the FASB issued new guidance which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "*Revenue from*

*Contracts with Customers.*" Generally, this new guidance will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. Historically, such amounts were recognized by the acquirer at fair value in acquisition accounting. The guidance is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years (the fiscal quarter ending February 28, 2023 for the Company), and should be applied prospectively to acquisitions occurring on or after the effective date. Early adoption is permitted. The Company has not yet adopted this standard and will evaluate the impact of the new standard on future acquisitions.

In March 2020, the FASB issued optional guidance for a limited time to ease the potential burden in accounting for or recognizing the effects of reference rate reform, particularly, the risk of cessation of the London Interbank Offered Rate ("LIBOR") on financial reporting. The guidance provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments are elective and are effective upon issuance for all entities through December 31, 2022. The Company does not currently expect any material impacts from the adoption of this new guidance.

In December 2019, the FASB issued new guidance that simplifies the accounting for income taxes. The guidance is effective for annual reporting periods beginning after December 15, 2020, and interim periods within those reporting periods. Certain amendments should be applied prospectively, while other amendments should be applied retrospectively to all periods presented. The Company does not currently expect any material impacts from the adoption of this new guidance.

**NOTE 3-ACQUISITIONS:**

***Tech Data Merger***

On September 1, 2021, pursuant to the terms of the Merger Agreement, the Company acquired all the outstanding shares of common stock of Tiger Parent (AP) Corporation, the parent corporation of Tech Data, for an aggregate purchase price of $7.22 billion, comprised of $1.61 billion in cash ($1.11 billion in cash after giving effect to a $500 million equity contribution by Tiger Parent Holdings, L.P., Tiger Parent (AP) Corporation's sole stockholder and an affiliate of Apollo Global Management, Inc., to Tiger Parent (AP) Corporation prior to the effective time of the Merger) and 44 million shares of common stock of SYNNEX, valued at approximately $5.61 billion based on the closing price of the Company's common stock on September 1, 2021. The Merger created a leading global distributor and solutions aggregator for the IT ecosystem. The Company used the net proceeds from the issuance of new Senior Notes, borrowings under its new credit agreement and cash on hand to fund the above payments. Additionally, the Company repaid the majority of Tech Data's outstanding debt after the Merger, including approximately $2.4 billion outstanding under Tech Data's existing Asset-Based Credit Agreement and approximately $0.2 billion of outstanding Tech Data Senior Notes.

The Company has accounted for the Merger as a business combination and allocated the purchase price to the estimated fair values of Tiger Parent (AP) Corporation's assets acquired and liabilities assumed. As the Merger occurred during the fourth quarter of the Company's fiscal year, the Company has not yet completed its evaluation and determination of certain assets acquired and liabilities assumed, primarily (i) the final assessment and valuation of certain assets acquired and liabilities assumed, including accounts receivable, receivables from vendors, inventory, accrued expenses and other liabilities and (ii) the final assessment and valuation of certain income tax amounts. Therefore, the final fair values of the assets and liabilities may vary from the Company's preliminary estimates.

The preliminary allocation of the purchase price is as follows:



Table of Contents

| **Purchase price allocation:** | **Fair Value** |
|---|---|
| Cash and cash equivalents | $ 702,907 |
| Accounts receivable, net | 5,150,725 |
| Receivables from vendors, net | 730,639 |

| | |
|---|---|
| Inventories | 2,993,239 |
| Other current assets | 394,101 |
| Property and equipment | 347,532 |
| Goodwill | 3,544,585 |
| Intangible assets | 4,933,900 |
| Other assets | 474,000 |
| Total assets | 19,271,628 |
| Borrowings, current | 493,076 |
| Accounts payable | 6,611,817 |
| Other accrued liabilities | 1,246,415 |
| Long-term borrowings | 2,218,672 |
| Other long-term liabilities | 416,229 |
| Deferred tax liabilities | 1,061,019 |
| Total liabilities | 12,047,228 |
| Purchase consideration | $ 7,224,400 |

The allocation of the value of identifiable intangible assets is as follows:

| | Fair value | Weighted average useful life |
|---|---|---|
| Customer relationships | $ 3,860,200 | 14 years |
| Trade name | 1,073,700 | Indefinite lived |
| Total intangibles acquired | $ 4,933,900 | |

Goodwill is the excess of the consideration transferred over the net assets recognized and primarily represents future economic benefits arising from assets acquired that are not individually identified and separately recognized, including synergies inherent in the acquired business, of which approximately $500 million is expected to be deductible for tax purposes.

Included within the Company's Consolidated Statement of Operations are estimated revenues for the year ended November 30, 2021, of approximately $10.0 billion from Tech Data subsequent to the acquisition date of September 1, 2021. As the Company began integrating certain sales and other functions after the closing of the acquisition, these amounts represent an estimate of the Tech Data revenues for the fiscal year ended November 30, 2021. It is not necessarily indicative of how the Tech Data operations would have performed on a stand-alone basis. As a result of certain integration activities subsequent to the date of acquisition, it is impracticable to disclose net income from Tech Data for the period subsequent to the acquisition date.

The following table presents unaudited supplemental pro forma information as if the Merger had occurred at the beginning of fiscal 2020, after giving effect to certain adjustments related to the transaction. The pro forma results exclude any benefits that may result from potential cost savings and certain non-recurring costs. As a result, the pro forma information below does not purport to present what actual results would have been had the Merger been consummated on the date indicated and it is not necessarily indicative of the results of operations that may result in the future.

| | (Unaudited) Years Ended November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Revenue | $ 60,623,568 | $ 55,974,478 |
| Income from continuing operations attributable to TD SYNNEX Corporation | 519,688 | 349,356 |

Adjustments reflected in the pro forma results include the following:

- Amortization of acquired intangible assets
- Interest costs associated with the Merger
- Removal of certain non-recurring transaction costs of $22.3 million and non-recurring financing costs of $47.0 million

- Tax effects of adjustments based on an estimated statutory tax rate



Table of Contents

**NOTE 4-ACQUISITION, INTEGRATION AND RESTRUCTURING EXPENSES:**

Acquisition, integration and restructuring costs are primarily comprised of costs related to the Merger, costs related to the Global Business Optimization 2 Program initiated by Tech Data prior to the Merger (the "GBO 2 Program") and costs related to the Separation.

*The Merger*

The Company incurred acquisition, integration and restructuring costs related to the completion of the Merger, including professional services costs, personnel and other costs, an impairment of long-lived assets and stock-based compensation expense. Professional services costs are primarily comprised of legal expenses and tax and other consulting services. Personnel and other costs are primarily comprised of costs related to the settlement of certain outstanding long-term cash incentive awards for Tech Data upon closing of the Merger, retention and other bonuses, as well as severance costs. Impairment of long-lived assets relates to a charge of $22.2 million recorded for the write-off of capitalized costs associated with Tech Data's tdONE program in conjunction with the decision to consolidate certain IT systems. Stock-based compensation expense primarily relates to costs associated with the conversion of certain Tech Data performance-based equity awards issued prior to the Merger into restricted stock units of TD SYNNEX (refer to Note 6 - Share Based Compensation for further information) and expenses for certain restricted stock awards issued in conjunction with the Merger.

To date, acquisition and integration expenses related to the Merger were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|
| Professional services costs | $ 22,288 |
| Personnel and other costs | 33,716 |
| Impairment of long-lived assets | 22,166 |
| Stock-based compensation | 20,113 |
| Total | $ 98,283 |

*GBO 2 Program*

Prior to the Merger, Tech Data implemented its GBO 2 Program that includes investments to optimize and standardize processes and apply data and analytics to be more agile in a rapidly evolving environment, increasing productivity, profitability and optimizing net-working capital. TD SYNNEX plans to continue this program in conjunction with the Company's integration activities. Acquisition, integration and restructuring expenses related to the GBO 2 Program are primarily comprised of restructuring costs and other professional services costs. Restructuring costs are comprised of severance costs and other associated exit costs, including certain consulting costs. Other professional services costs are primarily comprised of professional services fees not related to restructuring activities, including costs related to improving profitability and optimizing net-working capital.

Acquisition, integration and restructuring costs under the GBO2 Program for fiscal 2021 included the following:

| | Year Ended November 30, 2021 |
|---|---|
| Restructuring costs | $ 8,709 |
| Other professional services costs | 5,158 |
| Total | $ 13,867 |

Restructuring costs under the GBO 2 Program for fiscal 2021 were composed of the following:

| | Year Ended November 30, 2021 |
|---|---|

| | |
|---|---|
| Severance | $ 2,893 |
| Other exit costs | 5,816 |
| Total | $ 8,709 |

During fiscal 2021, the Company recorded restructuring costs related to GBO 2 of $2,658, $5,746 and $305, for the Americas, Europe and APJ regions, respectively.



Table of Contents

Restructuring activity during fiscal 2021 related to the GBO 2 Program is as follows:

| Restructuring costs | Severance and Benefits | Other Exit Costs | Total |
|---|---|---|---|
| Accrued Balance as of November 30, 2020 | $ - | $ - | $ - |
| Balance acquired related to the Merger | 5,095 | 221 | 5,316 |
| Expenses during fiscal 2021 | 2,893 | 5,816 | 8,709 |
| Cash payments | (2,953) | (4,427) | (7,380) |
| Foreign currency translation | (117) | (19) | (136) |
| Accrued Balance as of November 30, 2021 | $ 4,918 | $ 1,591 | $ 6,509 |

*The Separation*

During the fiscal year ended November 30, 2020, the Company incurred $7,414 in transaction costs related to the Separation of Concentrix.

**NOTE 5-DISCONTINUED OPERATIONS:**

The following table summarizes the financial results from discontinued operations of Concentrix included in the Consolidated Statement of Operations:

| | Fiscal Years Ended November 30 | |
|---|---|---|
| | 2020 | 2019 |
| Revenue | $ 4,719,534 | 4,707,912 |
| Costs and expenses | (4,410,773) | (4,413,580) |
| Interest expense and finance charges and others, net | (40,866) | (89,916) |
| Income from discontinued operations before taxes | 267,895 | 204,416 |
| Provision for income taxes | (73,273) | (65,878) |
| Income from discontinued operations, net of taxes | $ 194,622 | $ 138,538 |

There were no revenues earned or cost and expenses incurred of discontinued operations during the fiscal year ended November 30, 2021. There were no non-cash items or capital expenditures of discontinued operations during the fiscal year ended November 30, 2021. During the fiscal years ended November 30, 2020 and 2019, significant non-cash items and capital expenditures of discontinued operations included in the Consolidated Statement of Cash Flows are outlined below:

| | Fiscal Years Ended November 30 | |
|---|---|---|
| | 2020 | 2019 |
| **Operating activities:** | | |
| Depreciation and amortization | $ 276,566 | 305,780 |
| Share-based compensation | 15,572 | 10,351 |
| Provision for doubtful accounts | 8,139 | 930 |
| Deferred income taxes | (29,470) | (6,661) |
| Unrealized foreign exchange losses | 5,647 | 1,116 |
| **Investing activities:** | | |
| Purchases of property and equipment | $ 171,332 | 111,122 |

The following table presents assets and liabilities that were transferred to Concentrix as of December 1, 2020 and presented as discontinued operations in the Consolidated Balance Sheet as of November 30, 2020:





| | November 30, 2020 |
|---|---|
| Cash and cash equivalents | $ 152,656 |
| Accounts receivable, net | 1,079,086 |
| Other current assets | 189,323 |
| Current assets of discontinued operations | $ 1,421,065 |
| Property and equipment, net | $ 451,649 |
| Goodwill | 1,836,050 |
| Intangible assets, net | 798,959 |
| Deferred tax assets | 47,423 |
| Other assets | 620,099 |
| Noncurrent assets of discontinued operations | $ 3,754,180 |
| Borrowings, current | $ 33,756 |
| Accounts payable | 140,575 |
| Accrued compensation and benefits | 419,715 |
| Other accrued liabilities | 371,069 |
| Income taxes payable | 20,725 |
| Current liabilities of discontinued operations | $ 985,840 |
| Long-term borrowings | $ 1,111,362 |
| Other long-term liabilities | 601,885 |
| Deferred tax liabilities | 153,560 |
| Noncurrent liabilities of discontinued operations | $ 1,866,807 |

In connection with the Separation, $3,813 of accumulated other comprehensive income, net of income taxes, related to foreign currency translation adjustments, cash flow hedges and pension plan obligations was transferred to Concentrix on the Separation date. Refer to Note 8 - Balance Sheet Components for more information.

**NOTE 6-SHARE-BASED COMPENSATION:**

**Overview of stock incentive plans**

The Company's stock incentive plans include plans adopted in 2020, 2013 and 2003 (the "TD SYNNEX Plan(s)"). The TD SYNNEX Plans, as amended, provide for the direct award or sale of shares of common stock, restricted stock awards, and restricted stock units, the grant of options to purchase shares of common stock and the award of stock appreciation rights to employees and non-employee directors and consultants.

The number of authorized shares under the 2020 TD SYNNEX Plan will not exceed the sum of 2,493 shares of common stock, plus any shares under the amended and restated 2013 and 2003 TD SYNNEX Plans that are subject to outstanding awards granted to the extent those awards expire, terminate or are canceled for any reason prior to exercise without the issuance or delivery of such shares, any shares subject to vesting restrictions that are subsequently forfeited, and any reserved shares not issued or subject to outstanding awards, up to 3,950 shares, which was due to antidilution provisions in the 2020 TD SYNNEX Plan increased by 2,621 shares following the Separation. No further grants may be made under the 2013 or 2003 TD SYNNEX Plans and all outstanding awards under the 2013 and 2003 Plans continue to be governed by their existing terms. As of November 30, 2021, there were 4,555 shares of common stock available for future grants.

Under the Plans, qualified employees are eligible for the grant of incentive stock options to purchase shares of common stock. Qualified employees and outside directors and consultants are eligible for the grant of non-qualified stock options, stock appreciation rights, restricted stock grants and restricted stock units. The outstanding restricted

stock awards and units generally vest one fifth ratably over a five-year period, with certain awards subject to other vesting periods as defined per the grant agreement. Certain restricted stock units vest subject to the achievement of individual, divisional or company-wide performance goals. The majority of the performance-based restricted stock units vest at the end of three-year requisite service periods, subject to the achievement of company-wide financial performance goals approved by the Compensation Committee. The exercise price for incentive stock options will not be less than 100% of the fair market value of the stock on the date of grant and the stock options have a contractual term of ten years. The majority of outstanding stock options vest as to one fifth of the stock underlying the stock options on the first anniversary date of the grant and the remaining vest monthly over a four-year period starting one month after the first anniversary of the date of grant. Restricted stock granted to qualified non-employee directors vests one fourth on a quarterly basis over a one-year period. The holders of restricted stock awards are entitled to the same voting, dividend and other rights as the Company's common stockholders.

Unless terminated sooner, the 2020 TD SYNNEX Plan will terminate on March 17, 2030.



Table of Contents

The Company recognizes share-based compensation expense for all share-based awards made to employees and directors, including employee stock options, restricted stock awards, restricted stock units, performance-based restricted stock units and employee stock purchase rights, based on estimated fair values.

The Company recorded share-based compensation expense in the Consolidated Statements of Operations for fiscal years 2021, 2020 and 2019 as follows:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Total share-based compensation | $ 53,192 | $ 17,631 | $ 17,608 |
| Tax benefit recorded in the provision for income taxes | (12,145) | (4,355) | (4,367) |
| Effect on net income | $ 41,047 | $ 13,276 | $ 13,241 |

Substantially all of the share-based compensation expense was recorded in "Selling, general and administrative expenses" and "Acquisition, integration and restructuring costs" in the Consolidated Statements of Operations.

**Valuation Assumptions**

The Company estimates the fair value of share-based payment awards on the measurement date and recognizes as expense over the requisite service period in the Company's Consolidated Financial Statements.

The Company uses the Black-Scholes valuation model to estimate the fair value of stock options. The Black-Scholes option-pricing model was developed for use in estimating the fair value of short-lived exchange traded options that have no vesting restrictions and are fully transferable. In addition, option-pricing models require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The expected stock price volatility assumption was determined using historical volatility of the Company's common stock.

The fair value of stock awards is determined based on the stock price at the date of grant. For grants that do not accrue dividends or dividend equivalents, the fair value is the stock price reduced by the present value of estimated dividends over the vesting period. For performance-based restricted stock units, the grant-date fair value assumes that the targeted performance goals will be achieved. Over the performance period, the number of awards will be adjusted higher or lower based on the probability of achievement of performance goals.

The Company accounts for expense reductions that result from the forfeiture of unvested awards in the period that the forfeitures occur.

**Employee Stock Options**

A summary of the changes in the Company's stock options is set forth below:

| | Options Outstanding |
|---|---|

| | Number of shares | Weighted-average exercise price per share |
|---|---|---|
| Balances, November 30, 2020 | 684 | $ 47.08 |
| Options granted | 239 | 100.45 |
| Options exercised | (234) | 45.08 |
| Balances, November 30, 2021 | 689 | $ 66.29 |

The Company did not grant any options during the fiscal year 2020. The following assumptions were used in the Black-Scholes valuation model in fiscal years 2021 and 2019:

| | Fiscal Years Ended November 30, 2021 | 2019 |
|---|---|---|
| Expected life (years) | 5.5 - 6.1 | 6.0 - 6.1 |
| Risk free interest rate | 0.72% - 1.16% | 1.59% - 2.62% |
| Expected volatility | 38.01% - 38.85% | 32.33% - 33.69% |
| Dividend yield | 0.75% - 0.88% | 1.36% - 1.54% |

The weighted-average grant-date fair values of the stock options granted during fiscal years 2021 and 2019 were $34.37, and $32.76, respectively. As of November 30, 2021, 689 options were outstanding with a weighted-average life of 7.45 years, a weighted-average exercise price of $66.29 per option and an aggregate pre-tax intrinsic value of $26,149. As of November 30, 2021, 316



Table of Contents

options were vested and exercisable with a weighted-average life of 6.07 years, a weighted-average exercise price of $50.35 per share and an aggregate pre-tax intrinsic value of $16,786.

The cash received from the exercise of options and the intrinsic values of options exercised during fiscal years 2021, 2020 and 2019 were as follows:

| | Fiscal Years Ended November 30, 2021 | 2020 | 2019 |
|---|---|---|---|
| Intrinsic value of options exercised | $ 16,163 | $ 15,746 | 3,782 |
| Cash received from exercise of options | $ 10,541 | $ 9,018 | $ 1,908 |

The Company settles employee stock option exercises with newly issued common shares.

As of November 30, 2021, the unamortized share-based compensation expense related to unvested stock options under the TD SYNNEX Plans was $7,433 which will be recognized over an estimated weighted-average amortization period of 3.77 years.

**Restricted Stock Awards and Restricted Stock Units**

A summary of the changes in the Company's non-vested restricted stock awards and stock units during fiscal year 2021 is presented below:

| | Number of shares | Weighted-average, grant-date fair value per share |
|---|---|---|
| Non-vested as of November 30, 2020 | 824 | $ 101.94 |
| Awards granted | 537 | 100.04 |
| Units granted | 147 | 96.29 |
| Awards and units vested | (274) | 107.38 |
| Awards and units cancelled/forfeited(1) | (168) | 85.82 |
| Non-vested as of November 30, 2021 | 1,066 | $ 100.20 |

(1) For performance-based restricted stock units, the difference between maximum awards and the actual number of shares issued upon full vesting is included.

As of November 30, 2021, there was $54,382 of total unamortized share-based compensation expense related to non-vested restricted stock awards and stock units granted under the TD SYNNEX Plans. That cost is expected to be recognized over an estimated weighted-average amortization period of 2.79 years.

In connection with the Separation, as required by the TD SYNNEX stock incentive plans, the Company made certain adjustments to outstanding employee equity awards with the intention of preserving the intrinsic value of the awards prior to the Separation. In accordance with the employee matters agreement, each exercisable and non-exercisable stock option and unvested restricted stock award was modified into similar awards of both SYNNEX and Concentrix and the exercise price of outstanding stock options was adjusted to preserve the intrinsic value of the awards. Certain restricted stock units and performance-contingent awards were modified to provide the holders restricted stock units and performance contingent awards in the company that employs such employee following the Separation. When settled wholly in the employer's shares, the ratio was based on the closing stock price of SYNNEX at November 30, 2020 compared to the opening stock price of the respective entity on December 1, 2020. The options strike prices were adjusted in the same manner. The modification of these awards did not result in material incremental compensation cost.

**Tech Data Equity Awards**

Prior to the Merger, certain of Tech Data's employees were granted performance-based equity awards in Tiger Parent Holdings L.P., a partnership entity that was the parent company of Tiger Parent (AP) Corporation and Tech Data, that were unvested at the time of the closing of the Merger. Upon closing of the Merger, the unvested performance-based equity awards were converted into 751 restricted stock units of TD SYNNEX that vest over two years. The restricted stock units had a fair value of $127.60 per share upon closing of the Merger resulting in a total fair value of $95,871 which will be recorded as share-based compensation expense on a straight-line over the vesting period in "Acquisition, integration, and restructuring costs" in the Consolidated Statement of Operations.No awards were vested or forfeited during the fiscal year ended November 30, 2021. As of November 30, 2021, there was $83,887 of total unamortized share-based compensation expense related to these unvested awards to be recognized over a weighted-average amortization period of 1.75 years.

**2014 Employee Stock Purchase Plan**

On January 6, 2014, the Board of Directors approved the adoption of the 2014 Employee Stock Purchase Plan ("2014 ESPP") to succeed the Company's 2003 Employee Stock Purchase Plan. The 2014 ESPP, as amended, commenced on January 1, 2015 with 750 authorized shares, which was due to antidilution provisions in the 2014 ESPP increased by 537 authorized shares following the Separation. Under the 2014 ESPP, there are four offering periods of three months each in a calendar year. Eligible employees in the United States can choose to have a fixed percentage deducted from their bi-weekly compensation to purchase the Company's common stock at a discount of 5%. The maximum number of shares a participant may purchase is 0.625 during a single accumulation period subject to a maximum purchase limit of $10 in a calendar year. Highly compensated employees are not eligible to participate in the plan.



Table of Contents

Share-based compensation expense related to the 2014 ESPP was immaterial during fiscal years 2021, 2020 and 2019.

**NOTE 7-STOCKHOLDERS' EQUITY:**

**Share Repurchase Programs**

In June 2020, the Board of Directors authorized a three-year $400,000 share repurchase program, effective July 1, 2020, pursuant to which the Company may repurchase its outstanding common stock from time to time in the open market or through privately negotiated transactions. As of November 30, 2021, the Company had not repurchased any shares under this program.

**Dividends**

The Company declared cumulative cash dividends of $0.80, $0.40 and $1.50 per share during the years ended November 30, 2021, 2020 and 2019, respectively. On January 11, 2022, the Company announced a cash dividend of $0.30 per share to stockholders of record as of January 21, 2022, payable on January 28, 2022. Dividends are subject to continued capital availability, compliance with the covenants and conditions in some of the Company's credit facilities and the declaration by the Board of Directors in the best interest of the Company's stockholders.

**NOTE 8-BALANCE SHEET COMPONENTS:**

**Cash, cash equivalents and restricted cash:**

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Balance Sheets that sum to the total of the same amounts shown in the Consolidated Statements of Cash Flows:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Cash and cash equivalents | $ 993,973 | $ 1,412,016 |
| Restricted cash included in other current assets | 940 | 504 |
| Cash, cash equivalents and restricted cash | $ 994,913 | $ 1,412,520 |

**Accounts receivable, net:**

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Accounts receivable | $ 8,424,868 | $ 2,859,064 |
| Less: Allowance for doubtful accounts | (114,836) | (67,361) |
| Accounts receivable, net | $ 8,310,032 | $ 2,791,703 |

**Receivables from vendors, net:**

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Receivables from vendors | $ 1,130,091 | $ 291,453 |
| Less: Allowance for doubtful accounts | (11,128) | (5,126) |
| Receivables from vendors, net | $ 1,118,963 | $ 286,327 |



Table of Contents

| | |
|---|---|
| **Allowance for doubtful trade receivables:** | |
| Balance at November 30, 2018 | $ 7,480 |
| Additions | 23,214 |
| Write-offs, reclassifications and foreign exchange translation | (6,831) |
| Balance at November 30, 2019 | 23,865 |
| Additions | 42,592 |
| Write-offs, reclassifications and foreign exchange translation | 904 |
| Balance at November 30, 2020 | 67,361 |
| Acquisitions | 75,362 |
| Additions (deductions) | (7,544) |
| Write-offs, reclassifications and foreign exchange translation | (20,343 |
| Balance at November 30, 2021 | $ 114,836 |
| **Allowance for receivables from vendors:** | |
| Balance at November 30, 2018 | $ 6,188 |
| Additions | 3,675 |
| Write-offs, reclassifications and foreign exchange translation | (4,382) |
| Balance at November 30, 2019 | 5,481 |
| Additions | - |
| Write-offs, reclassifications and foreign exchange translation | (354 |
| Balance at November 30, 2020 | 5,126 |

| | |
|---|---|
| Acquisitions | 7,524 |
| Additions | 588 |
| Write-offs, reclassifications and foreign exchange translation | (2,110 |
| Balance at November 30, 2021 | $ 11,128 |

**Property and equipment, net:**

| | As of November 30, 2021 | As of November 30, 2020 |
|---|---|---|
| Land | $ 28,409 | $ 18,400 |
| Equipment, computers and software | 406,972 | 143,791 |
| Furniture and fixtures | 53,766 | 30,355 |
| Buildings, building improvements and leasehold improvements | 218,284 | 147,830 |
| Construction-in-progress | 1,045 | 1,732 |
| Total property and equipment, gross | $ 708,476 | 342,108 |
| Less: Accumulated depreciation and amortization | (225,033 | (184,464 |
| Property and equipment, net | $ 483,443 | $ 157,645 |

Depreciation and amortization expense for fiscal years 2021, 2020 and 2019, was $44,232, $24,923 and $22,454, respectively.

**Goodwill:**

| | Fiscal Year Ended November 30, 2021 | | | |
|---|---|---|---|---|
| | Americas | Europe | APJ | Total |
| Balance, beginning of year | $ 410,055 | $ - | $ 13,829 | $ 423,885 |
| Additions from acquisitions | 2,049,027 | 1,425,295 | 70,263 | 3,544,585 |
| Foreign exchange translation | (7,604) | (44,272) | 683 | (51,194 |
| Balance, end of year | $ 2,451,478 | $ 1,381,023 | $ 84,775 | $ 3,917,276 |



Table of Contents

**Intangible assets, net:**

| | As of November 30, 2021 | | | As of November 30, 2020 | | |
|---|---|---|---|---|---|---|
| | Gross Amounts | Accumulated Amortization | Net Amounts | Gross Amounts | Accumulated Amortization | Net Amounts |
| Intangible assets with indefinite lives: | | | | | | |
| Trade names | 1,050,071 | $ - | $1,050,071 | $ - | $ - | $ - |
| Intangible assets with finite lives: | | | | | | |
| Customer relationships and lists | 3,958,033 | $ (186,263 ) | $3,771,770 | $ 175,812 | $ (101,095 ) | $ 74,717 |
| Vendor lists | 177,105 | (98,670 ) | 78,435 | 177,555 | (82,187 ) | 95,368 |
| Other intangible assets | 28,213 | (15,365 ) | 12,848 | 28,348 | (12,387 ) | 15,961 |
| | $ 5,213,422 | $ (300,298 ) | $4,913,124 | $ 381,715 | $ (195,669 ) | $ 186,047 |

Amortization expense for fiscal years 2021, 2020 and 2019, was $105,332, $40,148 and $43,875, respectively.

Estimated future amortization expense of the Company's intangible assets is as follows:

| Fiscal years ending November 30, | |
|---|---|
| 2022 | $ 304,073 |
| 2023 | 300,084 |
| 2024 | 295,162 |
| 2025 | 291,735 |
| 2026 | 288,958 |
| Thereafter | 2,383,041 |
| **Total** | $ 3,863,053 |

**Accumulated other comprehensive income (loss)**

The components of accumulated other comprehensive income (loss) ("AOCI"), net of taxes, were as follows:

| | Unrecognized gains (losses) on defined benefit plan, net of taxes | Unrealized gains (losses) on cash flow hedges, net of taxes | Foreign currency translation adjustment and other, net of taxes | Total |
|---|---|---|---|---|
| Balance, beginning of year | $ (37,584) | $ (60,147) | $ (96,840) | $ (194,571 |
| Transferred to Concentrix | 38,655 | (29,240) | (5,602) | 3,813 |
| Other comprehensive income (loss) before reclassification | - | 8,747 | (186,020) | (177,273 |
| Reclassification of (gains) losses from other comprehensive income (loss) | - | 31,837 | - | 31,837 |
| Balance, end of year | $ 1,071 | $ (48,803) | $ (288,462) | $ (336,194 |

Refer to Note 9 - Derivative Instruments for the location of gains and losses reclassified from accumulated other comprehensive income (loss) to the Consolidated Statements of Operations. Reclassifications of amortization of actuarial (gains) losses of defined benefits plans is recorded in "Other income (expense), net" in the combined statement of operations.

Foreign currency translation adjustment and other, net of taxes, is comprised of foreign currency translation adjustments and unrealized gains and losses on Concentrix' available-for-sale debt securities prior to the Separation.



Table of Contents

**NOTE 9-DERIVATIVE INSTRUMENTS:**

In the ordinary course of business, the Company is exposed to foreign currency risk, interest rate risk, equity risk, commodity price changes and credit risk. The Company enters into transactions, and owns monetary assets and liabilities, that are denominated in currencies other than the legal entity's functional currency. The Company may enter into forward contracts, option contracts, swaps, or other derivative instruments to offset a portion of the risk on expected future cash flows, earnings, net investments in certain international subsidiaries and certain existing assets and liabilities. However, the Company may choose not to hedge certain exposures for a variety of reasons including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign currency exchange or interest rates. Generally, the Company does not use derivative instruments to cover equity risk and credit risk. The Company's hedging program is not used for trading or speculative purposes.

All derivatives are recognized on the balance sheet at their fair value. Changes in the fair value of derivatives are recorded in the Consolidated Statements of Operations, or as a component of AOCI in the Consolidated Balance Sheets, as discussed below.

**Cash Flow Hedges**

The Company uses interest rate swap derivative contracts to economically convert a portion of its variable-rate debt to fixed-rate debt. The swaps have maturities at various dates through October 2023. The Company terminated interest rate swaps with a notional value of $400,000 in December 2021. Gains and losses on cash flow hedges are recorded in AOCI until the hedged item is recognized in earnings. Deferred gains and losses associated with cash flow hedges of interest payments are recognized in Interest expense and finance charges, net in the same period as the related expense is recognized. Derivative instruments designated as cash flow hedges must be de-designated as hedges when it is probable the forecasted hedged transaction will not occur in the initially identified time period or within a subsequent two-month time period. Deferred gains and losses in AOCI associated with such derivative instruments are reclassified into earnings in the period of de-designation. Any subsequent changes in fair value of such derivative instruments are recorded in earnings unless they are re-designated as hedges of other transactions.

**Non-Designated Derivatives**

The Company uses short-term forward contracts to offset the foreign exchange risk of assets and liabilities denominated in currencies other than the functional currency of the respective entities. These contracts, which are not designated as hedging instruments, mature or settle within twelve months. Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings in the financial statement line item to which the derivative relates.

**Fair Values of Derivative Instruments in the Consolidated Balance Sheets**

The fair values of the Company's derivative instruments are disclosed in Note 10 - Fair Value Measurements and summarized in the table below:

| Balance Sheet Line Item | Value as of November 30, 2021 | Value as of November 30, 2020 |
|---|---|---|
| Derivative instruments not designated as hedging instruments: | | |
| Foreign exchange forward contracts (notional value) | $ 1,217,595 | $ 274,181 |
| Other current assets | 13,764 | 209 |
| Other accrued liabilities | 2,992 | 3,232 |
| Interest rate swap (notional value) | $ | $ 100,000 |
| Other assets, net | - | - |
| Other accrued liabilities | - | 128 |
| Derivative instruments designated as cash flow hedges: | | |
| Interest rate swaps (notional value) | $ 1,500,000 | $ 1,500,000 |
| Other accrued liabilities | 38,670 | 115,598 |
| Other long-term liabilities | 24,151 | - |

**Volume of activity**

The notional amounts of foreign exchange forward contracts represent the gross amounts of foreign currency, including, principally, the Australian dollar, Brazilian real, British pound, Canadian dollar, Chinese yuan, Czech koruna, Danish krone, Euro, Indian rupee, Indonesian rupiah, Japanese yen, Mexican peso, Norwegian krone, Philippine peso, Polish zloty, Singapore dollar, Swedish krona and Swiss franc that will be bought or sold at maturity. The notional amounts for outstanding derivative instruments provide one measure of the transaction volume outstanding and do not represent the amount of the Company's exposure to credit or market loss. The Company's exposure to credit loss and market risk will vary over time as currency and interest rates change.



Table of Contents

**The Effect of Derivative Instruments on AOCI and the Consolidated Statements of Operations**

The following table shows the gains and losses, before taxes, of the Company's derivative instruments designated as cash flow hedges in Other Comprehensive Income ("OCI"), and not designated as hedging instruments in the Consolidated Statements of Operations for the periods presented:

| | Location of Gains (losses) in Income | For the fiscal years ended November 30, 2021 | 2020 | 2019 |
|---|---|---|---|---|
| **Derivative instruments designated as cash flow hedges:** | | | | |
| Gains (losses) recognized in OCI on interest rate swaps | | $ 10,902 | $ (66,372) | $ (88,569) |
| Gains (losses) on interest rate swaps reclassified from AOCI into income | Interest expense and finance charges, net | $ (42,115) | $ (34,443) | $ (8,455) |
| **Derivative instruments not designated as hedging instruments:** | | | | |
| Gains (losses) recognized from foreign exchange forward contracts, net(1) | Cost of products sold | $ 18,073 | $ - | $ - |

| | | | | |
|---|---|---|---|---|
| Gains (losses) recognized from foreign exchange forward contracts, net(1) | Other income (expense), net | (6,878) | 1,844 | (588) |
| Gains (losses) recognized from interest rate swaps, net | Interest expense and finance charges, net | 128 | (643) | (3,004) |
| Total | | $ 11,323 | $ 1,201 | $ (3,592) |

(1) The gains and losses largely offset the currency gains and losses that resulted from changes in the assets and liabilities denominated in nonfunctional currencies.

There were no material gain or loss amounts excluded from the assessment of effectiveness. Existing net losses in AOCI that are expected to be reclassified into earnings in the normal course of business within the next twelve months are $38,670.

Credit exposure for derivative financial instruments is limited to the amounts, if any, by which the counterparties' obligations under the contracts exceed the Company's obligations to the counterparties. The Company manages the potential risk of credit losses through careful evaluation of counterparty credit standing and selection of counterparties from a limited group of financial institutions.

**NOTE 10-FAIR VALUE MEASUREMENTS:**

The Company's fair value measurements are classified and disclosed in one of the following three categories:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).



Table of Contents

The following table summarizes the valuation of the Company's investments and financial instruments that are measured at fair value on a recurring basis:

| | As of November 30, 2021 | | | | As of November 30, 2020 | | | |
|---|---|---|---|---|---|---|---|---|
| | | Fair value measurement category | | | | Fair value measurement category | | |
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| **Assets:** | | | | | | | | |
| Cash equivalents | $ 713 | $ 713 | $ - | $ - | $ 7,915 | $ 7,915 | $ - | $ - |
| Marketable equity securities | 2,418 | 2,418 | - | - | 3,050 | 3,050 | - | - |
| Forward foreign currency exchange contracts | 13,764 | - | 13,764 | - | 209 | - | 209 | - |
| Interest rate swaps | - | - | - | - | - | - | - | - |
| **Liabilities:** | | | | | | | | |
| Forward foreign currency exchange contracts | $ 2,992 | $ - | $ 2,992 | $ - | $ 3,232 | $ - | $ 3,232 | $ - |
| Interest rate swaps | 62,821 | - | 62,821 | - | 115,726 | - | 115,726 | - |

The Company's cash equivalents consist primarily of highly liquid investments in money market funds and term deposits with maturity periods of three months or less. The carrying values of cash equivalents approximate fair value since they are near their maturity. Investments in marketable equity securities, primarily comprising investments in other companies' equity securities, are recorded at fair value based on quoted market prices. The fair values of forward exchange contracts are measured based on the foreign currency spot and forward rates quoted by the banks or foreign currency dealers. Fair values of long-term foreign currency exchange contracts are measured using valuations based upon quoted prices for similar assets and liabilities in active markets and are valued by

reference to similar financial instruments, adjusted for terms specific to the contracts. Fair values of interest rate swaps are measured using standard valuation models using inputs that are readily available in public markets, or can be derived from observable market transactions, including LIBOR spot and forward rates. The effect of nonperformance risk on the fair value of derivative instruments was not material as of November 30, 2021 and 2020.

The carrying values of accounts receivable, accounts payable and short-term debt approximate fair value due to their short maturities and interest rates which are variable in nature. The carrying value of the Company's term loans approximate their fair value since they bear interest rates that are similar to existing market rates. The estimated fair value of the Senior Notes was approximately $2,449,277 at November 30, 2021.

During the fiscal years ended November 30, 2021, 2020 and 2019, there were no transfers between the fair value measurement category levels.

**NOTE 11-BORROWINGS:**

Borrowings consist of the following:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Committed and uncommitted revolving credit facilities and borrowings | $ 106,256 | $ 57,870 |
| Current portion of TD SYNNEX credit agreement | 75,000 | - |
| Current portion of other long-term debt | - | 67,088 |
| Borrowings, current | $ 181,256 | $ 124,958 |
| TD SYNNEX credit agreement | $ 1,425,000 | $ - |
| TD SYNNEX Senior Notes | 2,500,000 | - |
| SYNNEX United States credit agreement - term loan component | - | 500,000 |
| SYNNEX United States term loan credit agreement | - | 1,000,000 |
| Other credit agreements and long-term debt | 72,258 | 85 |
| Long-term borrowings, before unamortized debt discount and issuance costs | $ 3,997,258 | $ 1,500,085 |
| Less: unamortized debt discount and issuance costs | (42,082) | (3,385 |
| Long-term borrowings | $ 3,955,176 | $ 1,496,700 |



Table of Contents

**TD SYNNEX United States accounts receivable securitization arrangement**

In the United States, the Company has an accounts receivable securitization program to provide additional capital for its operations (the "U.S. AR Arrangement"). Under the terms of the U.S. AR Arrangement, that, prior to the December 2021 amendment described below, was scheduled to expire in May 2022, the Company's subsidiary that is the borrower under this facility could borrow up to a maximum of $650,000 based upon eligible trade accounts receivable. During the fiscal year ended November 30, 2021, the effective borrowing cost under the U.S. AR Arrangement was a blended rate based upon the composition of the lenders, that includes prevailing dealer commercial paper rates and a rate based upon LIBOR. In addition, a program fee payable on the used portion of the lenders' commitment, accrued at 1.25% per annum in the case of lender groups who funded their advances based on prevailing commercial paper rates, and 1.30% per annum in the case of lender groups who funded their advances based on LIBOR (subject to a 0.50% per annum floor). A facility fee was payable on the adjusted commitment of the lenders, to accrue at different tiers ranging between 0.35% per annum and 0.45% per annum depending on the amount of outstanding advances from time to time.

Under the terms of the U.S. AR Arrangement, the Company and certain of its U.S. subsidiaries sell, on a revolving basis, their receivables to a wholly-owned, bankruptcy-remote subsidiary. The borrowings are funded by pledging all of the rights, title and interest in the receivables acquired by the Company's bankruptcy-remote subsidiary as security. Any amounts received under the U.S. AR Arrangement are recorded as debt on the Company's Consolidated Balance Sheets.

On December 22, 2021, the Company and its subsidiaries that are party to the U.S. AR Arrangement amended the U.S. AR Arrangement to extend the maturity date to December 2024 and increase the lending commitment to $1,500,000. Further, the effective borrowing cost under the U.S. AR Arrangement was also modified through adjustments to the (i) program fee payable on the used portion of the lenders' commitment, that now accrues at 0.75% per annum and (ii) facility fee payable on the adjusted commitment of the lenders, that now accrues at different tiers ranging between 0.30% per annum and 0.40% per annum depending on the amount of outstanding advances from time to time.

**SYNNEX United States credit agreement**

Prior to the Merger, in the United States, the Company had a senior secured credit agreement (as amended, the "U.S. Credit Agreement") with a group of financial institutions. The U.S. Credit Agreement included a $600,000 commitment for a revolving credit facility and a term loan in the original principal amount of $1,200,000. Interest on borrowings under the U.S. Credit Agreement was based on LIBOR or a base rate at the Company's option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 2.00% and the margin for base rate loans ranged from 0.25% to 1.00%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) the Federal Funds Rate, plus a margin of 0.5%, (b) the rate of interest announced, from time to time, by the agent, Bank of America, N.A., as its "prime rate," and (c) the Eurodollar Rate, plus 1.0%. The unused revolving credit facility commitment fee ranged from 0.175% to 0.30% per annum. The margins above the applicable interest rates and the revolving commitment fee for revolving loans were based on the Company's consolidated leverage ratio, as calculated under the U.S. Credit Agreement. The Company's obligations under the U.S. Credit Agreement were secured by substantially all of the parent company's and its United States domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Term Loan Credit Agreement (defined below) pursuant to an intercreditor agreement and were guaranteed by certain of the Company's United States domestic subsidiaries. The U.S. Credit Agreement was originally scheduled to mature in September 2022, however the U.S. Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).

**SYNNEX United States term loan credit agreement**

Prior to the Merger, in the United States the Company had a senior secured term loan credit agreement (the "U.S. Term Loan Credit Agreement") with a group of financial institutions in the original principal amount of $1,800,000. The remaining outstanding principal was payable on maturity. Interest on borrowings under the U.S. Term Loan Credit Agreement were based on LIBOR or a base rate at the Company's option, plus a margin. The margin for LIBOR loans ranged from 1.25% to 1.75% and the margin for base rate loans ranged from 0.25% to 0.75%, provided that LIBOR was not less than zero. The base rate was a variable rate which was the highest of (a) 0.5% plus the greater of (x) the Federal Funds Rate in effect on such day and (y) the overnight bank funding rate in effect on such day, (b) the Eurodollar Rate plus 1.0% per annum, and (c) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate" in the U.S. During the period in which the term loans were available to be drawn, the Company paid term loan commitment fees. The margins above the Company's applicable interest rates and the term loan commitment fee were based on the Company's consolidated leverage ratio as calculated under the U.S. Term Loan Credit Agreement. The Company's obligations under the U.S. Term Loan Credit Agreement were secured by substantially all of the Company's and certain of its domestic subsidiaries' assets on a pari passu basis with the interests of the lenders under the U.S. Credit Agreement pursuant to an intercreditor agreement, and were guaranteed by certain of its domestic subsidiaries. The U.S. Term Loan Credit Agreement was originally scheduled to mature in October 2023, however the U.S. Term Loan Credit Agreement was terminated on September 1, 2021 and all outstanding balances were repaid in full as part of the Merger (see Note 3 - Acquisitions for further discussion).



Table of Contents

**TD SYNNEX credit agreement**

In connection with the Merger Agreement, the Company entered into a credit agreement, dated as of April 16, 2021 (the "TD SYNNEX Credit Agreement") with the lenders party thereto and Citibank, N.A., as agent, pursuant to which the Company received commitments for the extension of a senior unsecured revolving credit facility not to

exceed an aggregate principal amount of $3,500,000, which revolving credit facility (the “TD SYNNEX revolving credit facility”) may, at the request of the Company but subject to the lenders’ discretion, potentially be increased by up to an aggregate amount of $500,000. The TD SYNNEX Credit Agreement also includes a senior unsecured term loan (the “TD SYNNEX term loan” and, together with the TD SYNNEX revolving credit facility, the “TD SYNNEX credit facilities”) in an aggregate principal amount of $1,500,000, that was fully funded in connection with the closing of the Merger. The borrower under the TD SYNNEX credit facilities is the Company. There are no guarantors of the TD SYNNEX credit facilities. The maturity of the TD SYNNEX credit facilities is on the fifth anniversary of the September 2021 closing date, to occur in September 2026, subject in the case of the revolving credit facility, to two one-year extensions upon the Company’s prior notice to the lenders and the agreement of the lenders to extend such maturity date.

The outstanding principal amount of the TD SYNNEX term loan is payable in quarterly installments in an amount equal to 1.25% of the original $1,500,000 principal balance commencing on the last day of the first full fiscal quarter after the closing date of the TD SYNNEX credit facilities, with the outstanding principal amount of the term loans due in full on the maturity date. Loans borrowed under the TD SYNNEX Credit Agreement bear interest, in the case of LIBOR (or successor) rate loans, at a per annum rate equal to the applicable LIBOR (or successor) rate, plus the applicable margin, which may range from 1.125% to 1.75%, based on the Company’s public debt rating (as defined in the TD SYNNEX Credit Agreement). The applicable margin on base rate loans is 1.00% less than the corresponding margin on LIBOR (or successor rate) based loans. In addition to these borrowing rates, there is a commitment fee that ranges from 0.125% to 0.300% on any unused commitment under the TD SYNNEX revolving credit facility based on the Company’s public debt rating. As of November 30, 2021, the effective interest rate for the term loan was 1.49%.

The TD SYNNEX Credit Agreement contains various loan covenants that are customary for similar facilities for similarly rated borrowers that restricts the ability of the Company and its subsidiaries to take certain actions. The TD SYNNEX Credit Agreement also contains financial covenants that require compliance with a maximum debt to EBITDA ratio and a minimum interest coverage ratio, in each case tested on the last day of each fiscal quarter commencing with the first full fiscal quarter to occur after the closing date of the TD SYNNEX credit facilities. The TD SYNNEX Credit Agreement also contains various customary events of default, including with respect to a change of control of the Company.

On March 22, 2021, the Company had entered into a debt commitment letter (the “Commitment Letter”), under which Citigroup Global Markets Inc. and certain other financing institutions joining thereto pursuant to the terms thereof committed to provide (i) a $1.5 billion senior unsecured term bridge facility (the "Term Loan A Bridge Facility"), (ii) a $2.5 billion senior unsecured term bridge facility (the “Bridge Facility”) and (iii) a $3.5 billion senior unsecured revolving bridge facility (the "Bridge Revolving Facility"), subject to the satisfaction of certain customary closing conditions. On April 16, 2021, (i) the $1.5 billion commitment with respect to the Term Loan A Bridge Facility under the Commitment Letter and (ii) the $3.5 billion commitment with respect to the Bridge Revolving Facility under the Commitment Letter were reduced to zero, in each case, as a result of the Company entering into the TD SYNNEX Credit Agreement; and on August 9, 2021 the Bridge Facility was reduced to zero as a result of the issuance of the TD SYNNEX Senior Notes described below.

**TD SYNNEX Senior Notes**

On August 9, 2021, the Company completed its offering of $2.5 billion aggregate principal amount of senior unsecured notes, consisting of $700.0 million of 1.25% senior notes due August 9, 2024, $700.0 million of 1.75% senior notes due August 9, 2026, $600.0 million of 2.375% senior notes due August 9, 2028, and $500.0 million of 2.65% senior notes due August 9, 2031 (collectively, the “Senior Notes,” and such offering, the “Senior Notes Offering”). The Company incurred $19.6 million towards issuance costs on the Senior Notes. The Company will pay interest semi-annually on the notes on each of February 9 and August 9, beginning February 9, 2022. The net proceeds from this offering were used to fund a portion of the aggregate cash consideration payable in connection with the Merger, refinance certain of the Company’s existing indebtedness and pay related fees and expenses and for general corporate purposes.

The interest rate payable on each series of the Senior Notes will be subject to adjustment from time to time if the credit rating assigned to such series of Senior Notes is downgraded (or downgraded and subsequently upgraded). The Company may redeem the Senior Notes, at any time in whole or from time to time in part, prior to (i) August 9, 2022 (the “2024 Par Call Date”) in the case of the 2024 Senior Notes, (ii) July 9, 2026 (the “2026 Par Call Date”) in the case of the 2026 Senior Notes, (iii) June 9, 2028 (the “2028 Par Call Date”) in the case of the 2028 Senior Notes,

and (iv) May 9, 2031 in the case of the 2031 Senior Notes (the "2031 Par Call Date" and, together with the 2024 Par Call Date, the 2026 Par Call Date and the 2028 Par Call Date, each, a "Par Call Date" and together, the "Par Call Dates"), at a redemption price equal to the greater of (x) 100% of the aggregate principal amount of the applicable Senior Notes to be redeemed and (y) the sum of the present values of the remaining scheduled payments of the principal and interest on the Senior Notes, discounted to the date of redemption on a semi-annual basis at a rate equal to the sum of the applicable treasury rate plus 15 basis points for the 2024 Senior Notes, 20 basis points for the 2026 Senior Notes and 25 basis points for the 2028 Senior Notes and 2031 Senior Notes, plus in each case, accrued and unpaid interest thereon to, but excluding, the redemption date. The Company may also redeem the Senior Notes of any series at its option, at any time in whole or from time to time in part, on or after the applicable Par Call Date, at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed.



Table of Contents

**Other borrowings and term debt**

The Company has various other committed and uncommitted lines of credit with financial institutions at certain locations outside the United States, accounts receivable securitization arrangements, factoring of accounts receivable with recourse provisions, capital leases, a building mortgage, short-term loans, term loans, credit facilities, and book overdraft facilities, totaling approximately $635,473 in borrowing capacity as of November 30, 2021. Most of these facilities are provided on an unsecured, short-term basis and are reviewed periodically for renewal. Interest rates and other terms of borrowing under these lines of credit vary by country, depending on local market conditions. There was $106,256 outstanding on these facilities at November 30, 2021, at a weighted average interest rate of 4.59%, and there was $57.9 million outstanding at November 30, 2020, at a weighted average interest rate of 1.03%. Borrowings under these lines of credit facilities are guaranteed by the Company or secured by eligible accounts receivable.

At November 30, 2021, the Company was also contingently liable for reimbursement obligations with respect to issued standby letters of credit in the aggregate outstanding amount of $104.7 million. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions.

The maximum commitment amounts for local currency credit facilities have been translated into United States Dollars at November 30, 2021 exchange rates.

**Future principal payments**

As of November 30, 2021, future principal payments under the above loans are as follows:

| **Fiscal Years Ending November 30,** | | |
|---|---|---|
| 2022 | $ | 181,256 |
| 2023 | | 103,205 |
| 2024 | | 776,290 |
| 2025 | | 77,399 |
| 2026 | | 1,940,364 |
| Thereafter | | 1,100,000 |
| Total | $ | 4,178,514 |

**Covenant compliance**

The Company's credit facilities have a number of covenants and restrictions that require the Company to maintain specified financial ratios. The covenants also limit the Company's ability to incur additional debt, create liens, enter into agreements with affiliates, modify the nature of the Company's business, and merge or consolidate. As of November 30, 2021, the Company was in compliance with all current and material financial covenant requirements for the above arrangements.

**NOTE 12-EARNINGS PER COMMON SHARE:**

The following table sets forth the computation of basic and diluted earnings per common share for the periods indicated:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Basic earnings per common share: | | | |
| Income from continuing operations attributable to common stockholders(1) | $ 391,025 | $ 330,780 | $ 358,871 |
| Income from discontinued operations attributable to common stockholders(1) | - | 192,497 | 137,248 |
| Net income attributable to common stockholders(1) | $ 391,025 | $ 523,276 | $ 496,119 |
| Weighted-average number of common shares - basic | 62,239 | 50,900 | 50,669 |
| Basic earnings per common share | | | |
| Continuing operations | $ 6.28 | $ 6.50 | $ 7.08 |
| Discontinued operations | - | 3.78 | 2.71 |
| Total basic net earnings per share | $ 6.28 | $ 10.28 | $ 9.79 |
| **Diluted earnings per common share:** | | | |
| Income from continuing operations attributable to common stockholders(1) | $ 391,051 | $ 330,802 | $ 358,885 |
| Income from discontinued operations attributable to common stockholders(1) | - | 192,510 | 137,255 |
| Net income attributable to common stockholders(1) | $ 391,051 | $ 523,313 | $ 496,139 |
| Weighted-average number of common shares - basic | 62,239 | 50,900 | 50,669 |
| Effect of dilutive securities: | | | |
| Stock options and restricted stock units | 459 | 337 | 267 |
| Weighted-average number of common shares - diluted | 62,698 | 51,237 | 50,936 |
| Diluted earnings per common share | | | |
| Continuing operations | $ 6.24 | $ 6.46 | $ 7.05 |
| Discontinued operations | - | 3.76 | 2.69 |
| Total basic net earnings per share | $ 6.24 | $ 10.21 | $ 9.74 |
| Anti-dilutive shares excluded from diluted earnings per share calculation | 16 | 63 | 108 |

(1) Restricted stock awards granted by the Company are considered participating securities. Income available to participating securities was immaterial in all periods presented.

**NOTE 13-SEGMENT INFORMATION:**

Segment results for all prior periods have been restated for comparability to the Company's current reportable segments (see Note 1 - Organization and Basis of Presentation for further discussion). Summarized financial information related to the Company's reportable business segments for the periods presented is shown below:

| | Americas | Europe | APJ | Consolidated |
|---|---|---|---|---|
| **Fiscal Year ended November 30, 2021** | | | | |
| Revenue | $23,317,274 | $ 6,201,302 | $ 2,095,593 | $31,614,169 |
| Operating income | 497,964 | 79,153 | 46,100 | 623,218 |
| Depreciation and amortization expense | (105,669) | (41,333) | (2,562) | (149,564) |
| Total assets | 15,708,483 | 10,657,886 | 1,300,011 | 27,666,380 |
| **Fiscal Year ended November 30, 2020** | | | | |
| Revenue | $17,844,621 | $ 700,270 | $ 1,432,259 | $19,977,150 |
| Operating income | 438,667 | 43,463 | 39,211 | 521,341 |

| | | | | |
|---|---|---|---|---|
| Total assets | 6,920,557 | 533,451 | 839,337 | 8,293,345 |
| **Fiscal Year ended November 30, 2019** | | | | |
| Revenue | $ 16,860,814 | $ 972,815 | $ 1,236,340 | $ 19,069,970 |
| Operating income | 449,427 | 32,452 | 37,549 | 519,429 |
| Depreciation and amortization expense | (63,119) | (610) | (2,600) | (66,329) |



Table of Contents

The Company attributes revenues from external customers to the country from where products are delivered. Except for the United States, no other country accounted for 10% or more of the Company's revenue for the periods presented. Except for the United States, no other country accounted for 10% or more of the Company's property and equipment, net, less capitalized software and application software, for the periods presented:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| **Revenue:** | | | |
| United States | $ 19,923,466 | 15,267,536 | $ 14,625,977 |
| Others | 11,690,703 | 4,709,614 | 4,443,993 |
| Total | $ 31,614,169 | 19,977,150 | 19,069,970 |

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| **Property and equipment, net:** | | |
| United States | $ 199,209 | $ 126,160 |
| Others | 111,831 | 31,485 |
| Total | $ 311,040 | $ 157,645 |

**NOTE 14-RELATED PARTY TRANSACTIONS:**

The Company has a business relationship with MiTAC Holdings Corporation ("MiTAC Holdings"), a publicly-traded company in Taiwan, which began in 1992 when MiTAC Holdings became one of the Company's primary investors through its affiliates. As of November 30, 2021 and 2020, MiTAC Holdings and its affiliates beneficially owned approximately 9.5% and 18% of the Company's outstanding common stock, respectively. Mr. Matthew Miau, Chairman Emeritus of the Company's Board of Directors and a director, is the Chairman of MiTACHoldings and a director or officer of MiTAC Holdings' affiliates.

**Beneficial ownership of the Company's common stock by MiTAC Holdings**

As noted above, MiTAC Holdings and its affiliates in the aggregate beneficially owned approximately 9.5% of the Company's outstanding common stock as of November 30, 2021. These shares are owned by the following entities:

| | As of November 30, 2021 |
|---|---|
| MiTAC Holdings(1) | 5,300 |
| Synnex Technology International Corp.(2) | 3,860 |
| Total | 9,160 |

1. Shares are held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC Holdings. Excludes 192 shares held directly by Mr. Miau and 217 shares indirectly held by Mr. Miau through a charitable remainder trust, and 190 shares held by his spouse.
2. Synnex Technology International Corp. ("Synnex Technology International") is a separate entity from the Company and is a publicly-traded corporation in Taiwan. Shares are held via Peer Development Ltd., a wholly-owned subsidiary of Synnex Technology International. MiTAC Holdings owns a noncontrolling interest of 14.1% in MiTAC Incorporated, a privately-held Taiwanese company, which in turn holds a noncontrolling interest of 15.7% in Synnex Technology International. Neither MiTAC Holdings nor Mr. Miau is affiliated with any person(s), entity, or entities that hold a majority interest in MiTAC Incorporated.

The following table presents the Company's transactions with MiTAC Holdings and its affiliates for the periods indicated:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| Purchases of inventories and services | $ 199,698 | $ 211,858 | $ 173,390 |
| Sale of products to MiTAC Holdings and affiliates | 623 | 764 | 761 |
| Payments made for rent and overhead costs for use of facilities of MiTAC Holdings and affiliates, net | 161 | 129 | 41 |

The following table presents the Company's receivable from and payable to MiTAC Holdings and its affiliates for the periods presented:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Receivable from related parties (included in Accounts receivable, net) | $ 21,841 | $ 26,133 |
| Payable to related parties (included in Accounts payable) | 32,802 | 49,603 |



Table of Contents

The Company's business relationship with MiTAC Holdings and its affiliates has been informal and is generally not governed by long-term commitments or arrangements with respect to pricing terms, revenue or capacity commitments. The Company negotiates pricing and other material terms on a case-by-case basis with MiTAC Holdings and affiliates. The Company has adopted a policy requiring that material transactions with MiTAC Holdings or its related parties be approved by its Audit Committee, which is composed solely of independent directors. In addition, Mr. Miau's compensation is approved by the Nominating and Corporate Governance Committee, which is also composed solely of independent directors.

Synnex Technology International is a publicly-traded corporation in Taiwan that currently provides distribution and fulfillment services to various markets in Asia and Australia, and is also a potential competitor of the Company. Neither MiTAC Holdings nor Synnex Technology International is restricted from competing with the Company.

**NOTE 15-EMPLOYEE BENEFITS PLANS:**

The Company has 401(k) plans in the United States under which eligible employees may contribute up to the maximum amount as provided by law. Employees generally become eligible to participate in these plans on the first day of the month after their employment date. The Company may make discretionary contributions under the plans. Employees in certain of the Company's international subsidiaries are covered by government mandated defined contribution plans. During fiscal years 2021, 2020 and 2019, the Company contributed $12,131, $3,561 and $3,568, respectively, to defined contribution plans.

**Defined Benefit Plans**

The Company's defined benefit plans sponsored by certain international subsidiaries are not material to operations.

**NOTE 16-LEASES:**

The Company leases certain of its facilities and equipment under operating lease agreements, which expire in various periods through 2035. The Company's finance leases are not material.

The following table presents the various components of lease costs.

| | Fiscal Years Ended November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Operating lease cost | $ 48,167 | $ 24,394 |
| Short-term and variable lease cost | 5,618 | 4,207 |
| Sublease income | (223) | (7 |
| Total operating lease cost | $ 53,562 | $ 28,594 |

The following table presents a maturity analysis of expected undiscounted cash flows for operating leases on an annual basis for the next five years and thereafter as of November 30, 2021:

**Fiscal Years Ending November 30,**

| | | |
|---|---|---|
| 2022 | $ | 110,857 |
| 2023 | | 83,108 |
| 2024 | | 64,509 |
| 2025 | | 52,739 |
| 2026 | | 43,860 |
| Thereafter | | 193,292 |
| Total payments | $ | 548,365 |
| Less: imputed interest* | | (85,722) |
| Total present value of lease payments | $ | 462,643 |

*Imputed interest represents the difference between undiscounted cash flows and discounted cash flows.

During the fiscal year ended November 30, 2019, rent expense was $28,186. Sublease income was immaterial for this year.

The following amounts were recorded in the Company's Consolidated Balance Sheet as of November 30, 2021 and 2020:

| Operating leases | Balance sheet location | November 30, 2021 | November 30, 2020 |
|---|---|---|---|
| Operating lease ROU assets | Other assets, net | $ 447,122 | $ 70,575 |
| Current operating lease liabilities | Other accrued liabilities | 109,490 | 23,055 |
| Non-current operating lease liabilities | Other long-term liabilities | 353,153 | 53,130 |



Table of Contents

The following table presents supplemental cash flow information related to the Company's operating leases for the fiscal years ended November 30, 2021 and 2020. Cash payments related to variable lease costs and short-term leases are not included in the measurement of operating lease liabilities, and, as such, are excluded from the amounts below:

| | Fiscal Years Ended November 30, | |
|---|---|---|
| Cash flow information | 2021 | 2020 |
| Cash paid for amounts included in the measurement of lease liabilities | $ 29,887 | $ 22,954 |
| Non-cash ROU assets obtained in exchange for lease liabilities (subsequent to initial adoption) | 34,179 | 25,172 |

The weighted-average remaining lease term and discount rate as of November 30, 2021 and 2020 were as follows:

| Operating lease term and discount rate | 2021 | 2020 |
|---|---|---|
| Weighted-average remaining lease term (years) | 8.11 | 4.67 |
| Weighted-average discount rate | 4.05% | 4.15% |

**NOTE 17-INCOME TAXES:**

The components of pretax income from continuing operations are as follows:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| United States | $ 246,331 | $ 276,237 | $ 326,535 |
| Foreign | 220,154 | 159,910 | 146,752 |
| | $ 466,485 | $ 436,146 | $ 473,287 |

Significant components of the provision for income taxes are as follows:

| | Fiscal Years Ended November 30, |
|---|---|

| | 2021 | 2020 | 2019 |
|---|---|---|---|
| **Current tax provision:** | | | |
| Federal | $ (8,838) | $ 56,355 | $ 63,580 |
| State | 13,916 | 19,537 | 20,681 |
| Foreign | 66,660 | 42,252 | 33,666 |
| | $ 71,738 | $ 118,144 | 117,927 |
| **Deferred tax provision (benefit):** | | | |
| Federal | $ 13,597 | (13,449) | (10,647) |
| State | (675) | (3,990) | (1,751) |
| Foreign | (13,244) | 904 | 5,583 |
| | $ (322) | $ (16,535) | $ (6,815) |
| **Total tax provision** | $ 71,416 | $ 101,609 | 111,113 |

The breakdown of net deferred tax assets and liabilities are as follows:

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| Deferred tax assets | $ 27,287 | $ 39,636 |
| Deferred tax liabilities | (1,015,640) | (5,836) |
| Total net deferred tax assets (liabilities) | $ (988,353) | $ 33,800 |



Table of Contents

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

| | As of November 30, | |
|---|---|---|
| | 2021 | 2020 |
| **Assets:** | | |
| Loss carryforwards | $ 98,472 | $ 166 |
| Lease liabilities | 92,803 | 12,889 |
| Accrued liabilities | 60,897 | 8,905 |
| Foreign tax credit carryforwards | 54,807 | 3,485 |
| Disallowed interest expense | 34,472 | - |
| Allowance for doubtful accounts and sales return reserves | 28,463 | 27,518 |
| Capitalized inventory costs | 20,527 | 13,852 |
| Unrealized losses on cash flow hedges | 17,668 | 31,810 |
| Acquisition and transaction related costs | 17,808 | - |
| Share-based compensation expense | 10,855 | 5,752 |
| Deferred revenue | 5,742 | 2,997 |
| Long-lived assets | 4,891 | (7,576) |
| Other, net | 6,303 | 12,526 |
| | 453,708 | 112,324 |
| Less: valuation allowance | (123,435) | (5,492) |
| Total deferred tax assets | $ 330,273 | $ 106,832 |
| **Liabilities:** | | |
| Long-lived assets | $ (1,165,400) | $ (61,146) |
| Lease right-of-use assets | (99,033) | (11,862) |
| Deferred costs | (39,672) | - |
| Capitalized marketing program costs | (4,977) | - |
| Other, net | (9,544) | (24) |

| | | |
|---|---|---|
| Total deferred tax liabilities | $ (1,318,626) | $ (73,032) |
| **Net deferred tax (liability) asset** | $ (988,353) | $ 33,800 |

The increase in the Company's overall deferred tax liability position is primarily due to the increase in the Company's identified intangible assets recorded as a result of the Merger. The net change in the deferred tax valuation allowances in fiscal 2021was an increase of $117.9 million primarily resulting from the Merger.

The valuation allowance at November 30, 2021 primarily relates to carryforwards for foreign net operating losses and foreign tax credits in the United States. The valuation allowance at November 30, 2020 relates primarily to certain state and foreign net operating loss carryforwards and state credits. The Company considers all positive and negative evidence available in determining the potential of realizing deferred tax assets. To the extent that the Company generates consistent taxable income within those operations with valuation allowances, the Company may reduce the valuation allowances, thereby reducing income tax expense and increasing net income in the period the determination is made.

The Company’s net operating loss carryforwards totaled $430.2 million at November 30, 2021. The majority of the net operating losses have an indefinite carryforward period with the remaining portion expiring in fiscal years 2022 through 2038. In addition, the Company has an immaterial net amount of state net operating losses. The Company’s foreign tax credit carryforwards in the United States totaled $54.8 million at November 30, 2021. The foreign tax credits have a ten-year carryforward period, and the majority is set to expire in fiscal year 2028.



Table of Contents

The reconciliation of the statutory United States federal income tax rate to the Company’s effective income tax rate is as follows:

| | Fiscal Years Ended November 30, | | |
|---|---|---|---|
| | 2021 | 2020 | 2019 |
| United States federal statutory income tax rate | 21.0% | 21.0% | 21.0% |
| State income taxes, net of federal income tax benefit | 2.5 | 2.4 | 3.0 |
| Global intangible low taxed income | 0.6 | 0.3 | 0.5 |
| Tax on foreign earnings different than US federal rate | 1.6 | 1.7 | 1.8 |
| Net changes in deferred tax valuation allowances | (0.4) | - | - |
| Adjustments related to the Tax Cuts and Jobs Act | - | - | (3.1) |
| Interest not subject to tax, net | 0.2 | (1.8) | 1.0 |
| Capital loss carryback | (9.6) | - | - |
| Net changes in reserves for uncertain tax positions | (0.7) | - | - |
| Other, net | 0.1 | (0.4) | (0.8) |
| Effective income tax rate | 15.3% | 23.3% | 23.5% |

In connection with the Merger, the Company restructured its foreign financing structure, as well as select legal entities in anticipation of legally integrating legacy Tech Data and SYNNEX foreign operations. In addition to the treasury efficiencies, these restructurings resulted in a one-time domestic capital loss which would offset certain domestic capital gains when carried back under United States tax law to tax year 2020, resulting in a tax benefit of approximately $45 million.

The Company’s United States business has sufficient cash flow and liquidity to fund its operating requirements and the Company expects and intends that profits earned outside the United States will be fully utilized and reinvested outside of the United States.

As of November 30, 2021, the Company had approximately $619.7 million of undistributed earnings of its non-U.S. subsidiaries for which it has not provided for non-U.S. withholding taxes and state taxes because such earnings are intended to be reinvested indefinitely in international operations. It is not practicable to determine the amount of applicable taxes that would be due if such earnings were distributed. Accordingly, the Company has not provisioned

United States state taxes and foreign withholding taxes on non-U.S. subsidiaries for which the earnings are permanently reinvested.

The Company has been granted tax holidays in certain jurisdictions, primarily, China. The tax holidays provide for lower rates of taxation and require various thresholds of investment and business activities in those jurisdictions. Certain tax holidays begin to expire in fiscal year 2021. The tax benefits from the above tax holidays for fiscal years 2021, 2020 and 2019 were not material.

The estimates and assumptions used by the Company in computing the income taxes reflected in the Company's consolidated financial statements could differ from the actual results reflected in the income tax returns filed during the subsequent year. Adjustments are recorded based on filed returns when such returns are finalized or the related adjustments are identified.

The aggregate changes in the balances of gross unrecognized tax benefits, excluding accrued interest and penalties, during fiscal years 2021, 2020 and 2019 were as follows:

| For the year ended November 30: | 2021 | 2020 | 2019 |
|---|---|---|---|
| Gross unrecognized tax benefits at beginning of period | $ 12,513 | $ 22,445 | $ 17,812 |
| Increases (decreases) in tax positions for prior years and acquisitions | 17,579 | (880 ) | 2,367 |
| Decreases in tax positions for prior years | - | (3,097 ) | - |
| Increases in tax positions for current year | 827 | 1,999 | 4,816 |
| Expiration of statutes of limitation | (3,768 ) | (7,486 ) | (2,535 ) |
| Changes due to translation of foreign currencies | (821 ) | (468) | (15 ) |
| Gross unrecognized tax benefits at end of period | $ 26,330 | $ 12,513 | $ 22,445 |

As of November 30, 2021, the amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate was $26.3 million. Unrecognized tax benefits that have a reasonable possibility of significantly decreasing within the 12 months following November 30, 2021 would not have a material impact on the tax rate. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company's accrued interest and penalties at November 30, 2021, would not have a material impact on the effective tax rate if reversed. The provision for income taxes for each of the fiscal years ended November 30, 2021, 2020 and 2019 includes interest expense on unrecognized income tax benefits for current and prior years which is not significant to the Company's Consolidated Statement of Income. The change in the balance of accrued interest for fiscal



Table of Contents

2021, 2020 and 2019, includes the current year end accrual, an interest benefit resulting from the expiration of statutes of limitation, and the translation adjustments on foreign currencies.

The Company conducts business primarily in the Americas, Europe and APJ, and as a result, one or more of its subsidiaries files income tax returns in the U.S. federal, various state, local and foreign tax jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities. The Company is no longer subject to examinations by the Internal Revenue Service for years before fiscal 2018. The Company is no longer subject to foreign or state income tax audits for returns covering years through 2003, and fiscal year 2010, respectively.

In preparation of the Separation, SYNNEX entered into a Tax Matters Agreement with Concentrix effective on December 1, 2020 that governs the rights and obligations of SYNNEX and Concentrix for certain pre-Separation tax liabilities. The Tax Matters Agreement provides that SYNNEX and Concentrix will share certain pre-Separation income tax liabilities that arise from adjustments made by tax authorities to SYNNEX and Concentrix' U.S. and certain non-U.S. income tax returns. In certain jurisdictions SYNNEX and Concentrix have joint and several

liability for past income tax liabilities and accordingly, SYNNEX could be legally liable under applicable tax law for such liabilities and required to make additional tax payments.

In addition, if the distribution of Concentrix' common shares to the SYNNEX stockholders is determined to be taxable, Concentrix and SYNNEX would share the tax liability equally, unless the taxability of the distribution is the direct result of action taken by either Concentrix or SYNNEX subsequent to the distribution in which case the party causing the distribution to be taxable would be responsible for any taxes imposed on the distribution.

**NOTE 18-COMMITMENTS AND CONTINGENCIES:**

As is customary in the technology industry, to encourage certain customers to purchase products from us, the Company also has other financing agreements with financial institutions to provide inventory financing facilities to the Company's customers and allow certain customers of the Company to finance their purchases directly with the financial institutions. The Company is contingently liable to repurchase inventory sold under these agreements in the event of any default by its customers under the agreement and such inventory being repossessed by the financial institutions. As the Company does not have access to information regarding the amount of inventory purchased from the Company, still on hand with the customer at any point in time, the Company's repurchase obligations relating to inventory cannot be reasonably estimated. Losses, if any, would be the difference between the repossession cost and the resale value of the inventory. Repurchases under these arrangements have been insignificant to date and the Company is not aware of any pending customer defaults or repossession obligations. The Company believes that, based on historical experience, the likelihood of a material loss pursuant to these inventory repurchase obligations is remote.

The French Autorité de la Concurrence ("Competition Authority") began in 2013 an investigation into the French market for certain products of Apple, Inc., ("Apple") for which the Company is a distributor. In March 2020, the Competition Authority imposed fines on Tech Data, on another distributor, and on Apple, finding that Tech Data entered into an anticompetitive agreement with Apple regarding volume allocations of Apple products. The fine imposed on Tech Data was €76 million (approximately $86 million as of November 30, 2021). The Company has vigorously contested the arguments of the Competition Authority, and the Company has appealed its determination to the French courts, seeking to set aside or reduce the fine. Although the Company believes it has strong arguments on appeal, the Company has determined that the best estimate of probable loss related to this matter as of November 30, 2021 is €36 million (approximately $41 million as of November 30, 2021). Under French law, the pendency of the Company's appeal does not suspend the obligation to pay the fine. Tech Data agreed with the French authorities to make eight equal installment payments in relation to the fine assessed for a total amount of €22.8 million on a quarterly basis from January 2021 through October 2022. As of November 30, 2021, the Company has an accrual established for this matter of €24.6 million ($27.7 million as of November 30, 2021) that represents the total estimate of probable loss less installment payments made to date. If the appeal process is not completed prior to the end of December 2022, the Company may be required to pay further amounts towards the full fine assessed by the Competition Authority before the Company's appeal is finally determined. However, any additional amounts that may need to be paid have not yet been determined. Additionally, the Company has provided a third-party surety bond to the Competition Authority to guarantee the payment of the amount of the fine and interest, if applicable. A civil lawsuit related to this matter, alleging anticompetitive actions in association with the established distribution networks for Apple, Tech Data and another distributor was filed by eBizcuss. The Company is currently evaluating this matter and cannot currently estimate the probability or amount of any potential loss.

From time to time, the Company receives notices from third parties, including customers and suppliers, seeking indemnification, payment of money or other actions in connection with claims made against them. Also, from time to time, the Company has been involved in various bankruptcy preference actions where the Company was a supplier to the companies now in bankruptcy. In addition, the Company is subject to various other claims, both asserted and unasserted, that arise in the ordinary course of business. The Company evaluates these claims and records the related liabilities. It is possible that the ultimate liabilities could differ from the amounts recorded.

Under the Separation and Distribution agreement, SYNNEX agreed to indemnify Concentrix, each of its subsidiaries and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from, among other matters, the liabilities allocated to SYNNEX as part of the Separation. Similarly, Concentrix agreed to indemnify SYNNEX, each of its subsidiaries and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from, among

Table of Contents

other matters, the liabilities allocated to Concentrix as part of the Separation. SYNNEX expects Concentrix to fully perform under the terms of the Separation and Distribution agreement.

Under the Separation and Distribution agreement, SYNNEX and Concentrix agreed to cooperate with each other in managing litigation related to both companies' businesses. The Separation and Distribution agreement also included provisions that assign to each company responsibility for managing pending and future litigation related to the general corporate matters of SYNNEX arising prior to the Separation.

The Company does not believe that the above commitments and contingencies will have a material adverse effect on the Company's results of operations, financial position or cash flows.



Table of Contents

**TD SYNNEX CORPORATION**

**SCHEDULE II-VALUATION AND QUALIFYING ACCOUNTS**
**For the Fiscal Years Ended November 30, 2021, 2020 and 2019**
**(in thousands)**
**(Amounts may not add due to rounding)**

| | | Additions/Deductions | | | |
|---|---|---|---|---|---|
| | Balances at Beginning of Fiscal Year | Charged to Revenue and Expense, net | Additions from Acquisitions | Reclassifications and Write-offs | Balances at End of Fiscal Year |
| **Fiscal Year Ended November 30, 2019** | | | | | |
| Allowance for sales returns-gross | $ 56,183 | $ 20,875 | $ - | $ (4) | $ 77,054 |
| Allowance for deferred tax assets | 5,807 | 419 | - | - | 6,226 |
| **Fiscal Year Ended November 30, 2020** | | | | | |
| Allowance for sales returns-gross | $ 77,054 | $ 17,385 | - | $ 183 | $ 94,622 |
| Allowance for deferred tax assets | 6,226 | (734) | - | - | 5,492 |
| **Fiscal Year Ended November 30, 2021** | | | | | |
| Allowance for sales returns-gross | $ 94,622 | $ (12,241) | $ 89,321 | $ 167 | $ 171,869 |
| Allowance for deferred tax assets | 5,492 | - | 120,411 | (2,468) | 123,435 |



Table of Contents

**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**

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial

Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Report, our Chief Executive Officer (our principal executive officer) and Chief Financial Officer (our principal financial officer) have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

**Management's Report on internal control over financial reporting**

Management's Report on internal control over financial reporting on page 48, and the attestation report of KPMG LLP, an independent registered public accounting firm on page 49, is incorporated herein by reference.

**Changes in internal control over financial reporting**

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with management's evaluation during our last quarter of fiscal 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B.** ***Other Information***

None.

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

Not Applicable.



Table of Contents

## PART III

**Item 10.** ***Directors, Executive Officers and Corporate Governance***

The information required by this item (with respect to Directors) is incorporated by reference from the information under the caption "Election of Directors" "Corporate Governance -- Organization of the Board of Directors" contained in our Proxy Statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for our 2022 Annual Meeting of Stockholders to be held on March 15, 2022 (the "Proxy Statement"). Certain information required by this item concerning executive officers is set forth in Part I of this Report under the caption "Information About Our Executive Officers."

Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16(a) of the Exchange Act. To the extent disclosure for delinquent reports is being made, it can be found under the caption "Delinquent Section 16(a) Reports" in the Proxy Statement and is incorporated herein by reference.

We have adopted a code of ethics that applies to all of our employees, including our principal executive officer, our principal financial and accounting officer, our controllers and persons performing similar functions. This code of ethics, called a Code of Ethical Business Conduct, is available free of charge on our public website (www.tdsynnex.com) on the investor relations webpage. Future amendments or waivers relating to the code of ethics will be disclosed on the webpage referenced in this paragraph within five (5) business days following the date of such amendment or waiver.

**Item 11.** ***Executive Compensation***

The information required by this item is incorporated by reference from the information under the captions "Corporate Governance -- 2021 Directors' Compensation Table," "Corporate Governance -- Narrative to Directors' Compensation Table," "Executive Compensation," and "Corporate Governance -- Compensation Committee Interlocks and Insider Participation" contained in the Proxy Statement.

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

The information required by this item with respect to security ownership of certain beneficial owners and management is incorporated by reference from the information under the caption "Security Ownership of Certain Beneficial Owners and Management" contained in the Proxy Statement.

**Equity Compensation Plan Information**

The following table sets forth certain information regarding our equity compensation plans as of November 30, 2021:

| Plan Category | Number of securities to be issued upon exercise of outstanding options (a) | | Weighted-average exercise price of outstanding options (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) | |
|---|---|---|---|---|---|
| Equity compensation plan approved by security holders | 688,752 | (1) | $ 66.29 | 5,629,065 | (2)(3) |
| Equity compensation plan not approved by security holders | - | | - | - | |
| Total | 688,752 | (1) | $ 66.29 | 5,629,065 | (2)(3) |

(1) Includes the number of shares to be issued under our 2003, 2013 and 2020 Plans. Please see Note 6 - Share-Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the plans.

(2) Includes the number of shares reserved for issuance under our 2020 Plan. The number of shares initially authorized for issuance under our 2020 Plan will not exceed the sum of (i) 2,493,196 shares of common stock plus (ii) any shares under the 2013 Plan that that are subject to outstanding awards to the extent those awards expire, terminate or are canceled for any reason prior to exercise without the issuance or delivery of such shares, any shares subject to vesting restrictions that are subsequently forfeited, and any reserved shares not issued or subject to outstanding awards and (iii) any shares that are subject to outstanding options under the 2003 Plan to the extent those options expire, terminate, or are canceled for any reason prior to exercise without the issuance or delivery of such shares, up to a maximum of 1,443,193 shares. Due to antidilution provisions in the 2020 TD SYNNEX Plan the number of authorized shares was increased by 2,620,859 shares following the Separation. Please see Note 6 - Share-Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the TD SYNNEX Plans.

(3) Includes 1,074,095 shares available-for-sale pursuant to our 2014 Employee Stock Purchase Plan. Shares of common stock will be purchased at a price equal to 95% of the fair market value per share of common stock on either the first trading day of the offering period or on the last trading day of the accumulation period, whichever is lower. See Note 6 - Share-Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the 2014 Employee Stock Purchase Plan.



Table of Contents

**Item 13.** ***Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is incorporated by reference from the information contained under the caption "Certain Relationships and Related Party Transactions" and "Election of Directors" contained in the Proxy Statement.

**Item 14.** ***Principal Accounting Fees and Services***

The information required by this item is incorporated by reference from the information contained under the caption "Ratification of the Appointment of Independent Registered Public Accountants" contained in the Proxy Statement.



Table of Contents

## PART IV

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

**(a) Documents filed as part of this report:**

(1) Financial Statements

See Index under Item 8.

(2) Financial Statements Schedule

See Index under Item 8.

(3) Exhibits

See Item 15(b) below. Each compensatory plan required to be filed has been identified.

**(b) Exhibits.**

| Exhibit Number | | Description of Document |
|---|---|---|
| 2.1+ | | Agreement and Plan of Merger, dated as of March 22, 2021, by and among SYNNEX, Spire Sub I, Inc., Spire Sub II, LLC, and Tiger Parent (AP) Corporation (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on March 22, 2021). |
| 3(i).1 | | Restated Certificate of Incorporation. |
| 3(ii).1 | | Amended and Restated Bylaws. |
| 4.1 | | Description of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934. |
| 4.2 | | Indenture, dated as of August 9, 2021, by and between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.3 | | First Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.4 | | Second Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.5 | | Third Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.6 | | Fourth Supplemental Indenture, dated as of August 9, 2021, between SYNNEX Corporation and Citibank, N.A., as trustee (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.7 | | Form of $700,000,000 1.250% Senior Notes due 2024 (included as Exhibit A to Exhibit 4.2) (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.8 | | Form of $700,000,000 1.750% Senior Notes due 2026 (included as Exhibit A to Exhibit 4.3) (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on August 9, 2021). |

| | | |
|---|---|---|
| 4.9 | | Form of $600,000,000 2.375% Senior Notes due 2028 (included as Exhibit A to Exhibit 4.4) (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.10 | | Form of $500,000,000 2.650% Senior Notes due 2031 (included as Exhibit A to Exhibit 4.5) (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on August 9, 2021). |



Table of Contents

| | | |
|---|---|---|
| 4.11 | | Registration Rights Agreement, dated as of August 9, 2021, by and between SYNNEX Corporation and Citigroup Global Markets Inc., as representative of the initial purchasers of the Notes (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 9, 2021). |
| 4.12 | | MiTAC Letter Agreement, dated as of September 3, 2021, by and between SYNNEX Corporation, Silver Star Developments Ltd. And Peer Developments Ltd. |
| 10.1 # | | Amended and Restated 2003 Stock Incentive Plan and form of agreements thereunder (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2008). |
| 10.2 # | | Amendment to the Amended and Restated 2003 Stock Incentive Plan, dated November 21, 2008 (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended November 30, 2008). |
| 10.3 # | | Amendment to Amended and Restated 2003 Stock Incentive Plan (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended November 30, 2011). |
| 10.4 # | | Form of Notice of Stock Option Grant (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2009). |
| 10.5 # | | Form of Restricted Stock Award (Directors) (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2009). |
| 10.6 # | | Form of Notice of Restricted Stock Unit Award (Performance Vesting) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 4, 2010). |
| 10.7 # | | SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to the Company's 2013 Proxy Statement on Schedule 14A (File No. 001-31892) filed on February 22, 2013). |
| 10.8 # | | Amendment No. 1 to the SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to the Company's additional definitive proxy materials to the 2013 Proxy Statement on Schedule 14A (File No. 001-31892) filed on March 5, 2013). |
| 10.9 # | | Amendment No. 2 to the SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2014). |
| 10.10 # | | Amendment No. 3 to SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.53 to the Company's Annual Report on Form 10-K for the year ended November 30, 2016). |
| 10.11 # | | Amendment No. 4 to SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2017). |
| 10.12 # | | Amendment No. 5 to SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2018). |

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| 10.13# | | Form of incentive award agreements related to the SYNNEX Corporation 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2014). |
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| 10.14# | | SYNNEX Corporation 2020 Stock Incentive Plan (incorporated by reference to the Company's 2020 proxy statement on Schedule 14A (File No. 001-31892) filed on February 10, 2020). |
| 10.15# | | Amendment No. 1 to SYNNEX Corporation's 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on April 7, 2020). |
| 10.16# | | Amendment No. 2 to SYNNEX Corporation 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on April 8, 2021). |
| 10.17# | | Forms of incentive award agreements related to the 2020 SYNNEX Corporation Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on October 9, 2020). |





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| 10.18# | | SYNNEX Corporation Deferred Compensation Plan, as amended and restated effective January 1, 2005 (incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2007). |
| 10.19# | | Amendment to SYNNEX Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended November 30, 2011). |
| 10.20# | | TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as amended. |
| 10.21# | | SYNNEX Corporation 2016 Management Incentive Plan (incorporated by reference to the Company's 2016 proxy statement on Schedule 14A (File No. 001-31892) filed on February 25, 2016). |
| 10.22# | | Offer Letter with Richard Hume dated August 31, 2021 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 2, 2021). |
| 10.23# | | Employment Agreement, dated as of January 4, 2018, by and between the Company and Dennis Polk (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 9, 2018). |
| 10.24# | | Amendment to Offer Letter dated January 4, 2018, by and between SYNNEX Corporation and Dennis Polk (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 26, 2021). |
| 10.25# | | Amendment No. 2 to Offer Letter dated September 28, 2021, by and between TD SYNNEX and Dennis Polk (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 28, 2021). |
| 10.26# | | Offer Letter, dated as of April 1, 2013, by and between the Company and Marshall Witt (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 3, 2013). |
| 10.27# | | Offer Letter, dated as of January 1, 2019, by and between the Company and Michael Urban (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on April 9, 2019). |
| 10.28# | | Manager's Agreement Between TS Europe Executive BVBA and Mr. Patrick Zammit, dated as of February 1, 2017 (incorporated by reference to Exhibit 10-20 to Tech Data Corporation's Form 10-K filed on March 25, 2020). |
| 10.29# | | Addendum to the Manager's Agreement Between TS Europe Executive BVBA and Mr. Patrick Zammit, dated as of February 28, 2017 (incorporated by reference to Exhibit 10-21 to Tech Data Corporation's Form 10-K filed on March 25, 2020). |
| 10.30# | | Offer Letter dated January 25, 2021, by and between SYNNEX Corporation and Peter Larocque (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 26, 2021). |

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| 10.31# | | Advisor Agreement with Dwight Steffensen dated August 31, 2021 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on October 5, 2021). |
| 10.32# | | Form of Change of Control Severance Plan (incorporated by reference to Exhibit 10.13 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-108543)). |
| 10.33# | | Amendment to SYNNEX Corporation Change of Control Severance Plan (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2007). |
| 10.34# | | Form of Indemnification Agreement between the Company and its officers and directors (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 (File No. 333-108543)). |
| 10.35 | | Master HP Partner Agreement, dated as of March 1, 2011, by and between the Company and Hewlett-Packard Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 7, 2011). |



Table of Contents

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| 10.36 | | Joint Sales and Marketing Agreement, dated as of May 6, 2002, by and between the Company and MiTAC International Corporation (incorporated by reference to Exhibit 10.16 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-108543)). |
| 10.37 | | Separation and Distribution Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of November 30, 2020 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.38 | | Employee Matters Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of November 30, 2020 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.39 | | Tax Matters Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of November 30, 2020 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.40 | | Master Commercial Agreement between SYNNEX Corporation and Concentrix Corporation, dated as of December 1, 2020 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on December 2, 2020). |
| 10.41 | | Investor Rights Agreement dated September 1, 2021 between SYNNEX and Tiger Parent Holdings, L.P. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 2, 2021). |
| 10.42 | | Credit Agreement dated as of April 16, 2021 among SYNNEX Corporation and named Initial Lenders and Citibank, N.A. as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 20, 2021). |
| 10.43 | | Fifth Amended and Restated Receivables Funding and Administration Agreement, dated as of December 22, 2021, by and among SIT Funding Corporation, TD SYNNEX Corporation, the lenders party thereto and The Toronto-Dominion Bank, as agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 29, 2021). |
| 10.44 | | Twentieth Amendment to Third Amended and Restated Receivables Sale and Servicing Agreement, dated as of December 22, 2021, by and among TD SYNNEX Corporation, SIT Funding Corporation, Westcon Group North America, Inc., the originators party thereto, the lenders party thereto, and The Toronto-Dominion Bank, as agent (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 29, 2021). |
| 21.1 | | Subsidiaries of the Company. |
| 23.1 | | Consent of KPMG LLP, Independent Registered Public Accounting Firm. |
| 24.1 | | Power of Attorney (see the signature page of this Report). |
| 31.1 | | Rule 13a-14(a) Certification of Chief Executive Officer. |
| 31.2 | | Rule 13a-14(a) Certification of Chief Financial Officer. |

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| 32.1* | | Statement of the Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350). |
| 101.INS | | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH | | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL | | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | | Inline XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | | Inline XBRL Taxonomy Extension Presentation Linkbase Document. |
| | | |
| 104 | | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) |

# Indicates management contract or compensatory plan or arrangement.

* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release Nos. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purpose of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

+ The schedules and exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon request.

**(c) Financial Statement Schedules.**

See Index under Item 8.

**Item 16.** ***Form 10-K Summary***

None.



Table of Contents

**SIGNATURES**

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

Date: January 28, 2022

TD SYNNEX CORPORATION

By: /s/ Richard T. Hume

**Richard T. Hume**

**Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard T. Hume and Marshall W. Witt, and each of them, his true and lawful attorneys-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any amendments to this report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact or their substitute or substitutes may do or cause to be done by virtue hereof.

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

| Name | Title | Date |
|---|---|---|

| | | |
|---|---|---|
| /s/ Richard T. Hume<br>**Richard T. Hume** | Chief Executive Officer (Principal Executive Officer) and Director | January 28, 2022 |
| /s/ Marshall W. Witt<br>**Marshall W. Witt** | Chief Financial Officer (Principal Financial and Principal Accounting Officer) | January 28, 2022 |
| /s/ Dennis Polk<br>**Dennis Polk** | Chair of the Board | January 28, 2022 |
| /s/ Robert Kalsow-Ramos<br>**Robert Kalsow-Ramos** | Vice Chair of the Board | January 28, 2022 |
| /s/ Matthew F.C. Miau<br>**Matthew F.C. Miau** | Chairman Emeritus of the Board | January 28, 2022 |
| /s/ Ann F. Vezina<br>**Ann F. Vezina** | Lead Independent Director | January 28, 2022 |
| /s/ Merline Saintil<br>**Merline Saintil** | Director | January 28, 2022 |
| /s/ Nayaki Nayyar<br>**Nayaki Nayyar** | Director | January 28, 2022 |
| /s/ Fred A. Breidenbach<br>**Fred A. Breidenbach** | Director | January 28, 2022 |
| /s/ Matthew Nord<br>**Matthew Nord** | Director | January 28, 2022 |
| /s/ Hau Lee<br>**Hau Lee** | Director | January 28, 2022 |
| /s/ Duane E. Zitzner<br>**Duane E. Zitzner** | Director | January 28, 2022 |

**Exhibit 3(i).1**

# RESTATED CERTIFICATE OF INCORPORATION OF SYNNEX CORPORATION

SYNNEX Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is SYNNEX Corporation.

SECOND: The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 4, 2003 under the name "SYNNEX Corp." A Restated Certificate of Incorporation was filed on October 27, 2003. A certificate of Merger whereby SYNNEX Information Technologies, Inc., a California corporation, was merged with and into the corporation was filed with the Secretary of State of the State of Delaware on October 28, 2003. A certificate of Amendment to the Restated Certificate was filed with the Secretary of State of the State of Delaware on November 12, 2003.

THIRD: Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates, integrates and further amends the provisions of the Certificate of Incorporation of the corporation.

FOURTH: The Certificate of Incorporation of the corporation shall be amended and restated to read in full as follows:

## ARTICLE I

The name of the corporation is SYNNEX Corporation (the "Corporation").

## ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporate Trust Company.

## ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

## ARTICLE IV

A. Classes of Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is one hundred five million (105,000,000), of which one hundred million (100,000,000) shares of the par value of $0.001 each shall be Common Stock (the "Common Stock") and five million (5,000,000) shares of the par value of $0.001 each shall be Preferred Stock (the "Preferred Stock"). The number of authorized shares of Common Stock

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or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote.

B. Preferred Stock. The Preferred Stock may be issued in any number of series, as determined by the Board of Directors. The Board of Directors is expressly authorized to provide for the issue, in

one or more series, of all or any of the remaining shares of Preferred Stock and, in the resolution or resolutions providing for such issue, to establish for each such series the number of its shares, the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof. The Board of Directors is also expressly authorized (unless forbidden in the resolution or resolutions providing for such issue) to increase or decrease (but not below the number of shares of the series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. Common Stock.

1. Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

2. Voting Rights. Except as otherwise required by law or this Restated Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by such holder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

3. Dividends. Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or this Restated Certificate of Incorporation,

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to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

B. The books of the Corporation may be kept at such place within or without the State of Delaware as the by-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE VI

A. Power of Stockholder to Act by Written Consent. No action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

B. Special Meetings of Stockholders. Special meetings of the stockholders of the Corporation may be called for any purpose or purposes, unless otherwise prescribed by statute or by this

Restated Certificate of Incorporation, only at the request of the Chairman of the Board or by a resolution duly adopted by the affirmative vote of a majority of the Board of Directors.

C. Cumulative Voting. The stockholders of the Corporation shall not have cumulative voting.

ARTICLE VII

The Corporation elects not to be, and shall not be, governed by Section 203 of the General Corporation Law of the State of Delaware or any of the restrictions contained therein.

ARTICLE VIII

A. Limitation on Liability. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under Section 174 of the Delaware General Corporation Law; or (4) for any transaction from which the director derived an improper personal benefit.

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If the Delaware General Corporation Law hereafter is amended to further eliminate or limit the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

B. Indemnification. Each person who is or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in the second paragraph hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation for any expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the

Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

If a claim under the first paragraph of this section is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the

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Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Restated Certificate of Incorporation, by law, agreement, vote of stockholders or disinterested directors or otherwise.

C. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

D. Repeal and Modification. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer, employee or agent of the Corporation existing at the time of such repeal or modification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

ARTICLE IX

The Board of Directors is expressly empowered to adopt, amend or repeal the by-laws of the Corporation; provided, however, that any adoption, amendment or repeal of the by-laws of the Corporation by the Board of Directors shall require the approval of at least sixty-six and two-thirds percent (66-2/3%) of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the Board of Directors). The stockholders shall also have the power to adopt, amend or repeal the by-laws of the Corporation, provided, however, that in addition to any vote of the holders of any class or series of stock of the

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Corporation required by law or by this Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for such adoption, amendment or repeal by the stockholders of any provisions of the by-laws of the Corporation.

ARTICLE X

Notwithstanding any other provision of this Restated Certificate of Incorporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend in any respect or repeal this Article X, or Articles V, VI, VIII and IX.

FIFTH: This Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation.

SIXTH: This Restated Certificate of Incorporation was duly adopted by the stockholders in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. Written consent of the stockholders has been given with respect to this Restated Certificate of Incorporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice has been given as provided in Section 228.

IN WITNESS WHEREOF, SYNNEX Corporation has caused this certificate to be signed by its President and Secretary this 1st day of December, 2003.

/s/ Robert Huang
Robert Huang
President and Chief Executive Officer

/s/ Simon Leung
Simon Leung
Secretary

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**CERTIFICATE OF AMENDMENT TO**

**CERTIFICATE OF INCORPORATION OF**

**SYNNEX CORPORATION**

SYNNEX Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is SYNNEX Corporation (the "***Company***"). The original Certificate of Incorporation of the Company was filed with the Secretary of State of Delaware on September 4, 2003 under the name SYNNEX Corp.

SECOND: This amendment to the Certificate of Incorporation of the Company as set forth below has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the stockholders and directors of the Company.

THIRD: Article IV(A) of the Certificate of Incorporation as presently in effect is amended to read in its entirety as follows:

"A.Classes of Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is two hundred five million (205,000,000), of which two hundred million (200,000,000) shares of the par value of $0.001 each shall be Common Stock (the "Common Stock") and five million (5,000,000) shares of the par value of $0.001 each shall be Preferred Stock (the "Preferred Stock"). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote."

FOURTH: All other provisions of the Certificate of Incorporation remain in full force and effect.

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IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by its duly authorized officer this 31st day of August, 2021.

**SYNNEX CORPORATION**

By: /s/ Marshall Witt
Name: Marshall Witt
Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT OF**

**RESTATED CERTIFICATE OF INCORPORATION OF**

**SYNNEX CORPORATION**

SYNNEX Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on September 4, 2003.

SECOND: This amendment to the Restated Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the directors of the Corporation.

THIRD: Article I of the Restated Certificate of Incorporation as presently in effect is amended to read in its entirety as follows effective November 3, 2021 at 12:01 am Eastern Time:

"The name of the corporation is TD SYNNEX Corporation (the "**Corporation**")."

FOURTH: All other provisions of the Restated Certificate of Incorporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Chief Legal Officer and Corporate Secretary this 22nd day of October 2021.

**Exhibit 3(ii).2**

# AMENDED AND RESTATED BYLAWS

# OF

# TD SYNNEX CORPORATION

**(a Delaware corporation)**

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## TABLE OF CONTENTS


Page

ARTICLE 1 Offices1

- 1.1 Principal Office1
- 1.2 Additional Offices1

ARTICLE 2 Meeting of Stockholders1

- 2.1 Place of Meeting1
- 2.2 Annual Meeting1
- 2.3 Special Meetings2
- 2.4 Notice of Meetings2
- 2.5 Business Matter of a Special Meeting3
- 2.6 List of Stockholders3
- 2.7 Organization and Conduct of Business3
- 2.8 Quorum and Adjournments3
- 2.9 Voting Rights3
- 2.10 Majority Vote4
- 2.11 Record Date for Stockholder Notice and Voting4
- 2.12 Proxies4
- 2.13 Inspectors of Election4
- 2.14 Action Without a Meeting4

ARTICLE 3 Directors5

- 3.1 Number, Election, Tenure and Qualifications5
- 3.2 Enlargement and Vacancies6
- 3.3 Resignation and Removal6
- 3.4 Powers6
- 3.5 Chairman of the Board6
- 3.6 Place of Meetings7
- 3.7 Annual Meetings7

3.8 Regular Meetings7
3.9 Special Meetings7
3.10 Quorum, Action at Meeting, Adjournments7
3.11 Action Without Meeting7
3.12 Telephone Meetings8
3.13 Committees8
3.14 Fees and Compensation of Directors8
3.15 Rights of Inspection8

ARTICLE 4 Officers8

4.1 Officers Designated8
4.2 Election9
4.3 Tenure9
4.4 Compensation9
4.5 The Chief Executive Officer or Co-Chief Executive Officer9



4.6 The President9
4.7 The Vice President10
4.8 The Secretary10
4.9 The Assistant Secretary10
4.10 The Chief Financial Officer10
4.11 Bond10
4.12 Delegation of Authority11

ARTICLE 5 Notices11

5.1 Deliver11
5.2 Waiver of Notice11

ARTICLE 6 Indemnification11

6.1 Actions Other Than By or in the Right of the Corporation11
6.2 Actions By or in the Right of the Corporation12
6.3 Success on the Merits12
6.4 Specific Authorization12
6.5 Advance Payment12
6.6 Non-Exclusivity13
6.7 Insurance13
6.8 Severability13
6.9 Intent of Article13

ARTICLE 7 Capital Stock13

7.1 Certificates for Shares13
7.2 Signatures on Certificates14
7.3 Transfer of Stock14
7.4 Registered Stockholders14
7.5 Lost, Stolen or Destroyed Certificates14

ARTICLE 8 Certain Transactions14

8.1 Transactions with Interested Parties14
8.2 Quorum15

ARTICLE 9 General Provisions15

9.1 Dividends15
9.2 Dividend Reserve15
9.3 Checks15
9.4 Corporate Seal15
9.5 Fiscal Year16
9.6 Execution of Corporate Contracts and Instruments16
9.7 Representation of Shares of Other Corporations16

ARTICLE 10 Amendments16

ARTICLE 11 Exclusive Forum16

11.1 Exclusive Forum16



11.2 Personal Jurisdiction17
11.3 Notice17



**AMENDED AND RESTATED BYLAWS**

**OF**

**TD SYNNEX CORPORATION**

**(a Delaware corporation)**

ARTICLE 1

Offices

1.1 Principal Office

. The registered office of the corporation shall be 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent in charge thereof is The Corporation Trust Company.

1.2 Additional Offices

. The corporation may also have offices at such other places, either within or without the State of Delaware, as the Board of Directors (the "Board") may from time to time designate or the business of the corporation may require.

ARTICLE 2

Meeting of Stockholders

2.1 Place of Meeting

. Meetings of stockholders may be held at such place, either within or without of the State of Delaware, as may be designated by or in the manner provided in these Bylaws, or, if not so designated, at the registered office of the corporation or the principal executive offices of the corporation.

2.2 Annual Meeting

. Annual meetings of stockholders shall be held each year at such date and time as shall be designated from time to time by the Board or the Chief Executive Officer or Co-Chief Executive Officer (in the event there are two or more Co-Chief Executive Officers, each a "Chief Executive Officer") and stated in the notice of the meeting. At such annual meeting, the stockholders shall elect by a plurality vote a Board of Directors. The stockholders shall also transact such other business as may properly be brought before the meetings.

To be properly brought before the annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors or the Chief Executive Officer, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or the Chief Executive Officer, or (c) otherwise properly brought before the meeting by a stockholder of record. In addition to any other applicable requirements, for business to be properly brought before the annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a stockholder's notice must be delivered personally or deposited in the United States mail, or delivered to a common carrier for transmission to the recipient or actually transmitted by the person giving the notice by electronic means to the recipient or sent by other means of written communication, postage or delivery charges prepaid in all such cases, and received at the principal executive offices of the corporation, addressed to the attention of the Secretary of the corporation,



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not less than fifty (50) days nor more than seventy-five (75) days prior to the scheduled date of the meeting (regardless of any postponements, deferrals or adjournments of that meeting to a later date); *provided, however,* that in the event that less than sixty-five (65) days' notice or prior public disclosure of the date of the scheduled meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the earlier of (a) the close of business on the 15th day following the day on which such notice of the date of the scheduled annual meeting was mailed or such public disclosure was made, whichever first occurs, and (b) two (2) days prior to the date of the scheduled meeting. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the stockholder proposing such

business, (iii) the class, series and number of shares of the corporation that are owned beneficially by the stockholder, and (iv) any material interest of the stockholder in such business.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Section; provided, however, that nothing in this Section shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting.

The Chairman of the Board of the corporation (or such other person presiding at the meeting in accordance with these Bylaws) shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

2.3 Special Meetings

. Special meetings of the stockholders may be called for any purpose or purposes, unless otherwise prescribed by statute or by the Restated Certificate of Incorporation, by the Chief Executive Officer or Secretary only at the request of the Chairman of the Board of Directors, or by a resolution duly adopted by the affirmative vote of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

2.4 Notice of Meetings

. Written notice of stockholders' meetings, stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which such special meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days prior to the meeting.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.



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2.5 Business Matter of a Special Meeting

. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice, except to the extent such notice is waived or is not required.

2.6 List of Stockholders

. The officer in charge of the stock ledger of the corporation or the transfer agent shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, at a place within the city where the meeting is to be held, which place, if other than the place of the meeting, shall be specified in the notice of the meeting. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present in person thereat.

2.7 Organization and Conduct of Business

. The Chairman of the Board or, in his or her absence, the Chief Executive Officer or President of the corporation or, in their absence, such person as the Board may have designated or, in the absence of such a person, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as Chairman of the meeting. In the absence of the Secretary of the corporation, the Secretary of the meeting shall be such person as the Chairman appoints.

The Chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems to him or her in order.

2.8 Quorum and Adjournments

. Except where otherwise provided by law or the Restated Certificate of Incorporation or these Bylaws, the holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented in proxy, shall constitute a quorum at all meetings of the stockholders. The stockholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough stockholders to have less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If, however, a quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat who are present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

2.9 Voting Rights

. Unless otherwise provided in the Restated Certificate of Incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder.

2.10 Majority Vote

. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Restated Certificate of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

2.11 Record Date for Stockholder Notice and Voting

. For purposes of determining the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, or to vote, or entitled to receive payment of any dividend or other distribution, or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any other action. If the Board does not so fix a record date, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

2.12 Proxies

. Every person entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, electronic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of three (3) years from the date of the proxy, unless otherwise provided in the proxy.

2.13 Inspectors of Election

. The corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors of election to act at the meeting and make a written report thereof. The corporation may designate one or more persons to act as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability.

2.14 Action Without a Meeting

. No action required or permitted to be taken at any annual or special meeting of the stockholders of the corporation may be taken without a meeting and the power of the stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.



ARTICLE 3

Directors

3.1Number, Election, Tenure and Qualifications

. Subject to the rights of any stockholder as set forth in any agreement with the corporation, including the Investor Rights Agreement, dated September 1, 2021, by and between the corporation and Tiger Parent Holdings, L.P. (as it may be amended or supplemented from time to time) (any such agreement, an "Investor/Company Agreement"), the number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by resolution of the Board of Directors or stockholders at the annual meeting or any special meeting called for that purpose. The classes of directors that shall constitute the whole Board of Directors shall be as provided in the Restated Certificate of Incorporation.

At each annual meeting of the stockholders, directors shall be elected for that class of directors whose terms are expiring, except as otherwise provided in Section 3.2 of this Article, and each director so elected shall hold office until such director's successor is duly elected and qualified or until such director's earlier resignation.

Subject to the rights of any stockholders pursuant to any Investor/Company Agreement or the rights of holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, nominations of persons for election to the Board of Directors at the annual meeting, by or at the direction of the Board of Directors, may be made by any nominating committee or person appointed by the Board of Directors; nominations may also be made by any stockholder of record of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a stockholder's notice shall be delivered personally or deposited in the United States mail, or delivered to a common carrier for transmission to the recipient or actually transmitted by the person giving the notice by electronic means to the recipient or sent by other means of written communication, postage or delivery charges prepaid in all such cases, and received at the principal executive offices of the corporation addressed to the attention of the Secretary of the corporation not less than one hundred twenty (120) days prior to the scheduled date of the meeting (regardless of any postponements, deferrals or adjournments of that meeting to a later date); provided, however, that, in the case of an annual meeting and in the event that less than one hundred (100) days' notice or prior public disclosure of the date of the scheduled meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 7th day following the day on which such notice of the date of the scheduled meeting was mailed or such public disclosure was made, whichever first occurs. Such stockholder's notice to the Secretary shall set forth (a) as

to each person whom the stockholder proposes to nominate for election or reelection as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class, series and number of shares of capital stock of the corporation that are owned beneficially by the person, (iv) a statement as to the person's citizenship, and (v) any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations



promulgated thereunder; and (b) as to the stockholder giving the notice, (i) the name and record address of the stockholder and (ii) the class, series and number of shares of capital stock of the corporation that are owned beneficially by the stockholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as director of the corporation. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein or pursuant to the terms of any Investor/Company Agreement that otherwise provides stockholders with specific rights with respect to nominating persons to serves as directors.

In connection with any annual meeting, the Chairman of the Board of Directors (or such other person presiding at such meeting in accordance with these Bylaws) shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

Directors shall serve as provided in the Restated Certificate of Incorporation of the corporation. Directors need not be stockholders.

3.2 Enlargement and Vacancies

. The number of members of the Board of Directors may be increased at any time by vote of a majority of the directors then in office. Subject to the terms of any Investor/Company Agreement, sole power to fill vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be vested in the Board of Directors through action by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so chosen shall hold office until the next annual election at which the term of the class to which they have been elected expires and until such director's successor is duly elected and qualified or until such director's earlier resignation, removal from office, death or incapacity. If there are no directors in office, then an election of directors may be held in the manner provided by statute. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, these by-laws, or any Investor/Company Agreement, may exercise the powers of the full board until the vacancy is filled.

3.3 Resignation and Removal

. Any director may resign at any time upon written notice to the corporation at its principal place of business or to the Chief Executive Officer or the Secretary. Such resignation shall be effective upon receipt of such notice unless the notice specifies such resignation to be effective at some other time or upon the happening of some other event. Any director or the entire Board may be removed, with or without cause, by the holders of at least a majority of the shares then entitled to vote at an election of directors, unless otherwise specified by law or the Certificate of Incorporation.

3.4 Powers

. The business of the corporation shall be managed by or under the direction of the Board which may exercise all such powers of the corporation and do all such lawful acts and things which are not by statute or by the Restated Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.



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3.5 Chairman of the Board

. If the Board of Directors appoints a Chairman of the Board, such Chairman shall, when present, preside at all meetings of the stockholders and the Board. The Chairman shall perform such duties and possess such powers as are customarily vested in the office of the Chairman of the Board or as may be vested in the Chairman by the Board of Directors.

3.6 Place of Meetings

. The Board may hold meetings, both regular and special, either within or without the State of Delaware.

3.7 Annual Meetings

. The annual meetings of the Board shall be held immediately following the annual meeting of stockholders, and no notice of such meeting shall be necessary to the Board, provided a quorum shall be present. The annual meetings shall be for the purposes of organization, and an election of officers and the transaction of other business.

3.8 Regular Meetings

. Regular meetings of the Board may be held without notice at such time and place as may be determined from time to time by the Board; provided that any director who is absent when such a determination is made shall be given prompt notice of such determination, which notice shall comply with the requirements set forth in Section 3.9.

3.9 Special Meetings

Special meetings of the Board may be called by the Chairman of the Board, the Chief Executive Officer, the President, the Secretary, or on the written request of two or more directors, or by one

director in the event that there is only one director in office. Notice of the time and place of special meetings shall be delivered personally or by telephone to each director, or sent by first-class mail or telegram, cable, commercial delivery service, telex, facsimile transmission, or electronic means, charges prepaid, sent to such director's business or home address as they appear upon the records of the corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of holding of the meeting. In case such notice is delivered personally or by telegram, cable, commercial delivery service, telex, facsimile transmission, or electronic means, it shall be so delivered at least four hours prior to the time of the holding of the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

3.10 Quorum, Action at Meeting, Adjournments

. At all meetings of the Board, a majority of directors then in office, but in no event less than one third (1/3) of the entire Board, shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Restated Certificate of Incorporation. For purposes of this section, the term "entire Board" shall mean the number of directors last fixed by the stockholders or directors, as the case may be, in accordance with law and these Bylaws; provided, however, that if less than all the number so fixed of directors were elected, the "entire Board" shall mean the greatest number of directors so elected to hold office at any one time pursuant to such authorization. If a quorum shall not be present at any meeting of the Board, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.11 Action Without Meeting

. Unless otherwise restricted by the Restated Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board



or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.12 Telephone Meetings

. Unless otherwise restricted by the Restated Certificate of Incorporation or these Bylaws, any member of the Board or any committee thereof may participate in a meeting of the Board or of any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.13 Committees

. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the

corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Restated Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the bylaws of the corporation; and, unless the resolution designating such committee or the Restated Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. Each committee shall keep regular minutes of its meetings and make such reports to the Board as the Board may request. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the conduct of its business by the Board.

3.14 Fees and Compensation of Directors

. Unless otherwise restricted by the Restated Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.15 Rights of Inspection

. Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders and its other books and records for a purpose reasonably related to his or her position as a director.



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ARTICLE 4

Officers

4.1 Officers Designated

. The officers of the corporation shall be chosen by the Board of Directors and shall be the Chief Executive Officer, a Secretary and a Chief Financial Officer. The office of Chief Executive Officer may be held by more than one person, each with the title Co-Chief Executive Officer. The Board

may also choose a President, a Chief Operating Officer, one or more Vice Presidents, and one or more assistant Secretaries. Any number of offices may be held by the same person, unless the Restated Certificate of Incorporation or these Bylaws otherwise provide.

4.2 Election

. The Board of Directors at its first meeting after each annual meeting of stockholders shall choose the Chief Executive Officer or Co-Chief Executive Officers, a Secretary and a Chief Financial Officer. Other officers may be appointed by the Board of Directors at such meeting, at any other meeting, or by written consent or may be appointed by the Chief Executive Officer or Officers pursuant to a delegation of authority from the Board of Directors.

4.3 Tenure

. The officers of the corporation shall hold office until their successors are chosen and qualify, unless a different term is specified in the vote choosing or appointing such officer, or until such officer's earlier death, resignation or removal. Any officer elected or appointed by the Board of Directors or by the Chief Executive Officer may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors or a committee duly authorized to do so, except that any officer appointed by the Chief Executive Officer may also be removed at any time by the Chief Executive Officer. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors, at its discretion. Any officer may resign by delivering such officer's written resignation to the corporation at its principal place of business or to the Chief Executive Officer or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4.4 Compensation

. The salaries of all officers of the corporation shall be fixed from time to time by the Board and no officer shall be prevented from receiving a salary because he is also a director of the corporation.

4.5 The Chief Executive Officer or Co-Chief Executive Officer

. Subject to such supervisory powers, if any, as may be given by the Board to the Chairman of the Board, the Chief Executive Officer or in the event there are Co-Chief Executive Officers, either Co-Chief Executive Officer, shall preside at all meetings of the stockholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board, shall have general and active management of the business of the corporation as determined from time to time by the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the corporation.



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4.6 The President

. The President shall, in the event there be no Chief Executive Officer or in the absence of the Chief Executive Officer or in the event of his or her disability or refusal to act, perform the duties of the Chief Executive Officer, and when so acting, shall have the powers of and subject to all the restrictions upon the Chief Executive Officer. The President shall perform such other duties and have such other powers as may from time to time be prescribed for such person by the Board, the Chairman of the Board, the Chief Executive Officer or these Bylaws.

4.7 The Vice President

. The Vice President (or in the event there be more than one, the Vice Presidents in the order designated by the directors, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability or refusal to act, perform the duties of the President, and when so acting, shall have the powers of and subject to all the restrictions upon the President. The Vice President(s) shall perform such other duties and have such other powers as may from time to time be prescribed for them by the Board, the President, the Chairman of the Board or these Bylaws.

4.8 The Secretary

. The Secretary shall attend all meetings of the Board and the stockholders and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and special meetings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board, the Chairman of the Board or the Chief Executive Officer, under whose supervision he or she shall act. The Secretary shall have custody of the seal of the corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the corporation and to attest the affixing thereof by his or her signature. The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the corporation's transfer agent or registrar, as determined by resolution of the Board, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

4.9 The Assistant Secretary

. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board (or in the absence of any designation, in the order of their election) shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

4.10 The Chief Financial Officer

. The Chief Financial Officer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the

corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board, at its regular meetings, or when the Board so requires, an account of all his or her transactions as Chief Financial Officer and of the financial condition of the corporation.



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4.11 Bond

. If required by the Board of Directors, any officer shall give the corporation a bond in such sum and with such surety or sureties and upon such terms and conditions as shall be satisfactory to the Board of Directors, including without limitation a bond for the faithful performance of the duties of such officer's office and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or under such officer's control and belonging to the corporation.

4.12 Delegation of Authority

. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

## ARTICLE 5

## Notices

5.1 Deliver

. Whenever, under the provisions of law, or of the Restated Certificate of Incorporation or these Bylaws, written notice is required to be given to any director or stockholder, such notice may be given by mail, addressed to such director or stockholder, at such person's address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or delivered to a nationally recognized courier service. Unless written notice by mail is required by law, written notice may also be given by telegram, cable, telecopy, commercial delivery services, telex or similar means, addressed to such director or stockholder at such person's address as it appears on the records of the corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the corporation or the person sending such notice and not by the addressee. Oral notice or other in-hand delivery, in person or by telephone, shall be deemed given at the time it is actually given.

5.2 Waiver of Notice

. Whenever any notice is required to be given under the provisions of law or of the Restated Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person

or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. In addition to the foregoing, notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals executed under this Section 5.2 shall be filed with the corporate records or made a part of the minutes of the meeting.

## ARTICLE 6

## Indemnification

6.1 Actions Other Than By or in the Right of the Corporation

. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that



such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

6.2 Actions By or in the Right of the Corporation

. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence

or misconduct in the performance of such person's duty to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

6.3 Success on the Merits

. To the extent that any person described in Sections 6.1 or 6.2 of this Article 6 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

6.4 Specific Authorization

. Any indemnification under Sections 6.1 or 6.2 of this Article 6 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, or (2) by a committee of such directors designated by a majority vote of such directors, even though less than a quorum, or (3) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders of the corporation.



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6.5 Advance Payment

. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided for in Section 6.4 of this Article 6 upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by the corporation as authorized in this Article 6.

6.6 Non-Exclusivity

. The indemnification provided by this Article 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. Any repeal or amendment of any of

the provisions of this Article 6 shall not adversely affect any right or potential right of any indemnitee existing at the time of such repeal or amendment.

6.7 Insurance

. The Board of Directors may authorize, by a vote of the majority of the full board, the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 6.

6.8 Severability

. If any word, clause or provision of this Article 6 or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

6.9 Intent of Article

. The intent of this Article 6 is to provide for indemnification to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware. To the extent that such Section or any successor Section may be amended or supplemented from time to time, this Article 6 shall be amended automatically and construed so as to permit indemnification to the fullest extent from time to time permitted by law.

## ARTICLE 7

## Capital Stock

7.1 Certificates for Shares

. The shares of the corporation shall be represented by certificates or shall be uncertificated. Certificates shall be signed by, or in the name of the corporation by, the Chairman of the Board, the Chief Executive Officer, the President or a Vice President and by the Chief Financial Officer, the Secretary or an Assistant Secretary of the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer,



transfer agent or registrar at the date of issue. Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares,

the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required by the General Corporation Law of the State of Delaware or a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

7.2 Signatures on Certificates

. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

7.3 Transfer of Stock

. Upon surrender to the corporation or the transfer agent of the corporation of a certificate of shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated share, such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

7.4 Registered Stockholders

. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

7.5 Lost, Stolen or Destroyed Certificates

. The Board may direct that a new certificate or certificates be issued to replace any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing the issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the lost, stolen or destroyed certificate or certificates, or his or her legal representative, to advertise the same in such manner as it shall require, and/or to give the corporation a bond in such sum as it

may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.



ARTICLE 8

Certain Transactions

8.1 Transactions with Interested Parties

. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because the vote or votes of such director or officer are counted for such purpose, if:

(a) the material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) the material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

8.2 Quorum

. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE 9

General Provisions

9.1 Dividends

. Dividends upon the capital stock of the corporation, subject to any restrictions contained in the General Corporation Law of the State of Delaware or the provisions of the Restated Certificate of Incorporation, if any, may be declared by the Board at any regular or special meeting. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the Restated Certificate of Incorporation.

9.2 Dividend Reserve

. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.



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9.3 Checks

. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

9.4 Corporate Seal

. The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the word "Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. The seal may be altered from time to time by the Board of Directors.

9.5 Fiscal Year

. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

9.6 Execution of Corporate Contracts and Instruments

. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.7 Representation of Shares of Other Corporations

. The Chief Executive Officer, the President or any Vice President or the Secretary or any Assistant Secretary of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.

ARTICLE 10

Amendments

The Board of Directors is expressly empowered to adopt, amend or repeal these Bylaws, provided, however, that any adoption, amendment or repeal of these Bylaws by the Board of Directors shall require the approval of at least sixty-six and two-thirds percent (66-2/3%) of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any resolution providing for adoption, amendment or repeal is presented to the board). The stockholders shall also have power to adopt, amend or repeal these Bylaws, provided, however, that in addition to any vote of the holders of any class or series of stock of this corporation required by law or by the Restated Certificate of Incorporation of this corporation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then outstanding shares of the stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for such adoption, amendment or repeal by the stockholders of any provisions of these Bylaws.



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ARTICLE 11

Exclusive Forum

11.1 Exclusive Forum

. Unless the corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or agent of the corporation to the corporation or the corporation's stockholders, including a claim alleging the aiding and abetting of such a breach of fiduciary duty, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law ("DGCL") or these bylaws or the certificate of incorporation of the corporation (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine or asserting an "internal corporate claim" (as that term is defined in Section 115 of the DGCL) (any action, proceeding or claim described in clauses (i) through (iv) being referred to as a "Covered Action") shall, to the fullest extent permitted by law, be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware).

11.2 Personal Jurisdiction

. If any Covered Action is filed in a court other than a court located within the State of Delaware (a "Foreign Action") in the name of any stockholder, such stockholder shall, to the fullest extent permitted by law, be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce Section 11.1 (an "Enforcement Action") and (ii) having service of process

made upon such stockholder in any such Enforcement Action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder.

11.3 Notice

. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Article 11.

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**Exhibit 4.1**

# DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

The following description sets forth certain material terms and provisions of our securities that are registered under Section 12 of the Securities Exchange Act of 1934, as amended. The following summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the applicable provisions of our certificate of incorporation and our bylaws, copies of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.2 is a part. We encourage you to read our certificate of incorporation and our bylaws for additional information.

## Authorized Common Stock

Our certificate of incorporation authorizes us to issue up to 200,000,000 shares of common stock, par value $0.001 per share and 5,000,000 shares of preferred stock, par value $0.001 per share. All of the outstanding shares of our common stock are fully paid and non-assessable. Except as otherwise provided in our certificate of incorporation or in a board resolution, shares purchased, redeemed by, surrendered to or otherwise acquired by TD SYNNEX assume the status of authorized but unissued shares, undesignated as to class or series, and may thereafter be reissued in the same manner as other authorized but unissued shares.

## Dividends

The holders of shares of our common stock are entitled to dividends as our board of directors may declare from time to time from legally available funds subject to the preferential rights of the holders of any shares of TD SYNNEX preferred stock that may be issued in the future.

## Voting Rights

The holders of shares of our common stock are entitled to one vote per share on any matter to be voted upon by TD SYNNEX stockholders. Our certificate of incorporation does not provide for cumulative voting in connection with the election of directors. Accordingly, directors are elected by a plurality of the shares of common stock voting once a quorum is present.

## Preemptive Rights

No holder of shares of our common stock has any preemptive right to subscribe for any shares of TD SYNNEX capital stock issued in the future.

## Liquidation Rights

Upon any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of shares of common stock are entitled to share, on a pro rata basis, all assets remaining after payment to creditors and subject to prior distribution rights of any shares of preferred stock that may be issued in the future.

## Preferred Stock

Under our certificate of incorporation, our board of directors, without further action by our stockholders, will be authorized to issue shares of preferred stock in one or more classes or series. Our board of directors may fix the rights, preferences and privileges of the preferred stock, along with any limitations or restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences of each class or series of preferred stock. The shares of preferred stock could have voting or conversion rights that could adversely affect the voting power or other rights of holders of shares of common stock. The issuance of shares of preferred stock could also have the effect, under certain circumstances, of delaying, deferring or preventing a takeover or

other transaction that holders of some or a majority of shares of common stock might believe to be in their best interests or in which holders might receive a premium for their shares over the then-market price of the shares.

**Certain Anti-Takeover Provisions**

Certain provisions of our certificate of incorporation and bylaws may have the effect of delaying, deferring or discouraging another person from acquiring control of TD SYNNEX, including the following:

- Supermajority Voting. Our certificate of incorporation requires the approval of the holders of at least 66 2/3% of our combined voting power to effect certain amendments to our certificate of incorporation. Our bylaws may be amended by either directors comprising 66 2/3% of the total number of authorized directors, or the holders of 66 2/3% of our voting stock.
- Authorized but Unissued or Undesignated Capital Stock. Our certificate of incorporation grants our board of directors broad power to establish the rights and preferences of authorized and unissued preferred stock. The issuance of shares of preferred stock pursuant to our board of directors' authority described above could decrease the amount of earnings and assets available for distribution to holders of shares of our common stock and adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying, deferring or preventing a change in control.
- Special Meetings of Stockholders. Our certificate of incorporation and bylaws provide that special meetings of TD SYNNEX stockholders may be called by the chairman of our board of directors or by a majority of our board of directors.
- No Stockholder Action by Written Consent. Our bylaws provide that an action required or permitted to be taken at any annual or special meeting of TD SYNNEX stockholders may only be taken at a duly called annual or special meeting of stockholders. This provision prevents TD SYNNEX stockholders from initiating or effecting any action by written consent, and thereby taking actions opposed by our board of directors.
- Notice Procedures. Our bylaws establish advance notice procedures with regard to all stockholder proposals to be brought before meetings of TD SYNNEX stockholders, including proposals relating to the nomination of candidates for election as directors, the removal of directors and amendments to our certificate of incorporation and bylaws. These procedures provide that notice of such stockholder proposals must be timely given in writing to the TD SYNNEX Secretary prior to the meeting. The notice must contain certain information specified in our bylaws**.**

**Transfer Agent**

Our transfer agent for the common stock is Computershare Inc.

**Listing**

Our common stock is listed on the New York Stock Exchange under the trading symbol "SNX."



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**EXHIBIT 4.12**
September 3, 2021

Silver Star Developments Ltd.
No. 200 Wen Hua 2nd Road
Guishan Dist., Taoyuan City 333, Taiwan.
Peer Developments Ltd.
4th Floor, No. 75 Sec. 3, Minsheng East Road
Zhongshan Dist., Taipei City 104, Taiwan.

Ladies and Gentlemen:

Reference is made to the Investor Rights Agreement (as it may be amended or supplemented from time to time, the "**Investor Rights Agreement**") by and between SYNNEX Corporation, a Delaware corporation (the "**Corporation**") and Tiger Parent Holdings, L.P., a Delaware limited partnership, to be entered into in connection with the closing of the transactions contemplated by the Merger Agreement, dated as of March 22, 2021, by and among the Corporation, Tiger Parent (AP) Corporation, a Delaware corporation, Spire Sub I, Inc., a Delaware corporation and a direct wholly owned subsidiary of the Corporation, and Spire Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of the Corporation, in substantially the form attached as Exhibit E thereto. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Investor Rights Agreement.

In consideration of the covenants and agreements set forth in this letter agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows.

Definitions. As used herein, the following terms shall have the following respective meanings:

"Initial MiTAC Stockholders" means Silver Star Developments Ltd. and Peer Developments Ltd.

"MiTAC Entities" means the Initial MiTAC Stockholders and each entity that is an Affiliate of the Initial MiTAC Stockholders.

"MiTAC Stockholders" means the Initial MiTAC Stockholders and any MiTAC Entity that becomes an owner of any shares of Common Stock, from an Initial MiTAC Stockholder or another MiTAC Stockholder. In connection with, and as condition to, any such transfer, such MiTAC Entity, shall execute a signature page hereto and Schedule A shall be amended and restated to provide that such MiTAC Entity has rights and obligations of a MiTAC Stockholder hereunder.

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Piggyback Registration Rights.

Participation. Subject to Section 2(b), (i) if the Corporation proposes to file (1) a Registration Statement with respect to an Underwritten Offering (for its own account or otherwise) or (2) a Shelf Registration with respect to an offering (for its own account or otherwise), in each case, whether on its own behalf or in connection with the exercise of any registration rights by any holder of Registrable Securities possessing such rights (other than (A) a registration relating solely to an employee benefit plan or employee stock plan, a dividend reinvestment plan, or a merger or a consolidation, (B) a registration incidental to an issuance of debt securities under Rule 144A, (C) a registration on Form S-4 or any successor form or (D) a registration on Form S-8 or any successor form), with respect to an Underwritten Offering (for its own account or otherwise) that includes any Registrable Securities or (ii) the Corporation receives an Underwritten Shelf Take-Down Notice, then the Corporation shall give prompt notice (the "Initial Notice") to the MiTAC Stockholders, and the MiTAC Stockholders shall be entitled to include in such Registration Statement or such Underwritten Shelf Take-Down the Registrable Securities held by them. The Initial Notice shall offer the MiTAC Stockholders the right, subject to Section 2(b) (the "MiTAC Piggyback Registration Right"), to register such number of shares of Registrable Securities as each such MiTAC Stockholders may request and shall set forth (A) the anticipated filing date of such Registration Statement or the anticipated launch date of such Underwritten Shelf Take-Down and (B) the aggregate number of Registrable Securities that is proposed to be included in such Registration Statement or such Underwritten Shelf Take-Down. Subject to Section 2(b), the Corporation shall include in such Registration Statement or Underwritten Shelf Take-Down such Registrable Securities for which it has received written requests to register within ten (10) days after the Initial Notice has been given.

Underwriters' Cutback. Notwithstanding the foregoing, if the managing underwriter(s) of any proposed Underwritten Offering advises the Corporation, the Apollo Stockholders or the MiTAC Stockholders that the total or kind of securities that the MiTAC Stockholders and any other

Persons intend to include in such offering (or Underwritten Shelf Take-Down, as applicable), or that the inclusion of certain holders of the Registrable Securities in such offering, would be reasonably likely to adversely affect the price, timing or distribution of the securities offered in such offering (or Underwritten Shelf Take-Down, as applicable), then the number of securities proposed to be included in such registration (or Underwritten Shelf Take-Down, as applicable) shall be allocated among the Corporation and the selling MiTAC Stockholders and other applicable holders of the Registrable Securities (including the Apollo Stockholders), such that the number of securities that each such Person shall be entitled to sell in the Underwritten Offering (or Underwritten Shelf Take-Down, as applicable) shall be included in the following order:

In the case of an exercise of any registration rights by the Apollo Stockholders or any other holder of Registrable Securities possessing such rights:

first, the securities held by (A) the Apollo Stockholders or other Person(s) exercising such registration rights, and (B) the MiTAC





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Stockholders or other applicable holders of registrable securities requested to be included in such registration pursuant to the terms of this Section 2 or pursuant to any other agreement containing piggyback registration rights, pro rata based upon the number of Registrable Securities requested to be registered by each such Person in connection with such registration; and

second, the securities to be issued and sold by the Corporation in such registration.

In all other cases:

first, the securities to be issued and sold by the Corporation in such registration; and

second, the securities held by the MiTAC Stockholders or other applicable holders of registrable securities requested to be included in such registration pursuant to the terms of this Section 3 or pursuant to any other agreement containing piggyback registration rights (including the Apollo Stockholders), pro rata based upon the number of Registrable Securities requested to be registered by each such Person in connection with such registration.

The provisions set forth in Sections 3(c), 3(d), 3(e) and 4 of Exhibit A to the Investor Rights Agreement shall apply to this letter agreement, mutatis mutandis, and are incorporated by reference as if fully set forth herein.

Notices. All notices and other communications hereunder shall be in writing and shall be deemed given if delivered personally (notice deemed given upon receipt), by e-mail transmission (notice deemed given upon transmission if the email is sent by 5:00 p.m. Eastern Time or, if after, the day following the date of transmission), mailed by registered or certified mail (return receipt requested) or delivered by an express courier (with confirmation) (notice deemed given upon receipt of proof of delivery) to the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

(i)If to the Corporation, to:

SYNNEX Corporation 44201 Nobel Drive
Fremont, CA 94538
Attention:David R. Vetter, Chief Legal Officer, Corporate Secretary
Email:david.vetter@techdata.com

*With a copy (which shall not constitute notice) to:*



---

44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777
Pillsbury Winthrop Shaw Pittman LLP 2550 Hanover Street
Palo Alto, CA 94304-1115
Attention:Allison M. Leopold Tilley
Christina F. Pearson
E-mail:allison@pillsburylaw.com
christina.pearson@pillsburylaw.com

(ii) If to any MiTAC Stockholder, to:

Silver Star Developments Ltd.
No. 200 Wen Hua 2nd Road
Guishan Dist., Taoyuan City 333, Taiwan.

Peer Developments Ltd.
4th Floor, No. 75 Sec. 3, Minsheng East Road,

Zhongshan Dist., Taipei City 104, Taiwan.

Entire Agreement. Except as otherwise expressly provided herein, this letter agreement constitutes the entire agreement among the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements and understandings of the parties in connection therewith, from and after the date of this letter agreement. Unless otherwise provided herein, any consent required by any Person under this letter agreement may be withheld by such Person in such Person's sole discretion.

Miscellaneous. The provisions set forth in Sections 10, ll, 12., .Ll.., H, li, 11, 12, 2Q, 21 and 22 of the Investor Rights Agreement shall apply to this letter agreement, mutatis mutandis, and are incorporated by reference as if fully set forth herein.

[Remainder of Page Intentionally Left Blank.]



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44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777
Please acknowledge your agreement with the foregoing by executing this letter agreement in the space provided below.

Sincerely,

SYNNEX CORPORATION

By: /s/
Name: David Vetter
Title: Chief Legal Officer, Corporate Secretary

Acknowledged and agreed:

SILVER STAR DEVELOPMENTS LTD.

By: /s/
Name: HO, JHI-WLI
Title: Director

PEER DEVELOPMENTS LTD.

By: /s/
Name:
Title:





44201 Nobel Drive
Fremont, California 94538
TEL 510-565-3333
FAX 510-668-3777

**Schedule A: MiTAC Stockholders**

| Entity Name | Address | Common Stock Beneficially Owned |
|---|---|---|
| Silver Star Developments Ltd. | No. 200 Wen Hua 2nd Road, Guishan Dist., Taoyuan City 333, Taiwan. | 5,299,980 |
| Peer Developments Ltd. | 4th Floor, No.75 Sec. 3, Minsheng East Road, Zhongshan Dist., Taipei City 104, Taiwan. | 3,859,888 |

**EXHIBIT 10.20**

**TD SYNNEX CORPORATION**

**2014 EMPLOYEE STOCK PURCHASE PLAN**

Effective October 1, 2014

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**Table of Contents**

Table of Contents


Page

SECTION 1 Purpose Of The Plan3

SECTION 2 Definitions3

(a)“Board”3
(b)“Code”3
(c)“Committee”3
(d)“Company”3
(e)“Compensation”3
(f)“Corporate Reorganization”3
(g)“Effective Date”3
(h)“Eligible Employee”4
(i)“Exchange Act”4
(j)“Fair Market Value”4
(k)“Offering”4
(l)“Offering Date”4
(m)“Offering Period”4
(n)“Participant”4
(o)“Participating Company”4
(p)“Plan”4
(q)“Plan Account”5
(r)“Predecessor Plan”5
(s)“Purchase Date”5
(t)“Purchase Price”5
(u)“Stock”5
(v)“Subsidiary”5
(w)“Trading Day”5

SECTION 3 Administration Of The Plan5

(a) Committee Composition5
(b)Committee Responsibilities5

SECTION 4 Enrollment And Participation6

(a)Offering Periods6
(b) Enrollment6
(c) Duration of Participation6

SECTION 5 Employee Contributions7

(a)Frequency of Payroll Deductions7
(b)Amount of Payroll Deductions7

(c)Changing Withholding Rate7
(d)Discontinuing Payroll Deductions7
(e)Limit on Number of Elections7





SECTION 6 Withdrawal From The Plan7

(a)Withdrawal7
(b)Re-enrollment After Withdrawal7

SECTION 7 Change In Employment Status8

(a)Termination of Employment8
(b) Leave of Absence8
(c) Death8

SECTION 8 Plan Accounts And Purchase Of Shares8

(a)Plan Accounts8
(b) Purchase Price8
(c) Number of Shares Purchased8
(d)Available Shares Insufficient9
(e)Issuance of Stock9
(f)Unused Cash Balances9
(g)Stockholder Approval9

SECTION 9 Limitations On Stock Ownership9

(a)Five Percent Limit9
(b)Dollar Limit10

SECTION 10 Rights Not Transferable10

SECTION 11 No Rights As An Employee10

SECTION 12 No Rights As A Stockholder10

SECTION 13 Securities Law Requirements11

SECTION 14 Stock Offered Under The Plan11

(a)Authorized Shares11
(b)Antidilution Adjustments11
(c)Reorganizations11

SECTION 15 Amendment Or Discontinuance11

SECTION 16 Execution12





TD SYNNEX CORPORATION

2014 EMPLOYEE STOCK PURCHASE PLAN

(Effective October 1, 2014)

SECTION 1 Purpose Of The Plan .

The Plan was adopted by the Board on January 6, 2014. The purpose of the Plan is to provide Eligible Employees with an opportunity to increase their proprietary interest in the success of the Company by purchasing Stock from the Company on favorable terms and to pay for such purchases through payroll deductions. The Plan is intended to qualify under section 423 of the Code.

SECTION 2 Definitions .

(a) " Board " means the Board of Directors of the Company, as constituted from time to time.

(b) " Code " means the Internal Revenue Code of 1986, as amended.

(c) " Committee " means the Compensation Committee of the Board, as described in Section 3.

(d) " Company " means TD SYNNEX Corporation, a Delaware Corporation.

(e) " Compensation " means (i) the compensation paid in cash to a Participant by a Participating Company, including salaries, wages, incentive compensation, commissions, bonuses, overtime pay and shift premiums, plus (ii) any pre-tax contributions made by the Participant under section 401(k) or 125 of the Code. "Compensation" shall exclude all non-cash items, moving or relocation allowances, cost-of-living equalization payments, car allowances, tuition reimbursements, imputed income attributable to cars or life insurance, severance pay, fringe benefits, contributions or benefits received under employee benefit plans, income attributable to the exercise of stock options, and similar items. The Committee shall determine whether a particular item is included in Compensation.

(f) " Corporate Reorganization " means:

(i) The consummation of a merger or consolidation of the Company with or into another entity or any other corporate reorganization in which the Company's stockholders immediately prior thereto own less than 50% of the voting securities of the Company (or its successor or parent) immediately thereafter; or

(ii) The sale, transfer or other disposition of all or substantially all of the Company's assets or the complete liquidation or dissolution of the Company.

(g) " Effective Date " means October 1, 2014.



Table of Contents

(h) " Eligible Employee " means any employee of a Participating Company, whose customary employment is for more than five
(5) months per calendar year and for more than twenty (20) hours per week, other than those individuals ranked assistant vice president or higher within a Participating Company who qualify as "highly compensated employees" under Section 414(q) of the Code.

The foregoing notwithstanding, an individual shall not be considered an Eligible Employee if his or her participation in the Plan is prohibited by the law of any country which has jurisdiction over him or her or if he or she is subject to a collective bargaining agreement that does not provide for participation in the Plan.

(i) " Exchange Act " means the Securities Exchange Act of 1934, as amended.

(j) " Fair Market Value " means the fair market value of a share of Stock, determined by the Committee as follows:

(i) If Stock was traded on any established national securities exchange including the New York Stock Exchange or the Nasdaq Global Market on the date in question, then the Fair Market Value shall be equal to the closing price as quoted on such exchange (or the exchange with the greatest volume of trading in the Stock) on such date;

(ii) If the foregoing provision is not applicable, then the Fair Market Value shall be determined by the Committee in good faith on such basis as it deems appropriate.

For any date that is not a Trading Day, the Fair Market Value of a share of Stock for such date shall be determined by using the closing sale price for the immediately preceding Trading Day. Whenever possible, the determination of Fair Market Value by the Committee shall be based on the prices reported in the Wall Street Journal or as reported directly to the Company by a stock exchange or Nasdaq. Such determination shall be conclusive and binding on all persons.

(k) " Offering " means the grant of options to purchase shares of Stock under the Plan to Eligible Employees.

(l) " Offering Date " means the first day of an Offering Period.

(m) " Offering Period " means a period with respect to which the right to purchase Stock may be granted under the Plan, as determined pursuant to Section 4(a).

(n) " Participant " means an Eligible Employee who elects to participate in the Plan, as provided in Section 4(b).

(o) " Participating Company " means (i) the Company and (ii) each present or future Subsidiary designated by the Committee as a Participating Company.

(p) " Plan " means this TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as it may be amended from time to time.



Table of Contents

(q)" Plan Account " means the account established for each Participant pursuant to Section 8(a).

(r)" Predecessor Plan " means the TD SYNNEX Corporation 2003 Employee Stock Purchase Plan, as amended.

(s)" Purchase Date " means one or more dates during an Offering on which shares of Stock may be purchased pursuant to the terms of the Offering.

(t)" Purchase Price " means the price at which Participants may purchase shares of Stock under the Plan, as determined pursuant to Section 8(b).

(u)" Stock " means the Common Stock of the Company.

(v)" Subsidiary " means any corporation (other than the Company) in an unbroken chain of corporations beginning with the Company, if each of the corporations other than the last corporation in the unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

(w)" Trading Day " means a day on which the national stock exchange on which the Stock is traded is open for

trading. SECTION 3 Administration Of The Plan .

(a) Committee Composition . The Plan shall be administered by the Committee. The Committee shall consist exclusively of one or more directors of the Company, who shall be appointed by the Board.

(b) Committee Responsibilities . The Committee shall have full power and authority, subject to the provisions of the Plan, to promulgate such rules and regulations as it deems necessary for the proper administration of the Plan, to interpret the provisions and supervise the administration of the Plan, and to take all action in connection therewith or in relation thereto as it deems necessary or advisable. Any decision reduced to writing and signed by all of the members of the Committee shall be fully effective as if it had been made at a meeting duly held. The Committee's determinations under the Plan, unless otherwise determined by the Board, shall be final and binding on all persons. The Company shall pay all expenses incurred in the administration of the Plan. No member of the Committee shall be personally liable for any action, determination, or interpretation made in good faith with respect to the Plan, and all members of the Committee shall be fully indemnified by the Company with respect to any such action,

determination or interpretation. The Committee may adopt such rules, guidelines and forms as it deems appropriate to implement the Plan, including sub plans which the Committee may establish (which need not qualify under section 423 of the Code) for the purpose of (i) facilitating participation in the Plan by non-U.S. employees in compliance with foreign laws and regulations without affecting the qualification of the remainder of the Plan under section 423 of the Code or (ii) qualifying the Plan for preferred tax treatment under foreign tax laws (which sub plans, at the Committee's discretion, may provide for allocations of the authorized Shares reserved for issue under the Plan as set forth in Section 14(a)). The rules of such sub plans may take precedence over other provisions of the Plan, with the exception of Section 14(a), but unless



Table of Contents

otherwise superseded by the terms of such sub plan, the provisions of the Plan shall govern the operation of such sub plan. Alternatively and in order to comply with the laws of a foreign jurisdiction, the Committee shall have the power, in its discretion, to grant options in an Offering to citizens or residents of a non-U.S. jurisdiction (without regard to whether they are also citizens of the United States or resident aliens) that provide terms which are less favorable than the terms of options granted under the same Offering to employees resident in the United States, subject to compliance with section 423 of the Code. Notwithstanding anything to the contrary in the Plan, the Board may, in its sole discretion, at any time and from time to time, resolve to administer the Plan. In such event, the Board shall have all of the authority and responsibility granted to the Committee herein.

SECTION 4 Enrollment And Participation .

(a) Offering Periods . Unless otherwise determined by the Committee, four Offering Periods shall commence in each calendar year. The Offering Periods shall consist of 3-month periods, unless otherwise determined by the Committee, commencing on January 1, April 1, July 1, and October 1 of each year. The first Offering Period shall commence on October 1, 2014. The Committee may specify additional terms and conditions that apply to an Offering, including, but not limited to, limits on the number of shares purchasable by a Participant or by all Participants in the aggregate during the Offering Period. In each case, such terms and conditions shall be subject to the terms and conditions of the Plan and the requirements of section 423 of the Code, including the requirement that all Eligible Employees have the same rights and privileges. The Committee shall have the discretion to provide for the automatic termination of an Offering following any Purchase Date on which the Fair Market Value of a share of Stock is equal to or less than the Fair Market Value of a share of Stock on the Offering Date, and for the Participants in the terminated Offering to be automatically re-enrolled in a new Offering that commences immediately after such Purchase Date.

(b) Enrollment . Any individual who, on the day preceding the first day of an Offering Period, qualifies as an Eligible Employee may elect to become a Participant in the Plan for such Offering Period by executing the enrollment form prescribed for this purpose by the Committee. The enrollment form shall be filed with the Company at the prescribed location not later than fifteen (15) days prior to the commencement of such Offering Period.

(c) Duration of Participation . Once enrolled in the Plan, a Participant shall continue to participate in the Plan until he or she ceases to be an Eligible Employee or withdraws from the Plan under Section 6(a). A Participant who withdrew from the Plan under Section 6(a) may again become a Participant, if he or she then is an Eligible Employee, by following the procedure described in Subsection (b) above. A Participant whose employee contributions were discontinued automatically under Section 9(b) shall automatically resume participation at the beginning of the earliest Offering Period ending in the next calendar year, if he or she then is an Eligible Employee. When a Participant reaches the end of an Offering Period but his or her participation is to continue, then such Participant shall automatically be re-enrolled for the Offering Period that commences immediately after the end of the prior Offering Period.

Table of Contents

SECTION 5 Employee Contributions .

(a) Frequency of Payroll Deductions . A Participant may purchase shares of Stock under the Plan solely by means of payroll deductions. Payroll deductions, subject to the provisions of Subsection (b) below or as otherwise provided by the Committee, shall occur on each payday during participation in the Plan.

(b) Amount of Payroll Deductions . An Eligible Employee shall designate on the enrollment form the portion of his or her Compensation that he or she elects to have withheld for the purchase of Stock. Unless otherwise determined by the Committee, such portion shall be a whole percentage of the Eligible Employee's Compensation, but not less than 1% nor more than 15%. In addition, unless otherwise determined by the Committee, the amount of an Eligible Employee's Compensation that may be withheld for the purchase of Stock shall not exceed $10,000 per calendar year. No payroll deduction will be made unless a Participant timely files the proper form with the Company after a registration statement covering the Stock is filed and effective under the Securities Act of 1933, as amended.

(c) Changing Withholding Rate . A Participant may not increase the rate of payroll withholding during a then-current Offering Period, but may, unless otherwise provided under the terms and conditions of an Offering, discontinue or decrease the rate of payroll withholding to a whole percentage of his or her Compensation for such Offering Period by filing a new enrollment form with the Company at the prescribed location at any time. The new withholding rate shall be effective as soon as reasonably practicable after such form has been received by the Company. A Participant may also increase or decrease the rate of payroll withholding effective for a new Offering Period by filing a new enrollment form with the Company at the prescribed location and time. Unless otherwise provided under the terms and conditions of the applicable Offering, the new withholding rate shall be a whole percentage of the Eligible Employee's Compensation, but not less than 1% nor more than 15%.

(d) Discontinuing Payroll Deductions . If a Participant wishes to discontinue employee contributions entirely, he or she may do so by withdrawing from the Plan pursuant to Section 6(a). In addition, employee contributions may be discontinued automatically pursuant to Section 9(b).

(e) Limit on Number of Elections . The Committee may limit the number of elections that a Participant may make under Subsection (c) or
(d) above during any Offering Period.

SECTION 6 Withdrawal From The Plan .

(a) Withdrawal . A Participant may elect to withdraw from the Plan by filing the prescribed form with the Company at the prescribed location. Such withdrawal may be elected at any time before the applicable Purchase Date, except as otherwise provided by the Committee. As soon as reasonably practicable thereafter, payroll deductions shall cease and the entire amount credited to the Participant's Plan Account shall be refunded to him or her in cash, without interest. No partial withdrawals shall be permitted.

(b) Re-enrollment After Withdrawal . A former Participant who has withdrawn from the Plan shall not be a Participant until he or she re-enrolls in the Plan under Section 4(b). Re-enrollment may be effective only at the commencement of an Offering Period.



Table of Contents

SECTION 7 Change In Employment Status .

(a) Termination of Employment . Termination of employment as an Eligible Employee for any reason, including death, shall be treated as an automatic withdrawal from the Plan under Section 6(a). A transfer from one Participating Company to another shall not be treated as a termination of employment.

(b) Leave of Absence . For purposes of the Plan, employment shall not be deemed to terminate when the Participant goes on a military leave, a sick leave or another bona fide leave of absence, if the leave was approved by the Company in writing. Employment, however, shall be deemed to terminate ninety (90) days after the Participant goes on a leave, unless a contract or statute guarantees his or her right to return to work. Employment shall be deemed to terminate in any event when the approved leave ends, unless the Participant immediately returns to work.

(c) Death . In the event of the Participant's death, the amount credited to his or her Plan Account shall be paid to a beneficiary designated by him or her for this purpose on the prescribed form or, if none, to the Participant's estate. Such form shall be valid only if it was filed with the Company at the prescribed location before the Participant's death.

SECTION 8 Plan Accounts And Purchase Of Shares .

(a) Plan Accounts . The Company shall maintain a Plan Account on its books in the name of each Participant. Whenever an amount is deducted from the Participant's Compensation under the Plan, such amount shall be credited to the Participant's Plan Account. Amounts credited to Plan Accounts shall not be trust funds and may be commingled with the Company's general assets and applied to general corporate purposes. No interest shall be credited to Plan Accounts.

(b) Purchase Price .

(i) The Purchase Price for each share of Stock purchased during an Offering Period shall not be less than the lesser of:

(A) 95% of the Fair Market Value of such share on the Purchase Date; or

(B) 95% of the Fair Market Value of such share on the Offering Date.

(c) Number of Shares Purchased . As of each Purchase Date, each Participant shall be deemed to have elected to purchase the number of shares of Stock calculated in accordance with this Subsection (c), unless the Participant has previously elected to withdraw from the Plan in

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accordance with Section 6(a). The amount then in the Participant's Plan Account shall be divided by the Purchase Price, and the number of shares that results shall be purchased from the Company with the funds in the Participant's Plan Account. The foregoing notwithstanding, unless otherwise specified by the Committee for the applicable Offering Period, no Participant shall purchase more than 625 shares of Stock with respect to any Offering Period, nor more than the amounts of Stock set forth in Sections 9(b) and 14(a). Any fractional share, as calculated under this Subsection (c), shall be rounded down to the next lower whole share. For each



Table of Contents

Offering Period, the Committee shall have the authority to establish additional limits on the number of shares purchasable by all Participants in the aggregate. Unless otherwise specified by the Committee, the only Purchase Date in any Offering Period shall be the last day of such Offering Period.

(d) Available Shares Insufficient . In the event that the aggregate number of shares that all Participants elect to purchase during an Offering Period exceeds the maximum number of shares remaining available for issuance under Section 14(a), or which may be purchased pursuant to any additional aggregate limits imposed by the Committee, then the number of shares to which each Participant is entitled shall be determined by multiplying the number of shares available for issuance by a fraction, the numerator of which is the number of shares that such Participant has elected to purchase and the denominator of which is the number of shares that all Participants have elected to purchase.

(e) Issuance of Stock . Certificates representing the shares of Stock purchased by a Participant under the Plan shall be issued to him or her as soon as reasonably practicable after the applicable Purchase Date, except that the Committee may determine that such shares shall be held for each Participant's benefit by a broker designated by the Committee (unless the Participant has elected that certificates be issued to him or her). Shares may be registered in the name of the Participant or jointly in the name of the Participant and his or her spouse as joint tenants with right of survivorship or as community property.

(f) Unused Cash Balances . An amount remaining in the Participant's Plan Account that represents the Purchase Price for any fractional share shall be carried over in the Participant's Plan Account to the next Offering Period or refunded to the Participant in cash, without interest, if his or her participation is not continued. Any amount remaining in the Participant's Plan Account that represents the Purchase Price for whole shares that could not be purchased by reason of Subsection (c) or (d) above, Section 9(b) or Section 14(a) shall be refunded to the Participant in cash, without interest.

(g) Stockholder Approval . The Plan shall be submitted to the stockholders of the Company for their approval within twelve (12) months after the date the Plan is adopted by the Board. Any other provision of the Plan notwithstanding, no shares of Stock shall be purchased under the Plan unless and until the Company's stockholders have approved the adoption of the Plan.

SECTION 9 Limitations On Stock Ownership .

(a) Five Percent Limit . Any other provision of the Plan notwithstanding, no Participant shall be granted a right to purchase Stock under the Plan if such Participant, immediately after his or her election to purchase such Stock, would own stock possessing 5% or more of

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the total combined voting power or value of all classes of stock of the Company or any parent or Subsidiary of the Company. For purposes of this Subsection (a), the following rules shall apply:

(i) Ownership of stock shall be determined after applying the attribution rules of section 424(d) of the Code;



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**Table of Contents**

(ii) Each Participant shall be deemed to own any stock that he or she has a right or option to purchase under this or any other plan; and

(iii) Each Participant shall be deemed to have the right to purchase up to the maximum number of shares of Stock that may be purchased by a Participant under this Plan under the individual limit specified pursuant to Section 8(c) with respect to each Offering Period.

(b) Dollar Limit . Any other provision of the Plan notwithstanding, no Participant shall accrue the right to purchase Stock at a rate which exceeds $25,000 of Fair Market Value of such Stock per calendar year (under this Plan and all other employee stock purchase plans of the Company or any parent or Subsidiary of the Company), determined in accordance with the provisions of section 423(b)(8) of the Code and applicable Treasury Regulations promulgated thereunder.

For purposes of this Subsection (b), the Fair Market Value of Stock shall be determined as of the beginning of the Offering Period in which such Stock is purchased. Employee stock purchase plans not described in section 423 of the Code shall be disregarded. If a Participant is precluded by this Subsection (b) from purchasing additional Stock under the Plan, then his or her employee contributions shall automatically be discontinued and shall resume at the beginning of the earliest Offering Period ending in the next calendar year (if he or she then is an Eligible Employee).

SECTION 10 Rights Not Transferable .

The rights of any Participant under the Plan, or any Participant's interest in any Stock or moneys to which he or she may be entitled under the Plan, shall not be transferable by voluntary or involuntary assignment or by operation of law, or in any other manner other than by beneficiary designation or the laws of descent and distribution. If a Participant in any manner attempts to transfer, assign or otherwise encumber his or her rights or interest under the Plan, other than by beneficiary designation or the laws of descent and distribution, then such act shall be treated as an election by the Participant to withdraw from the Plan under Section 6(a).

SECTION 11 No Rights As An Employee .

Nothing in the Plan or in any right granted under the Plan shall confer upon the Participant any right to continue in the employ of a Participating Company for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Participating Companies or of the Participant, which rights are hereby expressly reserved by each, to terminate his or her employment at any time and for any reason, with or without cause.

SECTION 12 No Rights As A Stockholder .

A Participant shall have no rights as a stockholder with respect to any shares of Stock that he or she may have a right to purchase under the Plan until such shares have been purchased on the applicable Purchase Date.



Table of Contents

SECTION 13 Securities Law Requirements .

Shares of Stock shall not be issued under the Plan unless the issuance and delivery of such shares comply with (or are exempt from) all applicable requirements of law, including (without limitation) the Securities Act of 1933, as amended, the rules and regulations promulgated thereunder, state securities laws and regulations, and the regulations of any stock exchange or other securities market on which the Company's securities may then be traded.

SECTION 14 Stock Offered Under The Plan .

(a) Authorized Shares . The maximum aggregate number of shares of Stock available for purchase under the Plan shall not exceed the sum of (i) the number of shares subject to an offering under the Predecessor Plan as of the Effective Date, to the extent that the offering expires or terminates or the Participant withdraws from the offering without the purchase of such shares; plus (ii) any reserved shares not purchased or subject to an offering under the Predecessor Plan on the Effective Date; plus (iii) 707,727 shares; provided, however, that such sum shall not exceed Seven Hundred Fifty Thousand (750,000) shares. The aggregate number of shares available for purchase under the Plan shall at all times be subject to adjustment pursuant to Section 14.

(b) Antidilution Adjustments . The aggregate number of shares of Stock offered under the Plan, the individual and aggregate Participant share limitations described in Section 8(c) and the price of shares that any Participant has elected to purchase shall be adjusted proportionately by the Committee in the event of any change in the number of issued shares of Stock (or issuance of shares other than Common Stock) by reason of any forward or reverse share split, subdivision or consolidation, or share dividend or bonus issue, recapitalization, reclassification, merger, amalgamation, consolidation, split-up, spin-off, reorganization, combination, exchange of shares of Stock, the issuance of warrants or other rights to purchase shares of Stock or other securities, or any other change in corporate structure or in the event of any extraordinary distribution (whether in the form of cash, shares of Stock, other securities or other property).

(c) Reorganizations . Any other provision of the Plan notwithstanding, immediately prior to the effective time of a Corporate Reorganization, the Offering Period then in progress shall terminate and shares shall be purchased pursuant to Section 8, unless the Plan is assumed by the surviving corporation or its parent corporation pursuant to the plan of merger or consolidation. The Plan shall in no event be construed to restrict in any way the Company's right to undertake a dissolution, liquidation, merger, consolidation or other reorganization.

SECTION 15 Amendment Or Discontinuance .

The Board (or any committee thereof to which it delegates such authority) shall have the right to amend, suspend or terminate the Plan at any time and without notice. Upon any such amendment, suspension or termination of the Plan during an Offering Period, the Board (or any committee thereof to which it delegates such authority) may in its discretion determine that the applicable Offering shall immediately terminate and that all amounts in the Participant Accounts shall be carried forward into a payroll deduction account for each Participant under a successor

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plan, if any, or promptly refunded to each Participant. Except as provided in Section 14, any increase in the aggregate number of shares of Stock to be issued under the Plan shall be subject



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**Table of Contents**

to approval by a vote of the stockholders of the Company. In addition, any other amendment of the Plan shall be subject to approval by a vote of the stockholders of the Company to the extent required by an applicable law or regulation. This Plan shall continue until the earlier to occur of (a) termination of this Plan pursuant to this Section 15 or (b) issuance of all of the shares of Stock reserved for issuance under this Plan.

SECTION 16 Execution .

To record the adoption of the Plan by the Board, the Company has caused its authorized officer to execute the same.

**TD SYNNEX CORPORATION**

By: /s/ Simon Y. Leung
Simon Y. Leung
Senior Vice President, General Counsel and Corporate Secretary

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Date: January 6, 2014



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## AMENDMENT NO. 1 TO
## TD SYNNEX CORPORATION
## 2014 EMPLOYEE STOCK PURCHASE PLAN

In accordance with Section 15 of the TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as adopted (the "Plan"), the Plan is hereby amended as follows, effective as of September 15, 2014:

**1.Section 2(g) is hereby amended in its entirety as follows.** "2(g) 'Effective Date' means

January 1, 2015."

**2.Section 4(a) is hereby amended in its entirety as follows.**

"4(a) Unless otherwise determined by the Committee, four Offering Periods shall commence in each calendar year. The Offering Periods shall consist of 3-month periods, unless otherwise

determined by the Committee, commencing on January 1, April 1, July 1, and October 1 of each year. The first Offering Period shall commence on January 1, 2015. The Committee may specify additional terms and conditions that apply to an Offering, including, but not limited to, limits on the number of shares purchasable by a Participant or by all Participants in the aggregate during the Offering Period. In each case, such terms and conditions shall be subject to the terms and conditions of the Plan and the requirements of section 423 of the Code, including the requirement that all Eligible Employees have the same rights and privileges. The Committee shall have the discretion to provide for the automatic termination of an Offering following any Purchase Date on which the Fair Market Value of a share of Stock is equal to or less than the Fair Market Value of a share of Stock on the Offering Date, and for the Participants in the terminated Offering to be automatically re-enrolled in a new Offering that commences immediately after such Purchase Date."

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To record the amendment of the Plan, TD SYNNEX Corporation has executed this document this 15th day of September, 2014.

TD SYNNEX CORPORATION

By: /s/Simon Y. Leung
Title: Senior Vice President, General Counsel and Corporate Secretary

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**NOTE REGARDING CERTAIN CHANGES TO THE 2014 EMPLOYEE STOCK PURCHASE PLAN**

Following the spin-off of the Company's customer experience services business on December 1, 2020, the Compensation Committee approved the adjustment of the maximum number of shares of Stock available for purchase under the Plan from 750,000 to 1,287,090 pursuant to Section 14(b) of the Plan.

**Exhibit 21.1**

**SUBSIDIARIES OF THE COMPANY**
**As of November 30, 2021**

| Name of the Subsidiary | State or Country in Which Organized |
|---|---|
| "Tech Data" Österreich GmbH | Austria |
| 2117974 Ontario Inc. | Canada |
| Advanced Technology Trading Company Ltd. | United Kingdom |
| Afina Peru, S.A.C. | Peru |
| Afina Sistemas Informaticos Limitada | Chile |
| Afina Sistemas Informaticos, S.L. | Spain |
| Afina Sistemas, Sociedade Ltda. | Brazil |
| Afina Venezuela, C.A. | Venezuela |
| Afina, S.R.L. | Argentina |
| Afinasis, S.A. de C.V. | Mexico |
| Ascendant Technology Holdings UK Limited | United Kingdom |
| Ascendant Technology Limited | United Kingdom |
| Asset Ohio Fourth Street LLC | Ohio, U.S.A. |
| AVT Technology Solutions Holdings LLC | Delaware, U.S.A. |
| AVT Technology Solutions LLC | Delaware, U.S.A. |
| Azlan European Finance Limited | United Kingdom |
| Azlan GmbH | Germany |
| Azlan Group Limited | United Kingdom |
| Azlan Limited | United Kingdom |
| Azlan Logistics Limited | United Kingdom |
| Azlan Scandinavia AB | Sweden |
| Brazil Holdco Limited | United Kingdom |
| ComputerLand Corporation | California, U.S.A. |
| Corporate Mobile Recycling Espana S.L. | Spain |
| Corporate Mobile Recycling Ltd. | United Kingdom |
| CyberLogistics Corporation | Japan |
| DLT Solutions, LLC | Virginia, U.S.A. |
| Dritte TENVA Property GmbH Nettetal | Germany |
| EKM Global Limited | United Kingdom |
| EMJ America, Inc. | North Carolina, U.S.A. |
| Exit Certified ULC | Canada |
| ExitCertified Corp. | Delaware, U.S.A. |
| Finance Technology AS | Norway |
| GLS Software, S. de R.L | Panama |
| Horizon Technical Services (UK) Limited | United Kingdom |
| Horizon Technical Services AB | Sweden |

| | |
|---|---|
| Hyve Design Solutions (Taiwan) Corporation | Taiwan |
| Hyve Design Solutions Corporation | Delaware, U.S.A. |
| Hyve IT Solutions Israel Ltd | Israel |
| Hyve IT Solutions South Africa (PTY) LTD | South Africa |
| Hyve SNX Solutions Ireland Limited | Ireland |
| Hyve Solutions (Taiwan) Corporation | Taiwan |
| Hyve Solutions Canada Limited | Canada |
| Hyve Solutions China Limited | China |
| Hyve Solutions Corporation | California, U.S.A. |
| Hyve Solutions Europe Limited | United Kingdom |
| Hyve Solutions HK Limited | Hong Kong, China |
| Hyve Solutions Holding Company Limited | United Kingdom |
| HYVE Solutions India Private Limited | India |
| Hyve Solutions Japan K.K. | Japan |
| Hyve Solutions Korea Limited | South Korea |
| Hyve Solutions Malaysia SDN. BHD | Malaysia |
| Hyve Solutions New Zealand Limited | New Zealand |
| Hyve Solutions Singapore Pte. Ltd. | Singapore |
| Hyve Solutions UK Limited | United Kingdom |
| Hyve Solutions US Global Holding Corporation | Delaware, U.S.A. |
| Innovix Distribution Holdings (BVI) Limited | British Virgin Islands |
| Instituto de Educacion Avanzada, S. de R.L. de C.V. | Mexico |
| IQBlade Limited | United Kingdom |
| Lasting Holdings Corporation | California, U.S.A. |
| LATAM HoldCo Limited | United Kingdom |
| LatAm Holding B.V. | Netherlands |
| License Online, Inc. | California, U.S.A. |
| Magirus France Sarl | France |
| Managed Training Services Limited | United Kingdom |
| Maneboard Limited | United Kingdom |
| PDSI B.V. | Netherlands |
| Pegasus Telecom, LLC. | Delaware, U.S.A. |
| PT Tech Data Advanced Solutions Indonesia | Indonesia |
| Sennex Enterprises Limited | Hong Kong, China |
| Servicios Afinasis S.A. de C.V. | Mexico |
| SIT Funding Corporation | Delaware, U.S.A. |
| Spekter Technology, LDA | Portugal |
| Spire Sub, LLC | Delaware, U.S.A. |
| SYNNEX Information Technologies (Chengdu) Ltd. | China |
| SYNNEX Canada Limited | Canada |

| | |
|---|---|
| SYNNEX de México, S.A. de C.V. | Mexico |
| SYNNEX Finance Hybrid II, LLC | California, U.S.A. |
| SYNNEX Holdco, Inc. | Delaware, U.S.A. |
| SYNNEX Information Technologies (Beijing) Ltd. | China |
| SYNNEX Information Technologies (China) Ltd. | China |
| SYNNEX Information Technologies (Guizhou) Ltd. | China |
| SYNNEX Japan Corporation | Japan |
| SYNNEX Japan Holdings K.K. | Japan |
| SYNNEX Logistics Corporation | British Virgin Islands |
| SYNNEX Servicios, S.A. de C.V. | Mexico |
| TD Advanced Solutions (Malaysia) Sdn. Bhd. | Malaysia |
| TD Advanced Technology Solutions Chile Limitada | Chile |
| TD AS Poland sp. z o.o. | Poland |
| TD Facilities, Ltd. | Texas, U.S.A. |
| TD Fulfillment Services, LLC | Florida, U.S.A. |
| TD Funding UK Limited | United Kingdom |
| TD Solucões Avancadas de Tecnologia Brasil Ltda. | Brazil |
| TD SYNNEX Canada Holdings Corp. | Canada |
| TD SYNNEX Finance Limited | United Kingdom |
| TD SYNNEX Global Holdings | Cayman Islands |
| TD Tech Data AB | Sweden |
| TD Tech Data Portugal, Lda | Portugal |
| TD Treasury UK Limited | United Kingdom |
| TD UK Holding Limited | United Kingdom |
| TD United Kingdom Acquisition Limited | United Kingdom |
| TDAS Tech Data Ecuador, CIA. LTDA. | Ecuador |
| Tec D (Malaysia) Sdn. Bhd. | Malaysia |
| Tec D Advanced Solutions (Malaysia) Sdn. Bhd. | Malaysia |
| Tec D Distribution (Malaysia) Sdn. Bhd. | Malaysia |
| Tech Data (ANZ) Pty. Ltd. | Australia |
| Tech Data (China) Limited | China |
| Tech Data (Hong Kong) Limited | Hong Kong, China |
| Tech Data (Netherlands) B.V. | Netherlands |
| Tech Data (Schweiz) GmbH | Switzerland |
| Tech Data (Singapore) Pte. Ltd. | Singapore |
| Tech Data Advanced Solutions (ANZ) Limited | Australia |
| Tech Data Advanced Solutions (India) Private Limited | India |
| Tech Data Advanced Solutions (Singapore) Pte. Ltd. | Singapore |
| Tech Data Advanced Solutions (Thailand) Limited | Thailand |
| Tech Data Advanced Solutions (Vietnam) Company Limited | Vietnam |
| Tech Data Advanced Solutions S.r.l. | Romania |

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|---|---|
| Tech Data Argentina S.A. | Argentina |
| Tech Data AS ApS | Denmark |
| Tech Data AS Colombia SAS | Colombia |
| Tech Data AS Czech s.r.o. | Czech Republic |
| Tech Data AS d.o.o. Beograd | Serbia |
| Tech Data AS Kft | Hungary |
| Tech Data AS Pte. Ltd. | Singapore |
| Tech Data AS UK Limited | United Kingdom |
| Tech Data B.V. | Belgium |
| Tech Data Bilgisayar Sistemleri Anonim Şirketi | Turkey |
| Tech Data Brasil Ltda | Brazil |
| Tech Data Canada Corporation | Canada |
| Tech Data Capital Canada ULC | Canada |
| Tech Data Capital Limited | Cyprus |
| Tech Data Capital, LLC | Delaware, U.S.A. |
| Tech Data Computer & Equipment Company Limited | Hong Kong, China |
| Tech Data Computer Service (Hong Kong) Limited | Hong Kong, China |
| Tech Data Computer Service (Macau) Limited | Macao, China |
| Tech Data Corporation | Florida, U.S.A. |
| Tech Data Croatia d.o.o. | Croatia |
| Tech Data Cyprus Holding Ltd | Cyprus |
| Tech Data d.o.o. | Slovenia |
| Tech Data de Puerto Rico, Inc. | Puerto Rico |
| Tech Data Denmark ApS | Denmark |
| Tech Data Distribution (Hong Kong) Limited | Hong Kong, China |
| Tech Data Distribution (Singapore) Pte. Ltd. | Singapore |
| Tech Data Distribution Croatia d.o.o. | Croatia |
| Tech Data Distribution Limited | Ireland |
| Tech Data Distribution s.r.o. | Czech Republic |
| Tech Data Education, Inc. | Florida, U.S.A. |
| Tech Data Espana S.L.U. | Spain |
| Tech Data Europe GmbH | Germany |
| Tech Data Europe Services and Operations, S.L. | Spain |
| Tech Data European Management GmbH | Germany |
| Tech Data Finance Partner LLC | Florida, U.S.A. |
| Tech Data Finance SPV, Inc. | Delaware, U.S.A. |
| Tech Data Finance SRL | Barbados |
| Tech Data Finland OY | Finland |
| Tech Data Florida Services, Inc. | Florida, U.S.A. |
| Tech Data France Holding Sarl | France |
| Tech Data France S.A.S. | France |
| Tech Data Funding Ltd | Cyprus |
| Tech Data Germany GmbH & Co. KG | Germany |

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|---|---|
| Tech Data Global Finance L.P. | Cayman Islands |
| Tech Data Global Holding, Inc. | Delaware, U.S.A. |
| Tech Data GmbH & Co. OHG | Germany |
| Tech Data Government Solutions, LLC | Indiana, U.S.A. |
| Tech Data Holding Limited | United Kingdom |
| Tech Data Holdings SRL | Barbados |
| Tech Data Hungary Kft | Hungary |
| Tech Data Interactive Technology Limited | British Virgin Islands |
| Tech Data International Sarl | Switzerland |
| Tech Data IT Solutions & Systems Management Limited | British Virgin Islands |
| Tech Data Italia s.r.l. | Italy |
| Tech Data Latin America, Inc. | Florida, U.S.A. |
| Tech Data Limited | United Kingdom |
| Tech Data Lux Finance Sarl | Luxembourg |
| Tech Data Management GmbH | Austria |
| Tech Data Marne SNC | France |
| Tech Data Mexico S. de R. L. de C.V. | Mexico |
| Tech Data Nederland B.V. | Netherlands |
| Tech Data Norge AS | Norway |
| Tech Data Operations Center, S.A. | Costa Rica |
| Tech Data Peru S.R.L. | Peru |
| Tech Data Polska Sp.z.o.o. | Poland |
| Tech Data Product Management, Inc. | Florida, U.S.A. |
| Tech Data Resources LP | Barbados |
| Tech Data Resources, LLC | Delaware, U.S.A. |
| Tech Data Service GmbH | Austria |
| Tech Data Services UK Limited | United Kingdom |
| Tech Data Slovakia s.r.o. | Slovakia |
| Tech Data Strategy GmbH | Germany |
| Tech Data Tennessee, Inc. | Florida, U.S.A. |
| Tech Data Treasury Asia Limited | Hong Kong, China |
| Tech Data Treasury SRL | Barbados |
| Tech Data Turkey Holding Anonim Sirketi | Turkey |
| Tech Data UK Finance Limited | United Kingdom |
| Tech Data UK Finance Partner Limited | United Kingdom |
| Tech Data UK Resources Limited | United Kingdom |
| Tech Data Uruguay, S.A. | Uruguay |
| Tech Data USA LLC | Delaware, U.S.A. |
| Tech Data Worldwide SRL | Barbados |
| Tenva Holdings LLC | Delaware, U.S.A. |
| Tenva TS Canada ULC | Canada |
| Tenva TS Holdings Limited | United Kingdom |

| | |
|---|---|
| Tenva TS Thailand LLC | Delaware, U.S.A. |
| Tiger Merger Holdings, LLC | Delaware, U.S.A. |
| Tiger Midco, LLC | Delaware, U.S.A. |
| TS DivestCo B.V. | Netherlands |
| TS Europe B.V. | Belgium |
| TS Holding and Financial Services B.V. | Belgium |
| TS Holding Asia B.V. | Netherlands |
| TS Indonesian Holding B.V. | Netherlands |
| Westcon Brasil, Ltda. | Brazil |
| Westcon CALA, Inc. | Delaware, U.S.A. |
| Westcon Canada Systems (WCSI) Inc. | Canada |
| Westcon Corporation Ecuador WCE Cia. Ltda. | Ecuador |
| Westcon GDS, LLC | Delaware, U.S.A. |
| Westcon Group Colombia Limitada | Colombia |
| Westcon Group Costa Rica S.A | Costa Rica |
| Westcon Group Inc. | Delaware, U.S.A. |
| Westcon Group North America, Inc | New York, U.S.A. |
| Westcon Group Panama S.A. | Panama |
| Westcon Group Paraguay S.R.L. | Paraguay |
| Westcon Group Uruguay S.R.L. | Uruguay |
| Westcon Mexico, S.A. de C.V. | Mexico |
| WG-UK Holding Company Limited | United Kingdom |
| WG-US HoldCo Inc. | Delaware, U.S.A. |

**EXHIBIT 23.1**

**Consent of Independent Registered Public Accounting Firm**

To the Board of Directors
TD SYNNEX Corporation:
We consent to the incorporation by reference in the registration statements (Nos. 333-111799, 333-158571, 333-191442, 333-201755 and 333-237635) on Form S-8 and in the registration statement (No. 333-259270) on Form S-3ASR of our report dated January 28, 2022, with respect to the consolidated balance sheets of TD SYNNEX Corporation as of November 30, 2021 and 2020, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended November 30, 2021, and the related notes and financial statement Schedule II - Valuation and Qualifying Accounts (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of November 30, 2021.

/s/ KPMG LLP
Santa Clara, California

January 28, 2022

**EXHIBIT 31.1**

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER**

I, Richard T. Hume, certify that:

1. I have reviewed this Form 10-K of TD SYNNEX Corporation;

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 functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 28, 2022

/s/ Richard T. Hume

Richard T. Hume

Chief Executive Officer and Director

(Principal Executive Officer)

**EXHIBIT 31.2**

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER**

I, Marshall W. Witt, certify that:

1. I have reviewed this Form 10-K of TD SYNNEX Corporation;

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 functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 28, 2022

/s/ Marshall W. Witt

Marshall W. Witt

Chief Financial Officer

(Principal Financial Officer)

**EXHIBIT 32.1**

**STATEMENT OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**
**UNDER 18 U.S.C. § 1350**

We, Richard T. Hume, the chief executive officer and director of TD SYNNEX Corporation (the "Company"), and Marshall W. Witt, the chief financial officer of the Company, certify for the purposes of section 1350 of chapter 63 of title 18 of the United States Code that, to the best of our knowledge,

(i) the Annual Report of the Company on Form 10-K for the period ended November 30, 2021 (the "Report"), fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 28, 2022

/s/ Richard T. Hume

Richard T. Hume

(Principal Executive Officer)

/s/ Marshall W. Witt

Marshall W. Witt

(Principal Financial Officer)