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Fastställelseintyg

Undertecknad styrelseledamot intygar att resultaträkningen och balansräkningen i årsredovisningen för Azlan Scandinavia AB för räkenskapsåret 2022-12-01 – 2023-11-30 har fastställts på årsstämma den 21 maj 2024.

Årsstämman beslöt att godkänna styrelsens förslag till resultatdisposition.

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Solna, 2024-06-03

Benjamin Hirschfeld

Verkställande direktör

20240605135306

ÅRSREDOVISNING

Azlan Scandinavia AB

Org.nr. 556514-7559

Styrelsen får härmed avlämna årsredovisning för räkenskapsåret 2022-12-01 - 2023-11-30

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Azlan Scandinavia AB
Org.nr. 556514-7559

FÖRVALTNINGSBERÄTTELSE

Årsredovisningen är upprättad i KSEK.

Verksamheten

TD SYNNEX är en av världens största IT-distributörer. I över 40 år har TD SYNNEX erbjudit IT-produkter, logistiktjänster och lösningar till återförsäljare i över 100 länder. TD SYNNEX är den ledande IT-distributören i Norden. Den svenska verksamheten bedrivs genom fem affärsområden – Advanced Soultions, End-point solutions, Datech, Maverick AV Solutions och Global Computing Components. Företaget tillhandahåller fördjupade tjänster som spänner över ett flertal områden, inklusive marknadsföring, försäljning, strategisk affärsutveckling, teknisk expertis, finansiering, inköp, logistik och utbildning.

Företagets säte är i Solna.

Flerårsjämförelse

	2023[1]	2022[2]	2021[3]	2020[3]
Nettoomsättning	0	0	0	0
Res. efter finansiella poster	-2 012	-611	-455	-454
Balansomslutning	580 401	579 986	579 860	579 767
Soliditet (%)	92	92	92	92

[1] avser perioden december-november (12 månader)
[2] avser perioden februari – november (10 månader)
[3] avser perioden februari – januari (12 månader)

Definitioner av nyckeltal, se noter.

Väsentliga händelser under räkenskapsåret

Inga väsentliga händelser att rapportera.

Förändringar i eget kapital

	Aktiekapital	Övrigt fritt eget kapital	Årets resultat	Summa fritt eget kapital
Belopp vid årets ingång	100	534 847	-485	534 362
Resultatdisposition		-485	485	0
Årets förlust			-1 597	-1 597
Belopp vid årets utgång	100	534 362	-1 597	532 765

Vinstdisposition

Förslag till disposition av bolagets vinst

Till årsstämmans förfogande står (SEK)

Balanserad vinst	534 362 197
Årets förlust	-1 597 172
	532 765 025
Styrelsen föreslår att i ny räkning överföres	532 765 025

Beträffande bolagets resultat och ställning i övrigt hänvisas till efterföljande resultat- och balansräkningar med tillhörande noter.

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Azlan Scandinavia AB
Org.nr. 556514-7559

RESULTATRÄKNING

		2022-12-01 -2023-11-30	2022-02-01 -2022-11-30
Rörelsens kostnader			
Övriga externa kostnader		-12	-5
		-12	-5
Rörelseresultat		**-12**	**-5**
Resultat från finansiella poster			
Räntekostnader och liknande resultatposter	2	-2 000	-606
Resultat efter finansiella poster		-2 012	-611
Resultat före skatt		-2 012	-611
Årets skattekostnad		414	126
Årets resultat		**-1 597**	**-485**

Pärmaexemplar Key:AIZOBDHJQDJCHFZIGQVB4OBB

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Azlan Scandinavia AB
Org.nr. 556514-7559

BALANSRÄKNING

TILLGÅNGAR	Not	2023-11-30	2022-11-30
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	3	579 386	579 386
Uppskjuten skattefordran	4	1 015	600
Summa Finansiella anläggningstillgångar		**580 401**	**579 986**
SUMMA TILLGÅNGAR		**580 401**	**579 986**

EGET KAPITAL OCH SKULDER	Not	2023-11-30	2022-11-30
Eget kapital			
Bundet eget kapital			
Aktiekapital		100	100
		100	100
Fritt eget kapital			
Balanserat resultat		534 363	534 848
Årets resultat		-1 597	-485
		532 765	534 363
Summa eget kapital		**532 865**	**534 463**
Långfristiga skulder			
Skulder till koncernföretag	5	47 535	45 524
		47 535	45 524
SUMMA EGET KAPITAL OCH SKULDER		**580 401**	**579 986**

Pärenedkommen kl av AVDXD-20240605-2EYEKSCWKDJ8SUQ8WKDS9ZTHQTGSN

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Azlan Scandinavia AB
Org.nr. 556514-7559

NOTER

Not 1 - Redovisningsprinciper

Årsredovisningen är upprättad i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Principerna är oförändrade jämfört med föregående år.

Fordringar
Fordringarna har tagits upp till de belopp de beräknas inflyta.

Övriga tillgångar, avsättningar och skulder
Övriga tillgångar, avsättningar och skulder har värderats till anskaffningsvärden om inget annat anges nedan.

Inkomstskatt
Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat och den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats.
Aktuell skatt värderas till det sannolika beloppet enligt de skattesatser och skatteregler som gäller på balansdagen.

Uppskjuten skatt är inkomstskatt för skattepliktigt resultat avseende framtida räkenskapsår till följd av tidigare transaktioner eller händelser.
Uppskjuten skatt beräknas på temporära skillnader. En temporär skillnad finns när det redovisade värdet på en tillgång eller skuld skiljer sig från det skattemässiga värdet.
Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den omfattning det är sannolikt att avdragen kan avräknas mot framtida skattepliktiga överskott.

Andelar i koncernföretag
Värdet på andelarna i TD SYNNEX Sweden AB värderas årligen genom ett så kallat Impairment test. Testningen baseras på The Discounted Cash Flow (DCF) methodology, där fem prognostiserade perioder används för att få fram den genomsnittligt vägda kapitalkostnaden (WACC).

Not 2 – Räntekostnader och liknande resultatposter

	2022-12-01 -2023-11-30	2022-02-01 -2022-11-30
Räntekostnader till koncernföretag	-2 000	-606
	-2 000	**-606**

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Not 3 – Andelar i koncernföretag

Företag Organisationsnummer	Säte	Antal Kap andel %	2023-11-30 Redovisat Värde	2022-11-30 Redovisat Värde
TD SYNNEX Sweden AB		17 800	579 386	579 386
556231-4533	Solna	100%		
			579 386	579 386

Uppgifter om eget kapital och resultat	Eget kapital	Resultat
TD SYNNEX Sweden AB	140 495	8 839

	2023-11-30	2022-11-30
Ingående anskaffningsvärden	699 386	699 386
Aktieägartillskott	0	0
Utgående ackumulerade anskaffningsvärden	699 386	699 386
Ingående nedskrivningar	-120 000	-120 000
Årets nedskrivningar	0	0
Utgående ackumulerade nedskrivningar	-120 000	-120 000
Utgående redovisat värde	**579 386**	**579 386**

Not 4 – Skatt

	2022-12-01 -2023-11-30	2022-02-01 -2022-11-30
Aktuell skatt	0	0
Aktuell skatt föregående år	0	0
Uppskjuten skatt	415	126
Uppskjuten skatt föregående år	0	0
Årets skattekostnad	**415**	**126**
Avstämning av effektiv skatt		
Resultat före skatt	-2 012	-611
Skattekostnad 20,60%	412	126
Skatteeffekt av:		
Uppskjuten skatt, ej aktiverad	0	0
Uppskjuten skatt, föregående år	3	0
Uppskjuten skatt, förändring skattesats	0	0
Summa	415	126

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Uppskjutna skatter fördelade på tillgångar och skulder

	2023-11-30	2022-11-30
Underskottsavdrag	1015	600
	1 015	600

Förändring av Uppskjutna skatter

2023-11-30	Vid årets början	Effekt av förändrad skattesats	Årets förändring	Ej aktiverad uppskjuten skatt	Redovisat värde vid årets slut
Underskottsavdrag	600	0	415	0	1 015
Summa	**600**	**0**	**415**	**0**	**1 015**

2022-11-30	Vid årets början	Effekt av förändrad skattesats	Årets förändring	Ej aktiverad uppskjuten skatt	Redovisat värde vid årets slut
Underskottsavdrag	474	0	126	0	600
Summa	**474**	**0**	**126**	**0**	**600**

Not 5 – Långfristiga skulder

	2023-11-30	2022-11-30
Amortering inom 2 till 5 år	47 535	45 524
Amortering efter 5 år	0	0
Utgående redovisat värde	47 535	45 524

Not 6 – Koncernförhållanden

Azlan Scandinavia AB är ett helägt dotterbolag till TD SYNNEX GMBH&Co. OHG, München. Bolaget är moderbolag, men med stöd av ÅRL 7 kap 2§ upprättas inte någon koncernredovisning.
Övergripande koncernredovisning upprättas av TD SYNNEX Corporation. Den finns tillgänglig på:
https://ir.synnex.com/financials/default.aspx#section=sec-filings

Not 7 – Definition av nyckeltal

Soliditet
Justerat eget kapital i procent av balansomslutningen.

Not 8 – Väsentliga händelser efter balansdagen

Inga väsentliga händelser att rapportera.

Pläneradokumentkey:A1D0XDJ-UGXIOHZ-IZ6XW-84OWZ-CXEMX2

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Azlan Scandinavia AB
Org.nr. 556514-7559

Stockholm 2024-

Christian Auring
Styrelseordförande

Benjamin Hirschfeld
Verkställande Direktör/Styrelseledamot

Vår revisionsberättelse har lämnats 2024-

KPMG AB

Mats Kåvik
Auktoriserad revisor

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Auring, Christian (SSN validated)
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Revisionsberättelse

Till bolagsstämman i Azlan Scandinavia AB, org. nr 556514-7559

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Azlan Scandinavia AB för räkenskapsåret 2022-12-01—2023-11-30.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Azlan Scandinavia ABs finansiella ställning per den 30 november 2023 och av dess finansiella resultat för räkenskapsåret enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Azlan Scandinavia AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Övriga upplysningar

Revisionen av årsredovisningen för räkenskapsåret 2022-02-01—2022-11-30 har utförts av en annan revisor som lämnat en revisionsberättelse daterad den 23 maj 2023 med omodifierade uttalanden i Rapport om årsredovisningen.

Styrelsens ansvar

Det är styrelsen som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen ansvarar även för den interna kontroll som den bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen för bedömningen av bolagets förmåga att fortsätta verksamheten. Den upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

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Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens förvaltning för Azlan Scandinavia AB för räkenskapsåret 2022-12-01—2023-11-30 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet Revisorns ansvar. Vi är oberoende i förhållande till Azlan Scandinavia AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm den dag som framgår av den elektroniska underskriften

KPMG AB

Mats Kåvik
Auktoriserad revisor

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TD SYNNEX

Letter From Our CEO

Dear Fellow Shareholders,

2023 brought a dynamic and challenging business environment as businesses and consumers reduced their spending on PC ecosystem products following elevated buying during the pandemic. Despite this market backdrop, TD SYNNEX delivered solid results, leaning into our wide and broad technology portfolio and accelerating investments in high-growth areas. Our resilient and countercyclical business model enabled us to generate robust free cash flow of $1.3 billion, and we returned over 60% to shareholders, taking out approximately 7% of our shares outstanding and increasing our dividend by 17% year-over-year.

It has been more than two years since our transformative merger, and I am proud of the continued progress we made on our integration journey. In fact, this success has exceeded our expectations, particularly in the Americas. Our ERP systems migration is largely complete, and we continued to gain market share in the Americas and

"The investments we've made to diversify our portfolio are paying off, and we are well-positioned to bring increased value to our partners in 2024, as the IT spending market is anticipated to rebound and return to growth."

Rich Hume, CEO

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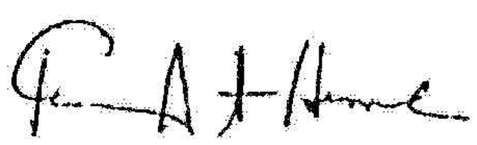
Europe — a notable achievement in any market, but particularly during a merger integration. This is further confirmation that our strategy is working, and our strong value proposition is resonating with customers and vendors. We continued to advance our high-growth technology strategy this year, and collectively, these technologies, including cloud, security, data analytics, AI and hyperscale infrastructure, represented over 20% of our gross billings. The investments we've made to diversify our portfolio are paying off, and we believe we are well-positioned to bring increased value to our partners in 2024 as the IT spending market is anticipated to rebound and return to growth.

Our commitments to ESG also remained a priority this year, and we made good progress toward our goals, including the publication of our first Corporate Citizenship Report. This report establishes a baseline of data for investors to gauge our continued progress, and we were honored to receive several awards including being named a Great Place to Work, top scorer on the Corporate Equality Index and earning a silver Ecovadis award — putting us in the top 25% of companies evaluated.

As we enter fiscal year 2024, I am encouraged by signs of recovery in our markets and energized by the momentum we are realizing across our business. The potential of our company is significant, and we believe we are well-equipped to navigate our markets and capitalize on the meaningful growth opportunities that may develop over the next several years across the IT ecosystem.

Thank you for continued support as a TD SYNNEX shareholder.

Sincerely,



Rich Hume, CEO

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Forward-Looking Statements

Statements in this letter to shareholders that are forward-looking, such as those statements regarding our strategy, merger integration efforts, positioning, market trends, investments and ESG initiatives, involve known and unknown risks and uncertainties which may cause our actual results in future periods to be materially different from any future performance that may be suggested in this letter. Additional information concerning potential factors that could cause actual results to differ materially from those in the forward-looking statements can be found in the risks and uncertainties detailed in our Form 10-K filed with the Securities and Exchange Commission. We assume no obligation to update any forward-looking statements contained in this letter.

Reconciliation of GAAP to Non-GAAP Financial Measures

A reconciliation of net cash provided by operating activities to free cash flow, and a discussion as to why management uses this measure, is set forth in our earnings release furnished with our Form 8-K filed with the Securities and Exchange Commission on January 9, 2024 and posted on the Investor Relations page of our website, ir.tdsynnex.com.

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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, 2023

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

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. ☐

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

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

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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, 2023, the last business day of the registrant's most recently completed second fiscal quarter) was $3,998,418,143. 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 17, 2024, there were 89,094,097 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 2024 Annual Meeting of Stockholders to be held on March 20, 2024.

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TD SYNNEX CORPORATION
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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 our business model and our services, our business and market strategy, future growth, demand, our infrastructure, our investment in our information technology, or IT, systems, our co-worker 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, our revenue, sources of revenue, our gross margins, our operating costs and results, timing of payment, the value of our inventory, our competition, our future needs and sources for additional financing, contract terms, relationships with our suppliers, adequacy of our facilities, our legal proceedings, our operations, foreign currency exchange rates and hedging activities, our strategic acquisitions including anticipated cost savings and other benefits, our goodwill, seasonality of sales, adequacy of our cash resources, 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, cybersecurity, impact of our pricing policies, impact of economic and industry trends, changes to the markets in which we compete, impact of new reporting rules and accounting policies, 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, and our share repurchase and dividend program. 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 others, including 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 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, increased inflation, dependence upon and trends in capital spending budgets in the IT industry, fluctuations in general economic conditions, 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, unless otherwise required by law.

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," "SYNNEX," "we," "us," "our" or the "Company" mean TD SYNNEX Corporation and its subsidiaries, except where it is made clear that the term means only the parent company or one of its segments.

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Item 1. *Business*

Overview

We are a Fortune 100 corporation and a leading global distributor and solutions aggregator for the information technology ("IT") ecosystem. We serve a critical role, bringing products from the world's leading and emerging technology vendors to market, and helping our customers create solutions best suited to maximize business outcomes for their end-user customers. We aggregate and distribute IT hardware, software, and systems including personal computing devices and peripherals, mobile phones and accessories, printers, server and datacenter infrastructure, hybrid cloud, security, networking, communications and storage solutions, and system components. We also design and deliver purpose-built server, storage and networking solutions for the hyperscale infrastructure market.

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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 $1.6 billion in cash ($1.1 billion in cash after giving effect to a $500.0 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 $5.6 billion.

Our chief executive officer, who is also our chief operating decision maker, has a leadership structure aligned with the geographic regions of the Americas, Europe and Asia-Pacific and Japan ("APJ") and reviews and allocates resources based on these geographic regions. As a result, we operate in three reportable segments based on our geographic regions: the Americas, Europe and APJ. For financial information by segment, refer to Note 12 – Segment Information, to the Consolidated Financial Statements in Item 8.

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. On October 22, 2021, as a result of the Merger 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.

Our Strategy

Digital transformation and the migration to cloud computing is reshaping our industry, enabling businesses and consumers to evaluate, procure, acquire, and consume technology products and services in a variety of ways. Hybrid models of IT consumption, supporting both physical and virtual delivery methods are emerging, as hardware and software-based solutions become increasingly combined. As a result, customers are seeking greater integration of products, services and solutions that tie technologies together. Therefore, we believe it is important to provide a broad, end-to-end portfolio, with deep capabilities across the computing continuum to help customers manage the increasingly complex IT ecosystem and deliver the solutions and business outcomes the market desires. Our vision for the future is to be the vital solutions aggregator and orchestrator that connects the IT ecosystem.

Our global strategy is to deliver higher value by focusing on the following strategic priorities:

- **Invest** in high-growth technologies such as hybrid cloud, security, data analytics, artificial intelligence ("AI"), hyperscale infrastructure, and services.
- **Strengthen** our end-to-end portfolio of products, services and solutions, including technology-as-a-service and recurring revenue models.
- **Transform** our company digitally through greater automation and advanced analytics, which we believe will enhance the customer experience, broaden our customer base, increase sales and augment our presence in high-growth technologies.
- **Expand** our global footprint and enhance the operational excellence of our businesses around the world.

Our Products and Suppliers

We offer a comprehensive catalog of more than 200,000 technology products (as measured by active SKU's) from more than 2,500 original equipment manufacturers ("OEM"), suppliers of traditional technologies such as personal computing devices, mobile phones and accessories, and high-growth technologies such as cloud, security, data/analytics, AI and hyperscale infrastructure. This enables 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:

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Endpoint Solutions Portfolio:

- Our Endpoint Solutions portfolio primarily includes personal computing devices and peripherals, mobile phones and accessories, printers, supplies, and endpoint technology software.

Advanced Solutions Portfolio:

- Our Advanced Solutions portfolio primarily includes data center technologies such as hybrid cloud, security, storage, networking, servers, advanced technology software and hyperscale infrastructure.

Our high-growth technologies solutions, along with our services offerings, span our Endpoint and Advanced Solutions portfolios.

Our suppliers include leading IT systems, system components and peripherals, software, communications and security equipment, and networking equipment manufacturers. We purchase these and other 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. 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.

Our primary OEM suppliers include Apple, Inc., Cisco Systems, Inc., Dell, Inc., Hewlett-Packard Enterprise Company, HP Inc., International Business Machines Corporation, Lenovo Group Ltd., Microsoft Corporation, and Samsung Electronics Co., Ltd.

The following table provides revenue generated from products purchased from vendors that exceeded 10% of our consolidated revenue for the periods indicated (as a percent of consolidated revenue):

	Twelve Months Ended		
	November 30, 2023	**November 30, 2022**	**November 30, 2021**
Apple, Inc.	11 %	11 %	N/A [1]
HP Inc.	N/A [1]	10 %	12 %

[1] Revenue generated from products purchased from this vendor was less than 10% of consolidated revenue during the period presented.

We have distribution agreements with most of our suppliers, including Apple Inc. and 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 a supplier's price reduction or technological change. 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.

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Our Customers

Our products are marketed globally to an active reseller base of more than 150,000 customers. Our reseller customers include value-added resellers ("VARs"), corporate resellers, government resellers, system integrators, direct marketers, retailers and managed service providers ("MSPs"). Resellers are classified primarily by their end-user customers. End-users include large corporations or enterprises, federal, state and local governments, 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. 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 and networking solutions built specific to our customers' workloads and data center environments.

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.

One customer accounted for 11%, 10% and 17% of our total revenue in fiscal years 2023, 2022 and 2021, respectively. As of November 30, 2023 and 2022, no single customer comprised more than 10% of the consolidated accounts receivable balance. 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.

Our business is characterized by low gross profit as a percentage of revenue, or gross margin, and low operating income as a percentage of revenue, or operating margin. The market for IT products has generally been characterized by declining unit prices and short product life cycles, although unit prices for certain products have increased during certain periods due to factors such as supply chain constraints and inflation. 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. Our gross margin has fluctuated annually due to changes in the mix of products we offer, the percentage of revenue that is presented on a net basis, 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.

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 OEM suppliers, 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.

Our Services and Solutions

We offer a variety of business process services to our customers. These services can be purchased individually or 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.

Our service offerings include 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. 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.

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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 suppliers 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, AI 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. In addition, we use proprietary and industry standard application programming interfaces ("APIs") to connect with OEMs and resellers, providing dynamic transactional capabilities to our platforms.

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 DaaS, or 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. Our sales professionals receive comprehensive training on our policies, procedures and the technical specifications of products, and attend additional training offered by our vendors. We market to smaller resellers and OEM suppliers 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 OEM suppliers 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 customers and OEM suppliers.

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Our Operations

We operate 168 distribution and administrative facilities globally. Our distribution processes are highly automated to ensure timely order fulfillment and accuracy, 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 multiple performance measurements to continuously improve the efficiency and capabilities 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. To optimize response to short-term changes in order activity, our workforce is comprised of permanent and temporary co-workers.

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 strong inventory control and improve the speed and 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 robotic automation, order weight checks, bar code scanning, and serial number profile verification. We also use digital video imaging to record both receiving and shipping activities. 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 either purchased directly from vendors, obtained from our distribution inventory or through a customer-owned procurement model. Some of our design and integration solutions facilities are ISO 9001:2015 and ISO 14001:2015 certified.

International Operations

Approximately 47% of our consolidated revenue for fiscal year 2023 was generated by our international operations. Our end market strategy is to continue expanding internationally on a selective basis in order to provide our distribution capabilities to OEM suppliers 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 12 – 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 slightly higher sales in our first and fourth fiscal quarters 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.

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.

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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.

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 receive payment from these financing companies based on agreed upon terms that depend 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.

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, API, and 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.

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We compete against several distributors in the Americas market, including Arrow Electronics, Inc. ("Arrow"), Ingram Micro, Inc. and ScanSource, Inc. and 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. The competitive environment in APJ is fragmented with market share spread among international distributors such as Ingram Micro, Inc. and Westcon-Comstor as well as several regional distributors such as VSTECS Holdings Ltd., Synnex Technology International Corp. (a separate entity from the Company) and Redington Group. 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"). 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. 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.

Human Capital Resources

As of November 30, 2023, we had approximately 23,000 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, 2023, on a full-time equivalent basis. Certain of our co-workers in various countries outside of the United States are subject to laws providing representation rights to co-workers through workers' councils.

We are committed to fostering a diverse and inclusive workplace that attracts and retains exceptional talent. Through ongoing co-worker development, comprehensive compensation and benefits, and a focus on health, safety and co-worker well-being, we strive to help our co-workers 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 accomplish this through a focus on our core values of inclusion, integrity, collaboration, and excellence, and we strive to create an inclusive and welcoming environment 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 31% of our Board of Directors including our chair of the board, 28% of our leadership at the director and above level, and 43% of our total co-worker base. Additionally, 54% of our Board of Directors is ethnically diverse or gender diverse. We are committed to increasing diversity in our workforce. We aim to increase representation of people who identify as women to 50% of our co-worker base and 40% of our leadership roles by 2030, in addition to increasing representation of underrepresented groups by 2025.

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 a co-worker'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 co-workers, to ensure our pay is fair and equitable. Our practice includes reviewing the compensation of co-workers to ensure consistent pay practices by conducting a pay equity analysis annually comparing co-workers in the same role within a country or location. As we move forward, we aim to improve our pay equity position across the globe through our compensation and benefits programs, as well as promotion practices, to ensure fairness for all co-workers. Each year we will assess our progress and make adjustments to improve our pay equity position.

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.

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Co-worker Engagement

We regularly collect feedback to measure co-worker engagement, to better understand and improve the co-worker experience and to 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 co-workers' career growth and provide co-workers with a wide range of development opportunities, including face-to-face, virtual, social and self-directed learning, mentoring, coaching, and external development.

Health, Safety and Wellness

The physical health, financial well-being, life balance and mental health of our co-workers 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 well-being for all our co-workers. Throughout the year, we encourage healthy behaviors through regular communications, educational sessions, voluntary progress tracking, wellness challenges, and other incentives.

Environmental

We remain focused on protecting our planet and reducing our global carbon footprint. In support of this, TD SYNNEX had previously committed to the Science Based Targets Initiative ("SBTi") Business Ambition Pledge with the goal to achieve net-zero greenhouse gas ("GHG") emissions by 2045. In support of that commitment, in fiscal year 2023, we submitted near-term and long-term emissions-reduction targets to SBTi for validation.

We are committed to embedding a culture of sustainability across our organization, increasing our sustainability initiatives and supporting our customers and vendors. We engage in and continue to explore a range of sustainability projects that support our decarbonization journey such as renewables, energy conservation measures, environmental management systems and waste minimization projects. We have a Corporate Citizenship Steering Committee in place to help drive our strategy around these efforts in addition to multiple working groups that focus on areas such as the Circular Economy and Sustainable Transportation & Logistics. We currently have over 40 Green Teams in place to support sustainability efforts at our locations globally.

Additional human capital and environmental information was included in our Corporate Citizenship Report which is available on our website. Information contained in our Corporate Citizenship Report and website is not deemed part of this Annual Report on Form 10-K.

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 ("SEC"). Information contained on our website is not a part of this Report. We have adopted a code of conduct applicable to our co-workers 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.

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Information About our Executive Officers

The following table sets forth information regarding our current executive officers:

Name	Age	Position
Richard Hume	64	Chief Executive Officer
Dennis Polk	57	Hyve Solutions Executive
Michael Urban	59	President, Americas
Marshall Witt	58	Chief Financial Officer
Patrick Zammit	57	Chief Operating Officer
David Vetter	64	Chief Legal Officer
Simon Leung	58	Chief Business Officer
John Henry	49	Chief Accounting 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 International Business Machines Corporation ("IBM"), (NYSE: IBM), a multinational computer hardware, middleware and software company. Most recently, from January 2015 to February 2016, Mr. Hume served as General Manager and Chief Operating Officer of Infrastructure and Outsourcing at IBM. 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 has served as a member of our Board of Directors since February 2012 and as our Hyve Solutions Executive since September 2021. Mr. Polk joined TD SYNNEX in 2002 and served as President and Chief Executive Officer of TD SYNNEX from March 2018 to September 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, and he served as Executive Chair until September 1, 2023.

Michael Urban is our President, 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 employed by Tech Data from September 2012 until January 2019, most recently serving as Corporate Vice President of Strategy, Transformation, and Global Vendor Management. Prior to Tech Data, Mr. Urban served in progressive leadership roles including Chairman and Chief Executive Officer at Actebis Holding GmbH, an IT services company. Mr. Urban received a Bachelor of Science degree in Engineering from Paderborn University in Germany. Mr. Urban will be resigning as President, Americas effective as of March 1, 2024.

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, Inc., a freight services company. During his fifteen year tenure with FedEx Corporation (NYSE: FDX), a multinational transportation, e-commerce and business services company, 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, a professional services firm, 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 Chief Operating Officer. 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. Mr. Zammit then served as President, Europe and APJ until his appointment as Chief Operating Officer, effective January 1, 2024. Prior to this role, Mr. Zammit was employed for more than twenty years at Avnet, Inc (NASDAQ: AVT), an electronic components distribution company. 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.

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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.

Simon Leung is our Chief Business Officer. Prior to this role, Mr. Leung served 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.

John Henry is our Chief Accounting Officer. Mr. Henry joined Tech Data in 2015 as the Vice President of Corporate Accounting and has served as Senior Vice President, Chief Accounting Officer since November 2020. Prior to joining Tech Data, Mr. Henry served as a public accountant with both Arthur Andersen LLP and PricewaterhouseCoopers LLP, and as an accountant for DirecTV and AECOM (NYSE: ACM). Mr. Henry is a graduate of California State University in Fresno with a degree in Accounting.

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

The following discussion is divided into several sections. The first section, which begins immediately following this paragraph, captioned "Risks Related to Our Business and Operations" 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 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;
- 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 slightly higher sales in our first and fourth fiscal quarters due to patterns in the capital budgeting, federal government spending and purchasing cycles of our customers and end-users. These historical patterns may not be repeated in subsequent periods. 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.

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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 Apple Inc. products and services comprised approximately 11% of our total revenue for both fiscal years 2023 and 2022, and sales of HP Inc. products and services comprised approximately 10% and 12% of our total revenue for fiscal years 2022 and 2021, 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., Apple 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. Additionally, significant changes in vendor payment terms or payment arrangements could negatively impact our liquidity and financial condition.

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 expenses are 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 expenses 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.

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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 revenue 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 supply shortages of certain products as a result of strong demand or problems experienced by our OEM suppliers. 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 11%, 10% and 17% of our total revenue in fiscal years 2023, 2022 and 2021. The loss of one of our significant customers could result in an adverse impact on our business. 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.

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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 co-workers of acquired operations or inability to hire key co-workers 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 finite 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. Our annual goodwill impairment testing indicated no goodwill impairments for any of the years presented. 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.

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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.

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 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, increases in costs including due to inflation or higher interest rates, 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 co-workers. 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 co-workers could inhibit our ability to operate and grow our business successfully.

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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.

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 has and may include claims with respect to antitrust, mergers and acquisitions and other matters. 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 17 – 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 our corporate headquarters locations in Clearwater, Florida and Fremont, California, are located in geographic areas that heighten our exposure to hurricanes, tropical storms, earthquakes 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.

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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 that is either subsidized by our OEM suppliers or paid by us, we transfer the risk of loss on the sale of our products to the floor plan companies. These arrangements with financing companies allow 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, 2023, we had $4.1 billion in outstanding short and long-term borrowings under term loans, our Senior Notes, lines of credit, accounts receivable securitization programs and finance 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 (or our subsidiaries', as applicable) ability to:

- incur additional indebtedness or liens;
- 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

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- 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, 2023, 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 Agreement (as defined below) contains 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, 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.

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

Interest rates in the United States and other countries where we operate have increased and may continue to 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 than current levels. 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 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.

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, 2023, our executive officers, directors and principal stockholders owned approximately 43% of our outstanding common stock. In particular, Apollo Global Management, Inc. ("Apollo") and its affiliates owned approximately 32% of our common stock.

Apollo is the private equity company that through its affiliates 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 at least 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

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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, 2023, MiTAC Holdings Corporation ("MiTAC Holdings") and its affiliates owned approximately 9.3% 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 and its affiliates. Similar risks could exist as a result of Matthew F.C. 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 2023, 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 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, 2023, 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 8.4% of MiTAC Holdings. As of November 30, 2023, 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, 2023. Synnex Technology International indirectly through its ownership of Peer Developments Limited owned approximately 3.9% of our outstanding common stock as of November 30, 2023. 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. On January 30, 2023, we announced the closing of a secondary public offering (the "January Offering") of an aggregate of approximately 5.2 million shares of our common stock that were sold by certain entities managed by Apollo. Additionally, on October 10, 2023, we entered into an underwriting agreement relating to the secondary public offering (the "October Offering") of an aggregate of approximately 6.8 million shares sold by certain entities managed by affiliates of Apollo and certain entities affiliated with MiTAC Holdings Corporation (collectively, the "Selling Stockholders"). In addition, the Selling Stockholders granted the underwriters an option to purchase up to an additional 1,012,500 shares of our common stock. The October Offering was completed on October 13, 2023 and the underwriters exercised their option in full. We did not receive any of the proceeds from the sale of shares in the January Offering or the October Offering. Any additional future 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 common stock 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 economic downturns 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 technology-as-a-service, our future operating results could be adversely affected.

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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.

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 technology-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.

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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, such as the outbreak of COVID-19 that occurred during fiscal 2020, or any other public health crisis that results in economic and trade disruptions, including the disruption of global supply chains. The extent of the impact of any such public health crisis on our future operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, could depend on future developments, including 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 any such public health crisis, 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 47%, 45% and 37% of our revenues in fiscal years 2023, 2022 and 2021, 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 hedge some of our exposure to changes in foreign exchange rates through 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. For example, in the past, several foreign currencies in which we transact business depreciated against the U.S. dollar, including the euro and the Japanese yen, which adversely affected the results of operations of our Europe and APJ segments in that year. 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.

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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 inflation, rising fuel cost or general price increases 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 Shifting Project, which would grant additional taxing rights over profits earned by multinational enterprises to the countries in which their products are sold and services rendered. Rules adopted in response to this project would establish a global per-country minimum tax of 15%, and the European Union has approved a directive requiring members to adopt similar provisions into their respective domestic laws. These rules would become effective for fiscal years starting on or after December 31, 2023 (fiscal year 2025 for the Company). Significant details around the rules are still under formulation and the timing around enactment remains uncertain. Due to these new rules, our income tax expense could be unfavorably impacted as the legislation becomes effective in countries in which we conduct business. We will continue to monitor the pending legislation and implementation that follows by individual countries.

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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. 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.

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, including those of our vendors, suppliers and partners. 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, or our customers' or vendors', intellectual property or confidential information or result in fraud or other financial loss. For example, in July 2021, we announced publicly that a threat actor had gained access to our systems. That incident did not have a material impact to the business. In July 2022 and September 2023, we became aware that a sophisticated threat actor gained access to a portion of our networks and systems. After conducting a thorough review of those attacks with a leading third-party cybersecurity firm, we determined that those attacks did not have a material impact on us. Evidence indicates that the threat actor responsible for these incidents is related to, or the same as, the threat actor that previously gained unauthorized access to our systems in July 2021.

In response to these threats, we engaged in remedial and preventative actions to remove the threat actor and prevent further unauthorized access to our network, analyzed the information that the threat actors accessed, enhanced our data security and governance program, added additional protective security layers and are cooperating with law enforcement authorities. While we do not believe at this time that these cyber-attacks had a material impact on our systems or operations, should new or different information come to light establishing that the intrusions are broader than now known or if additional attacks occur, it could have a broader impact on our systems and operations, and we could incur significant costs in responding to such intrusions.

Our business also involves the use, storage and transmission of information about our co-workers, and customers. If any person, including any of our co-workers, 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 co-workers about the need to deploy security measures and the impact of doing so; however, notwithstanding our efforts to date, there are numerous sophisticated threat actors that are actively engaging in cyber-attacks that include our systems and there can be no assurance that such security measures will prevent additional improper access to our networks and systems, or access to or disclosure of, personally identifiable or proprietary information which could harm our business.

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.

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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 the persistence of inflation, elevated interest rates, market volatility as a result of political leadership in certain countries, including due to Russia's invasion of Ukraine, the Israel-Hamas War and other disruptions to global and regional economies and markets. 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 economies. 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 ("FCPA"), U.K. bribery laws and similar laws;
- difficulties and costs of staffing and managing operations in certain foreign countries;
- 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. For example, periodically, we receive reports directly from co-workers, vendors and customers related to, or otherwise become aware of, potential non-compliance with our Code of Conduct and various U.S. or foreign laws, such as the FCPA, U.K. bribery laws or local anti-corruption laws. We investigate these reports and matters, report the activity to governmental authorities as required and also cooperate with investigations by U.S. and foreign law enforcement authorities. While we do not believe any of the findings of these investigations have been material to the Company to date, we take these matters seriously and activities of our employees, vendors and customers in these regions could subject us to liability, even if we do not explicitly authorize or have actual knowledge of their activities. 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.

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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 co-workers, 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 2023, 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. 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 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.

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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 168 facilities covering approximately 14.1 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 – 55, Europe – 69 and APJ – 44.

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 initial fine imposed on Tech Data was €76.1 million. We appealed its determination to the French courts, seeking to set aside or reduce the fine. Although we believed we had strong arguments on appeal, we determined that the best estimate of probable loss related to this matter as of November 30, 2021 was €36.0 million. Under French law, the pendency of our appeal does not suspend the obligation to pay the fine. Tech Data 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.

On October 6, 2022, the appeals court issued a ruling that reduced the fine imposed on us from €76.1 million to €24.9 million. We continue to contest the arguments of the Competition Authority and have further appealed this matter. As a result of the appeals court ruling, we have determined that the best estimate of probable loss related to this matter as of November 30, 2023 is €24.9 million (approximately $27.3 million as of November 30, 2023), which was paid in full in fiscal year 2022. We decreased our accrual established for this matter by $10.8 million during fiscal year 2022 which was recorded in "Other (expense) income, net" in the Consolidated Statement of Operations. 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.

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

Not applicable.

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PART II

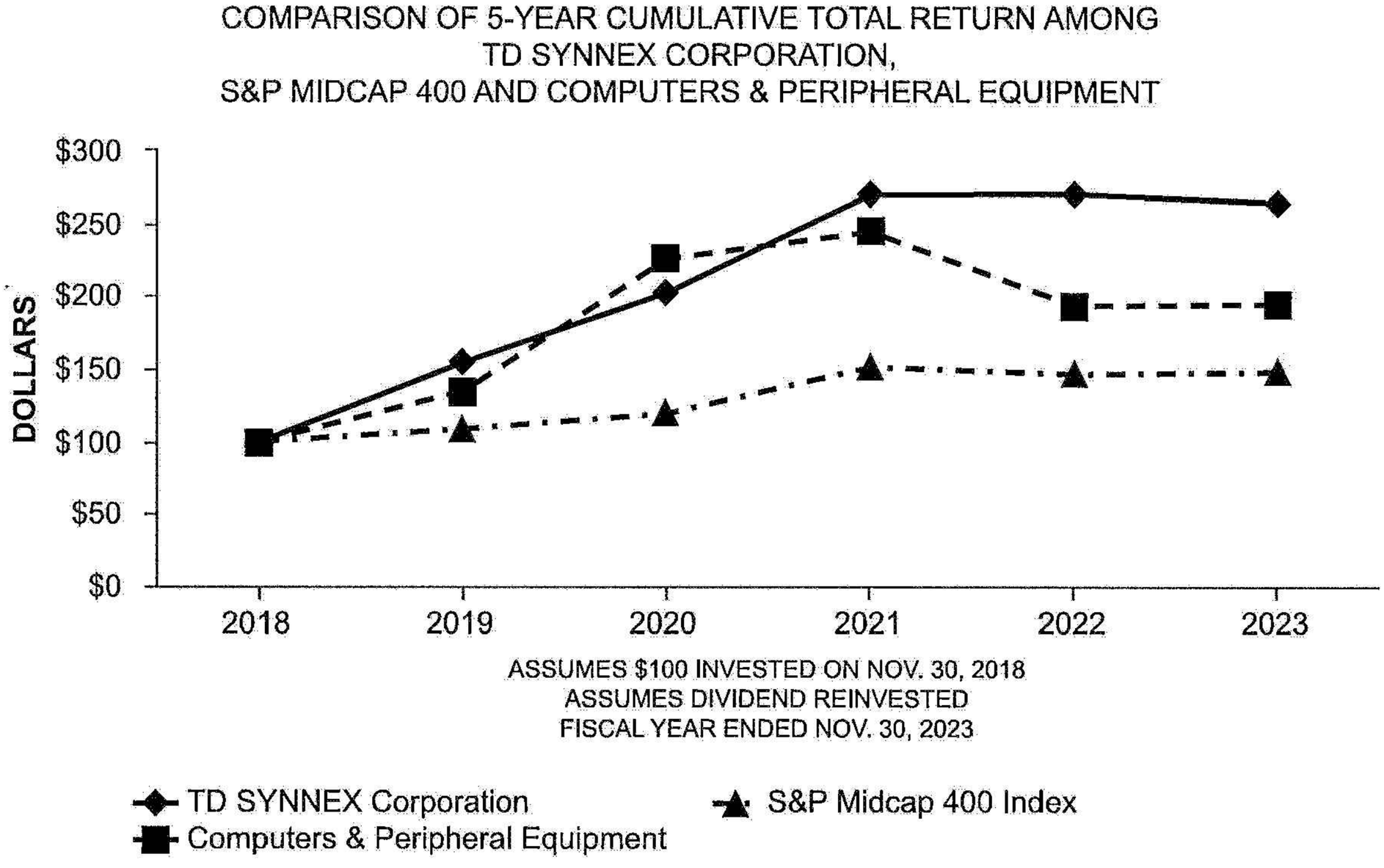
Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

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

As of January 17, 2024, our common stock was held by approximately 2,400 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, 2018, compares our cumulative total stockholder return, the S&P Midcap 400 Index and Computer and Peripheral Equipment index for the period beginning November 30, 2018 through November 30, 2023. 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 $98.64 on November 30, 2023. 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					
	11/30/2018	11/30/2019	11/30/2020	11/30/2021	11/30/2022	11/30/2023
TD SYNNEX Corporation	$ 100.00	$ 154.40	$ 202.10	$ 269.70	$ 270.08	$ 264.11
S&P Midcap 400 Index	$ 100.00	$ 108.86	$ 119.42	$ 151.03	$ 146.07	$ 147.77
Computers and Peripheral Equipment	$ 100.00	$ 134.71	$ 225.64	$ 244.22	$ 192.94	$ 194.11

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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.

Dividends

We have a history of paying quarterly cash dividends. Dividends declared per share by fiscal quarter in 2023 and 2022 were as follows:

	Fiscal Years Ended November 30,	
	2023	2022
First Quarter	$ 0.350	$ 0.300
Second Quarter	$ 0.350	$ 0.300
Third Quarter	$ 0.350	$ 0.300
Fourth Quarter	$ 0.350	$ 0.300

On January 9, 2024, the Company announced a cash dividend of $0.40 per share to stockholders of record as of January 19, 2024, payable on January 26, 2024. Dividends are subject to continued capital availability and the declaration by our Board of Directors in the best interest of our stockholders. The Company currently expects that comparable cash dividends will continue to be paid in the future.

Repurchases of Equity Securities

In June 2020, our Board of Directors authorized a three-year $400.0 million share repurchase program, effective July 1, 2020. In January 2023, our Board of Directors authorized a new three-year $1.0 billion share repurchase program (the "new share repurchase program"), replacing the existing $400.0 million share repurchase program, pursuant to which we may repurchase our outstanding common stock from time to time in the open market or through privately negotiated transactions. The prior $400.0 million share repurchase program was terminated on January 4, 2023, when it was replaced by the new share repurchase program, which will expire on January 3, 2026.

On October 10, 2023, we announced the October Offering of an aggregate of 7.8 million shares (which includes approximately 1.0 million additional shares that underwriters had the option to purchase) of which approximately 6.8 million shares were sold by certain entities managed by Apollo Global Management, Inc. and 966 thousand shares were sold by certain entities affiliated with MiTAC Holdings Corporation. All of the shares in the October Offering were sold by the Selling Stockholders. We did not receive any of the proceeds from the sale of shares by the Selling Stockholders in the October Offering. Also pursuant to the related underwriting agreement, we repurchased 2.8 million shares from the underwriters as part of the October Offering, at a repurchase price of $95.5135 per share, resulting in a purchase price of approximately $262.7 million (the "Concurrent Share Repurchase"). The Concurrent Share Repurchase was made under our existing share repurchase program, and is included within the activity for the month of October shown in the table below.

The following table presents information with respect to purchases of common stock by the Company under the share repurchase program during the quarter ended November 30, 2023:

	Issuer Purchases of Equity Securities (amounts in thousands except per share amounts)			
Period	Total number of shares purchased	Average price paid per share [1]	Total number of shares purchased as part of publicly announced plans or program	Maximum dollar value of shares that may yet be purchased under the plans or program
September 1 - September 30, 2023	459	$ 100.45	459	$ 692,672
October 1 - October 31, 2023	3,081	95.10	3,081	399,625
November 1 - November 30, 2023	41	92.15	41	395,875
Total	3,581	$ 95.76	3,581	

[1] Excludes excise taxes, whether accrued or paid, and excludes broker's commissions.

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Item 6. [Reserved]

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.

This section of the Form 10-K generally discusses fiscal 2023 and 2022 items and year-to-year comparisons between fiscal 2023 and 2022. Discussions of fiscal 2021 items and year-to-year comparisons between fiscal 2022 and 2021 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2022 filed with the SEC on January 24, 2023.

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

We are a Fortune 100 corporation and a leading global distributor and solutions aggregator for the information technology ("IT") ecosystem. We serve a critical role, bringing products from the world's leading and emerging technology vendors to market, and helping our customers create solutions best suited to maximize business outcomes for their end-user customers.

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 $1.6 billion in cash ($1.1 billion in cash after giving effect to a $500.0 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 $5.6 billion. See Note 3 - Acquisitions to the Consolidated Financial Statements for further information.

Economic and Industry Trends

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 OEM suppliers, replacement cycles for existing IT products, trends toward cloud computing, overall economic growth and general business activity. A difficult and challenging economic environment due to the continued persistence of inflation, elevated interest rates, and market volatility as a result of military conflicts in certain countries may also lead to consolidation or decline in the IT distribution industry and increased price-based competition. Our results in fiscal 2023 were also negatively impacted by post-pandemic declines in demand for personal computing ecosystem products. Our systems design and integration solutions business 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, as well as the impact of fluctuations in foreign currency exchange rates compared to the U.S. dollar.

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. 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.

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Results of Operations

The following table sets forth, for the indicated periods, data as percentages of total revenue:

	Fiscal Years Ended November 30,	
Consolidated Statements of Operations Data:	**2023**	**2022**
Revenue	100.00 %	100.00 %
Cost of revenue	(93.13) %	(93.74)%
Gross profit	6.87 %	6.26 %
Selling, general and administrative expenses	(4.64) %	(4.21)%
Acquisition, integration and restructuring costs	(0.36) %	(0.36)%
Operating income	1.87 %	1.69 %
Interest expense and finance charges, net	(0.50) %	(0.36)%
Other (expense) income, net	0.00 %	0.00 %
Income before income taxes	1.37 %	1.33 %
Provision for income taxes	(0.28) %	(0.29)%
Net income	1.09 %	1.04 %

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:

- Revenue in constant currency, which is revenue adjusted for the translation effect of foreign currencies so that certain financial results can be viewed without the impact of fluctuations in foreign currency exchange rates, thereby facilitating period-to-period comparisons of our business performance. Revenue in constant currency is calculated by translating the revenue for the fiscal year ended November 30, 2023 in the billing currency using the comparable prior period currency conversion rate. Generally, when the dollar either strengthens or weakens against other currencies, the growth at constant currency rates will be higher or lower than growth reported at actual exchange rates.

- Non-GAAP gross profit, which is gross profit, adjusted to exclude the portion of purchase accounting adjustments that affected cost of revenue.

- Non-GAAP gross margin, which is non-GAAP gross profit, as defined above, divided by revenue.

- 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.

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

- Non-GAAP net income, which is net income, adjusted to exclude acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, legal settlements and other litigation, net, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.

- Non-GAAP diluted earnings per common share ("EPS"), which is diluted EPS excluding the per share impact of acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, legal settlements and other litigation, net, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.

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

Our acquisition activities have resulted in the recognition of finite-lived intangible assets which consist primarily of customer relationships and vendor lists. Finite-lived intangible assets are amortized over their estimated useful lives and are tested for impairment when events indicate that the carrying value may not be recoverable. The amortization of intangible assets is reflected in our Consolidated 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 our 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 and non-employee members of our Board of Directors based on the estimated fair value of those awards. Although share-based compensation is an important aspect of the compensation of our employees, the fair value of the share-based awards may bear little resemblance to the actual value realized upon the vesting or future exercise of the related share-based awards and the expense can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Given the variety and timing of awards and the subjective assumptions that are necessary when calculating share-based compensation expense, 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 recognizing the acquired vendor and customer liabilities from the Merger at fair value. These adjustments benefited our non-GAAP operating income through the third fiscal quarter of fiscal 2023 based on historical settlement patterns with our vendors and in accordance with the timing defined in our policy for releasing vendor and customer liabilities we deem remote to be paid.

Legal settlements and other litigation, net includes a benefit recorded in other (expense) income, net during the fourth quarter of fiscal 2022 resulting from a decrease in our accrual for a legal matter in France. For further discussion of this legal matter, please refer to Note 17 - Commitments and Contingencies to the Consolidated Financial Statements included in Part II, Item 8 of this report.

In connection with the Merger, we restructured our 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, resulting in an income tax capital loss carryback benefit.

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.

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Fiscal Years Ended November 30, 2023 and 2022:

Revenue

The following table summarizes our revenue and change in revenue by segment for the fiscal years ended November 30, 2023 and 2022:

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 to 2022
	(in thousands)		
Revenue in constant currency			
Consolidated			
Revenue	$ 57,555,416	$ 62,343,810	(7.7)%
Impact of changes in foreign currencies	99,152	—	
Revenue in constant currency	$ 57,654,568	$ 62,343,810	(7.5)%
Americas			
Revenue	$ 34,573,859	$ 38,791,102	(10.9)%
Impact of changes in foreign currencies	148,146	—	
Revenue in constant currency	$ 34,722,005	$ 38,791,102	(10.5)%
Europe			
Revenue	$ 19,422,297	$ 20,289,211	(4.3)%
Impact of changes in foreign currencies	(168,747)	—	
Revenue in constant currency	$ 19,253,550	$ 20,289,211	(5.1)%
APJ			
Revenue	$ 3,559,260	$ 3,263,497	9.1 %
Impact of changes in foreign currencies	119,753	—	
Revenue in constant currency	$ 3,679,013	$ 3,263,497	12.7 %

Consolidated Commentary

During the fiscal year ended November 30, 2023, consolidated revenue decreased by $4.8 billion and consolidated revenue in constant currency decreased by $4.7 billion, as compared to the prior fiscal year. The decreases are primarily driven by a decline in our Endpoint Solutions portfolio as the industry experienced a post-pandemic decline in demand for personal computer ecosystem products, partially offset by growth in our Advanced Solutions portfolio. A greater percentage of our revenue was presented on a net basis due to changes in product mix, which negatively impacted our revenue growth by approximately 4%.

Americas Commentary

During the fiscal year ended November 30, 2023, Americas revenue decreased by $4.2 billion and Americas revenue in constant currency decreased by $4.1 billion, as compared to the prior fiscal year. The decreases are primarily due to a decline in our Endpoint Solutions portfolio in the region as the industry experienced a post-pandemic decline in demand for personal computer ecosystem products, partially offset by growth in our Advanced Solutions portfolio. A greater percentage of our revenue was presented on a net basis due to changes in product mix, which negatively impacted our revenue growth by approximately 5%.

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Europe Commentary

During the fiscal year ended November 30, 2023, Europe revenue decreased by $866.9 million and Europe revenue in constant currency decreased by $1.0 billion, as compared to the prior fiscal year. The decreases are primarily driven by a decline in our Endpoint Solutions portfolio as the industry experienced a post-pandemic decline in demand for personal computer ecosystem products, partially offset by growth in our Advanced Solutions portfolio. A greater percentage of our revenue was presented on a net basis, which negatively impacted our revenue growth by approximately 4%. The impact of changes in foreign currencies is primarily due to the strengthening of the euro against the U.S. dollar.

APJ Commentary

During the fiscal year ended November 30, 2023, APJ revenue increased by $295.8 million and APJ revenue in constant currency increased by $415.5 million, as compared to the prior fiscal year. The increases are primarily driven by high-growth technologies and our Advanced Solutions portfolio. The impact of changes in foreign currencies is primarily due to the weakening of the Japanese yen against the U.S. dollar.

Gross Profit

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 to 2022
Gross Profit and Gross Margin - Consolidated	(in thousands)		
Revenue	$57,555,416	$62,343,810	(7.7)%
Gross profit	$ 3,956,829	$ 3,900,199	1.5 %
Purchase accounting adjustments	15,047	96,128	
Non-GAAP gross profit	$ 3,971,876	$ 3,996,327	(0.6)%
GAAP gross margin	6.87 %	6.26 %	
Non-GAAP gross margin	6.90 %	6.41 %	

Our gross margin is affected by a variety of factors, including competition, selling prices, mix of products, the percentage of revenue that is presented on a net basis, 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 during the fiscal year ended November 30, 2023, as compared to the prior fiscal year, primarily due to the impact of lower purchase accounting adjustments related to the Merger and our improved gross margin, partially offset by the impact of a decline in revenue in our Endpoint Solutions portfolio. Our gross margin increased during the fiscal year ended November 30, 2023, as compared to the prior fiscal year, primarily due to product mix, including an increase in revenue in our Advanced Solutions portfolio and margin expansion in high-growth technologies, as well as the impact of lower purchase accounting adjustments related to the Merger. A greater percentage of our revenue was presented on a net basis due to changes in product mix, which positively impacted our gross margin by approximately 24 basis points.

Our non-GAAP gross profit decreased during the fiscal year ended November 30, 2023, as compared to the prior fiscal year, primarily due to the impact of a decline in revenue in our Endpoint Solutions portfolio, partially offset by our improved gross margin. Our non-GAAP gross margin increased during the fiscal year ended November 30, 2023, as compared to the prior fiscal year, primarily due to product mix, including an increase in revenue in our Advanced Solutions portfolio and margin expansion in high-growth technologies.

Selling, General and Administrative Expenses

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 to 2022
	(in thousands)		
Selling, general and administrative expenses	$ 2,672,562	$ 2,627,007	1.7 %
Percentage of revenue	4.64 %	4.21 %	

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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 2023, compared to fiscal year 2022, primarily due to higher personnel costs. Selling, general and administrative expenses increased as a percentage of revenue, compared to the prior year period, primarily due to a decrease in revenue in our Endpoint Solutions portfolio and higher personnel costs. A greater percentage of our revenue was presented on a net basis due to changes in product mix, which contributed to the increase in selling, general and administrative expenses as a percentage of revenue by approximately 17 basis points.

Acquisition, Integration and Restructuring Costs

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

The Merger

We incurred acquisition, integration and restructuring costs related to the completion of the Merger, including professional services costs, personnel and other costs, long-lived assets charges and termination fees and stock-based compensation expense. Professional services costs are primarily comprised of IT and other consulting services, as well as legal expenses. Personnel and other costs are primarily comprised of costs related to retention and other bonuses, severance and duplicative labor costs. Long-lived asset charges and termination fees include accelerated depreciation and amortization expense of $17.4 million and $64.4 million during fiscal years 2023 and 2022, respectively, due to changes in asset useful lives in conjunction with the consolidation of certain IT systems. Long-lived asset charges and termination fees also include $24.4 million recorded during fiscal year 2023 for termination fees related to certain IT systems, along with $4.7 million recorded during fiscal year 2022 for impairment charges. 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 shares of TD SYNNEX (refer to Note 5 – Share-Based Compensation to the Consolidated Financial Statements for further information) and expenses for certain restricted stock awards issued in conjunction with the Merger.

In July 2023, we offered a voluntary severance program ("VSP") to certain co-workers in the United States as part of our cost optimization efforts related to the Merger. We incurred $52.1 million of costs in connection with the VSP during the fiscal year ended November 30, 2023, including $42.3 million of severance costs and $9.8 million of duplicative labor costs.

During the fiscal years ended November 30, 2023 and 2022, acquisition and integration expenses related to the Merger were composed of the following:

	Fiscal Years Ended November 30,	
	2023	2022
	(in thousands)	
Professional services costs	$ 20,775	$ 29,352
Personnel and other costs	46,464	40,220
Long-lived assets charges and termination fees	41,812	69,053
Stock-based compensation	35,709	52,171
Voluntary severance program costs	52,091	—
Total	$ 196,851	$ 190,796

During fiscal 2023, acquisition and integration expenses related to the Merger increased, compared to the prior year period, primarily due to costs incurred related to the VSP, partially offset by the decline in long-lived assets charges and termination fees and a decrease in stock-based compensation expense.

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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 continued 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 costs. Restructuring costs are comprised of severance costs and other associated exit costs, including certain consulting costs. Other costs are primarily comprised of personnel costs, facilities costs and certain professional services fees not related to restructuring activities.

We incurred acquisition, integration, and restructuring costs under the GBO 2 Program of $9.4 million and $31.5 million during the fiscal years ended November 30, 2023 and 2022, respectively. During fiscal 2023, restructuring costs under the GBO 2 Program decreased, compared to the prior year period, due to the wind-down of activities as the program was completed as of November 30, 2023.

Operating Income

The following tables provide an analysis of operating income and non-GAAP operating income on a consolidated and regional basis as well as a reconciliation of operating income to non-GAAP operating income on a consolidated and regional basis for the fiscal years ended November 30, 2023 and 2022:

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 to 2022
Operating Income and Operating Margin - Consolidated	(in thousands)		
Revenue	$57,555,416	$62,343,810	
Operating income	$ 1,078,032	$ 1,050,873	2.6 %
Acquisition, integration and restructuring costs	206,235	222,319	
Amortization of intangibles	293,737	299,162	
Share-based compensation	49,273	38,994	
Purchase accounting adjustments	15,047	112,691	
Non-GAAP operating income	$ 1,642,324	$ 1,724,039	(4.7)%
Operating margin	1.87 %	1.69 %	
Non-GAAP operating margin	2.85 %	2.77 %	

Consolidated operating income increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to a decrease in purchase accounting adjustments related to the Merger and an improvement in gross margin due to product mix, including an increase in revenue in our Advanced Solutions portfolio and margin expansion in high-growth technologies, partially offset by the decline in revenues in our Endpoint Solutions portfolio and higher personnel costs.

Consolidated operating margin increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to a decrease in purchase accounting adjustments related to the Merger and an improvement in gross margin due to product mix, partially offset by higher selling, general and administrative expenses as a percentage of revenue due to the decrease in revenues in our Endpoint Solutions portfolio and higher personnel costs.

Consolidated non-GAAP operating income decreased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to the decrease in revenue in our Endpoint Solutions portfolio and higher personnel costs, partially offset by an increase in gross margin due to product mix, including an increase in revenue in our Advanced Solutions portfolio and margin expansion in high-growth technologies.

Consolidated non-GAAP operating margin increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to an increase in gross margin due to product mix, partially offset by higher selling, general and administrative expenses as a percentage of revenue due to the decrease in revenues in our Endpoint Solutions portfolio and higher personnel costs.

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	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 to 2022
Operating Income and Operating Margin - Americas	(in thousands)		
Revenue	$34,573,859	$38,791,102	
Operating income	$ 736,605	$ 734,103	0.3 %
Acquisition, integration and restructuring costs	165,845	137,055	
Amortization of intangibles	169,569	175,371	
Share-based compensation	35,955	29,717	
Purchase accounting adjustments	—	65,117	
Non-GAAP operating income	$ 1,107,974	$ 1,141,363	(2.9)%
GAAP operating margin	2.13 %	1.89 %	
Non-GAAP operating margin	3.20 %	2.94 %	

Americas operating income was flat during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to increased gross margin in the region due to product mix, including an increase in revenue in our Advanced Solutions portfolio and margin expansion in high-growth technologies, and a decrease in purchase accounting adjustments related to the Merger, offset by the decrease in revenue in our Endpoint Solutions portfolio and costs incurred related to the VSP.

Americas operating margin increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to increased gross margin in the region due to product mix and a decrease in purchase accounting adjustments related to the Merger, partially offset by higher selling, general and administrative expenses as a percentage of revenue due to the decrease in revenues in our Endpoint Solutions portfolio and costs incurred related to the VSP.

Americas non-GAAP operating income decreased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to the decrease in revenue in our Endpoint Solutions portfolio, partially offset by increased gross margin in the region due to product mix, including an increase in revenue in our Advanced Solutions portfolio and margin expansion in high-growth technologies.

Americas non-GAAP operating margin increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to increased gross margin in the region due to product mix, partially offset by higher selling, general and administrative expenses as a percentage of revenue due to the decrease in revenues.

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	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 vs. 2022
Operating Income and Operating Margin - Europe	(in thousands)		
Revenue	$19,422,297	$20,289,211	
Operating income	$ 236,477	$ 227,249	4.1 %
Acquisition, integration and restructuring costs	37,091	76,634	
Amortization of intangibles	121,680	121,220	
Share-based compensation	11,255	7,906	
Purchase accounting adjustments	15,047	47,574	
Non-GAAP operating income	$ 421,550	$ 480,583	(12.3)%
GAAP operating margin	1.22 %	1.12 %	
Non-GAAP operating margin	2.17 %	2.37 %	

Europe operating income and operating margin increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to an increase in gross margin in the region due to product mix, a decrease in purchase accounting adjustments related to the Merger, and a decrease in acquisition, integration, and restructuring costs, partially offset by the impact of the decline in revenues in our Endpoint Solutions portfolio and an increase in personnel costs.

Europe non-GAAP operating income and non-GAAP operating margin decreased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to the impact of the decline in revenues in our Endpoint Solutions portfolio and an increase in personnel costs, partially offset by an increase in gross margin in the region due to product mix.

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 vs. 2022
Operating Income and Operating Margin - APJ	(in thousands)		
Revenue	$ 3,559,260	$ 3,263,497	
Operating income	$ 104,950	$ 89,521	17.2 %
Acquisition, integration and restructuring costs	3,299	8,630	
Amortization of intangibles	2,488	2,571	
Share-based compensation	2,063	1,371	
Non-GAAP operating income	$ 112,800	$ 102,093	10.5 %
GAAP operating margin	2.95 %	2.74 %	
Non-GAAP operating margin	3.17 %	3.13 %	

APJ operating income and non-GAAP operating income increased during the fiscal year ended November 30, 2023, compared to the prior fiscal year, primarily due to increased sales in the region due to high-growth technologies and our Advanced Solutions portfolio partially offset by higher personnel costs. APJ operating margin and non-GAAP operating margin were relatively flat, compared to the prior fiscal year.

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Interest Expense and Finance Charges, Net

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 vs. 2022
	(in thousands)		
Interest expense and finance charges, net	$ 288,318	$ 222,578	29.5 %
Percentage of revenue	0.50 %	0.36 %	

Amounts recorded in interest expense and finance charges, net, consist primarily of interest expense on our Senior Notes, our lines of credit, our term loans and our accounts receivable securitization facilities, and fees associated with the sale of accounts receivable, partially offset by income earned on our cash investments.

Our interest expense and finance charges net, increased during fiscal year 2023, compared to fiscal year 2022, primarily due to higher average interest rates, along with increased costs associated with the sale of accounts receivable due to higher discount fees, which totaled $51.1 million and $26.2 million during the fiscal years ended November 30, 2023 and 2022, respectively.

Other Expense, Net

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 vs. 2022
	(in thousands)		
Other expense, net	$ 206	$ 1,165	(82.3)%
Percentage of revenue	0.00 %	0.00 %	

Amounts recorded as other expense, net include foreign currency transaction gains and losses on certain financing transactions and the related derivative instruments used to hedge such financing transactions, the cost of hedging, investment gains and losses, and other non-operating gains and losses, such as settlements received from class action lawsuits.

During fiscal year 2023, our other expense, net was relatively flat, compared to fiscal year 2022. Fiscal year 2023 activity was driven primarily by foreign currency hedging costs, partially offset by legal settlements received. Fiscal year 2022 activity was driven primarily by foreign currency hedging costs, partially offset by a decrease in our accrual for a legal matter in France of $10.8 million. For further discussion of this legal matter in France, please refer to Note 17 - Commitments and Contingencies to the Consolidated Financial Statements included in Part II, Item 8 of this Report.

Provision for Income Taxes

	Fiscal Years Ended November 30,		Percent Change
	2023	2022	2023 vs. 2022
	(in thousands)		
Provision for income taxes	$ 162,597	$ 175,823	(7.5)%
Percentage of income before income taxes	20.59 %	21.26 %	

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

Our income tax expense decreased during the fiscal year ended November 30, 2023, as compared to the prior fiscal year, primarily due to lower income during the period along with a lower effective tax rate. The effective tax rate for fiscal year 2023 was lower when compared to the prior fiscal year primarily due to the utilization of tax credits earned in certain jurisdictions and the relative mix of earnings and losses within the taxing jurisdictions in which we operate, partially offset by a tax benefit recorded in the prior year related to a capital loss carryback.

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Net Income and Diluted EPS

The following tables present net income and diluted EPS as well as a reconciliation of our most comparable GAAP measures to the related non-GAAP measures presented:

	Fiscal Years Ended November 30,	
	2023	2022
Net Income- Consolidated	(in thousands)	
Net Income	$ 626,911	$ 651,307
Acquisition, integration and restructuring costs	213,585	231,008
Amortization of intangibles	293,737	299,162
Share-based compensation	49,273	38,994
Purchase accounting adjustments	15,047	112,691
Legal settlements and other litigation, net	—	(10,792)
Income taxes related to above	(144,994)	(166,129)
Income tax capital loss carryback benefit	—	(8,299)
Non-GAAP net income	$ 1,053,559	$ 1,147,942

	Fiscal Years Ended November 30,	
	2023	2022
Diluted Earnings Per Common Share		
Diluted EPS[(1)]	$ 6.70	$ 6.77
Acquisition, integration and restructuring costs	2.28	2.40
Amortization of intangibles	3.14	3.11
Share-based compensation	0.53	0.41
Purchase accounting adjustments	0.16	1.17
Legal settlements and other litigation, net	—	(0.11)
Income taxes related to above	(1.55)	(1.73)
Income tax capital loss carryback benefit	—	(0.09)
Non-GAAP diluted EPS	$ 11.26	$ 11.94

(1) Diluted EPS is calculated using the two-class method. Unvested restricted stock awards granted to employees are considered participating securities. For purposes of calculating Diluted EPS, net income allocated to participating securities was approximately 0.8% and 0.7% of net income for the fiscal years ended November 30, 2023 and 2022, respectively.

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Liquidity and Capital Resources

Cash Conversion Cycle

		Three Months Ended	
		November 30, 2023	November 30, 2022
		(in thousands)	
Days sales outstanding ("DSO")			
Revenue	(a)	$ 14,407,306	$ 16,247,957
Accounts receivable, net	(b)	10,297,814	9,420,999
Days sales outstanding	(c) = ((b)/(a))*the number of days during the period	65	53
Days inventory outstanding ("DIO")			
Cost of revenue	(d)	$ 13,388,727	$ 15,188,238
Inventories	(e)	7,146,274	9,066,620
Days inventory outstanding	(f) = ((e)/(d))*the number of days during the period	49	54
Days payable outstanding ("DPO")			
Cost of revenue	(g)	$ 13,388,727	$ 15,188,238
Accounts payable	(h)	13,347,281	13,988,980
Days payable outstanding	(i) = ((h)/(g))*the number of days during the period	91	84
Cash conversion cycle ("CCC")	(j) = (c)+(f)-(i)	23	23

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, sales of accounts receivable, our securitization program, our revolver programs and net 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 23 days at the end of fiscal year 2023, which remained flat, as compared to fiscal year 2022, as our net working capital balances declined on a consistent basis with the decrease in revenues in the current quarter as compared to prior periods.

To increase our market share and better serve our customers, we may further expand our operations through investments or acquisitions. We expect that any such expansions 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.

Operating Activities

Net cash provided by operating activities was $1.4 billion during fiscal year 2023 compared to net cash used in operating activities of $49.6 million during fiscal year 2022. The increase in cash provided by operating activities was primarily due to favorable changes in working capital driven by the change in inventories. In fiscal year 2022, our inventory increased to support growth in our business in comparison to a decline in our inventory during fiscal year 2023. The favorable change in inventory was partially offset by a corresponding unfavorable change in accounts payable.

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Investing Activities

Net cash used in investing activities was $156.4 million and $115.5 million during fiscal years 2023 and 2022, respectively. The increase as compared to fiscal year 2022 is primarily due to an increase in integration related capital expenditures due to the Merger.

Financing Activities

Net cash used in financing activities was $785.9 million and $275.6 million during fiscal years 2023 and 2022, respectively. The increase as compared to fiscal year 2022 is primarily due to an increase in share repurchases under the share repurchase program, which totaled $620.7 million for fiscal year 2023 as compared to $125.0 million for fiscal year 2022. In addition, we paid stockholder dividends of $130.4 million and $114.9 million during fiscal years 2023 and 2022, respectively.

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 $1.0 billion and $522.6 million as of November 30, 2023 and 2022, 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. If in the future we repatriate foreign 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, cash flows from operations and our existing sources of liquidity, including available capacity under our borrowing facilities, will be sufficient to enable the repayment of $700.0 million of our Senior Notes due in August 2024 and 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.

Credit Facilities and Borrowings

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, we and our subsidiaries that are party to the U.S. AR Arrangement can borrow up to a maximum of $1.5 billion based upon eligible trade accounts receivable. The U.S. AR Arrangement, as amended December 11, 2023, has a maturity date of December 2025. We also have a credit agreement, dated as of April 16, 2021 and amended May 22, 2023 (as amended, the "TD SYNNEX Credit Agreement"), 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 $500.0 million. The TD SYNNEX Credit Agreement also includes a $1.5 billion term loan facility that was fully funded in connection with the Merger. The TD SYNNEX Credit Agreement has a maturity date of September 2026 and, in the case of the TD SYNNEX revolving credit facility, subject 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 amount of our borrowings under the U.S. AR Arrangement and the TD SYNNEX revolving credit facility may fluctuate in response to changes in our working capital and other liquidity requirements. There were no amounts outstanding under the U.S. AR Arrangement or the TD SYNNEX revolving credit facility at November 30, 2023 and 2022.

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We have various other committed and uncommitted lines of credit with financial institutions, finance leases, short-term loans, term loans, credit facilities and book overdraft facilities, totaling approximately $583.1 million in borrowing capacity as of November 30, 2023. Our borrowings on these facilities vary within the period primarily based on changes in our working capital. There was $208.7 million outstanding on these facilities at November 30, 2023, at a weighted average interest rate of 7.52%, and there was $193.1 million outstanding at November 30, 2022, at a weighted average interest rate of 4.69%.

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.

We had total outstanding borrowings of approximately $4.1 billion as of November 30, 2023 and 2022. Our outstanding borrowings include Senior Notes of $2.5 billion at November 30, 2023 and 2022, and term loans under the term loan facility of the TD SYNNEX Credit Agreement of approximately $1.3 billion and $1.4 billion at November 30, 2023 and 2022, respectively. For additional information on our borrowings, see Note 11 - Borrowings to the Consolidated Financial Statements included in Part II, Item 8 of this Report.

Accounts Receivable Purchase Agreements

We have uncommitted supply-chain financing programs under which trade accounts receivable owed by certain customers may be acquired, without recourse, by certain 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, 2023 and 2022, we had a total of $864.6 million and $1.4 billion, respectively, of trade accounts receivable sold to and held by financial institutions under these programs. Discount fees for these programs in the years ended November 30, 2023 and 2022 totaled $51.1 million and $26.2 million, respectively.

Share Repurchase Program

In June 2020, the Board of Directors authorized a three-year $400.0 million share repurchase program, effective July 1, 2020. In January 2023, the Board of Directors authorized a new three-year $1.0 billion share repurchase program, replacing the existing $400.0 million share repurchase program, pursuant to which we may repurchase our outstanding common stock from time to time in the open market or through privately negotiated transactions. We repurchased 6.5 million shares of common stock for $620.7 million and 1.3 million shares of common stock for $125.0 million in fiscal 2023 and 2022, respectively. As of November 30, 2023, we had $395.9 million available for future repurchases of our common stock. For additional information on our share repurchase program, see Note 6 - Stockholders' Equity to the Consolidated Financial Statements included in Part II, Item 8 of this Report.

Covenant Compliance

Our credit facilities have a number of covenants and restrictions that require us to maintain specified financial ratios. They also limit our (or our subsidiaries', as applicable) ability to incur additional debt or liens, enter into agreements with affiliates, modify the nature of our business, and merge or consolidate. As of November 30, 2023, we were in compliance with the financial covenant requirements 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, 2023 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.

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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.

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. In relation to product support, supply chain management and other services that we perform, revenue is recognized over time as the services are performed. 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, cloud computing and software as a service arrangements, certain fulfillment contracts, extended warranty contracts and certain of our systems design and integration solutions arrangements which operate under a customer-owned procurement model.

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.

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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 name intangible asset. Our indefinite lived trade name intangible asset is considered a single unit of accounting and is tested for impairment at the consolidated level annually as of September 1, and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. No impairment of our indefinite lived trade name intangible asset has been identified for any of the periods presented. 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 as of September 1, 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. We also have the option to bypass the qualitative assessment for any reporting unit in any period.

If the reporting unit does not pass or we choose to bypass 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, working capital requirements, future economic conditions, discount rates, and other relevant factors. The assumptions used in the market and discounted cash flow approaches include inherent uncertainty and actual results could differ from these estimates. 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.

We performed our annual goodwill impairment test as of September 1, 2023 as a qualitative assessment, and determined that for all reporting units, it was not more likely than not that the fair value of the reporting unit was less than its carrying value.

We review the recoverability of our long-lived assets, such as finite-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 included 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.

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Related Party Transactions

For a summary of related party transactions, see Note 13 - Related Party Transactions to the Consolidated Financial Statements included in Part II, Item 8 of this Report.

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 included in Part II, Item 8 of this Report.

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, Swiss franc and Turkish lira. 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 $3.6 million and $7.4 million at November 30, 2023 and 2022, 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, 2023, due to the inherent limitations associated with predicting the changes in foreign currency exchange rates and our actual exposures and positions.

Interest Rate Risk

We are also exposed to changes in interest rates primarily as a result of our debt used to provide liquidity and to finance working capital, capital expenditures, and acquisitions. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to minimize overall borrowing costs. To achieve our objective, we use a combination of fixed and variable rate debt. The nature and amount of our long-term and short-term debt can be expected to vary as a result of future business requirements, market conditions and other factors.

Certain of our borrowing facilities and our securitization arrangement are variable-rate obligations and expose us to interest rate risks. As of November 30, 2023, we had approximately $1.3 billion of outstanding term loan debt subject to variable interest rates and our subsidiaries had approximately $208.7 million in the aggregate outstanding under debt facilities subject to variable interest rates. The outstanding amount of our borrowings under these facilities may fluctuate in response to changes in our working capital and other liquidity requirements. To the extent that there are changes in interest rates, the interest expense on our variable rate debt may fluctuate. Additionally, discount fees paid to sell accounts receivable under our accounts receivable purchase agreements are impacted by changes in interest rates and expose us to interest rate risks.

A one percentage point (100 basis point) variation in average interest rates would have an impact on annual interest expense of $14.7 million based on the Company's outstanding variable rate debt at November 30, 2023.

Equity Price Risk

The equity price risk associated with our marketable equity securities as of November 30, 2023 and 2022 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.

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

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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.

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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.

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, 2023, 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, 2023 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears on page 51 of this Report.

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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, 2023 and 2022, 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, 2023, 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, 2023, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended November 30, 2023, 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, 2023 based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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 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 Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates 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 the critical audit matter 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 matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate.

Sufficiency of audit evidence over revenue

As discussed in Note 12 to the consolidated financial statements, and presented in the consolidated statements of operations, the Company reported revenue of $57,555,416 thousand for the fiscal year ended November 30, 2023.

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 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 the Americas and Europe segments, we performed a software-assisted data analysis at a transactional level to identify higher risk revenue records to test. We tested the identified higher risk 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 the APJ segment, we 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. 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.

/s/ KPMG LLP

We have served as the Company's auditor since 2012.

Santa Clara, California
January 26, 2024

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TD SYNNEX CORPORATION
CONSOLIDATED BALANCE SHEETS
(currency and share amounts in thousands, except par value)

	November 30, 2023	November 30, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,033,776	$ 522,604
Accounts receivable, net	10,297,814	9,420,999
Receivables from vendors, net	964,334	819,135
Inventories	7,146,274	9,066,620
Other current assets	642,238	671,507
Total current assets	20,084,436	20,500,865
Property and equipment, net	450,024	421,064
Goodwill	3,904,170	3,803,850
Intangible assets, net	4,244,314	4,422,877
Other assets, net	729,870	585,342
Total assets	$ 29,412,814	$ 29,733,998
LIABILITIES AND EQUITY		
Current liabilities:		
Borrowings, current	$ 983,585	$ 268,128
Accounts payable	13,347,281	13,988,980
Other accrued liabilities	2,407,896	2,171,613
Total current liabilities	16,738,762	16,428,721
Long-term borrowings	3,099,193	3,835,665
Other long-term liabilities	498,656	501,856
Deferred tax liabilities	893,021	942,250
Total liabilities	21,229,632	21,708,492
Commitments and contingencies (Note 17)		
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, 99,012 and 98,696 shares issued as of November 30, 2023 and 2022, respectively	99	99
Additional paid-in capital	7,435,274	7,374,100
Treasury stock, 10,343 and 4,049 shares as of November 30, 2023 and 2022, respectively	(949,714)	(337,217)
Accumulated other comprehensive loss	(507,248)	(719,710)
Retained earnings	2,204,771	1,708,234
Total stockholders' equity	8,183,182	8,025,506
Total liabilities and equity	$ 29,412,814	$ 29,733,998

(Amounts may not add or compute due to rounding)

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

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TD SYNNEX CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(currency and share amounts in thousands, except per share amounts)

	Fiscal Years Ended November 30,		
	2023	**2022**	**2021**
Revenue	$ 57,555,416	$ 62,343,810	$ 31,614,169
Cost of revenue	(53,598,587)	(58,443,611)	(29,724,635)
Gross profit	3,956,829	3,900,199	1,889,534
Selling, general and administrative expenses	(2,672,562)	(2,627,007)	(1,154,166)
Acquisition, integration and restructuring costs	(206,235)	(222,319)	(112,150)
Operating income	1,078,032	1,050,873	623,218
Interest expense and finance charges, net	(288,318)	(222,578)	(157,835)
Other (expense) income, net	(206)	(1,165)	1,102
Income before income taxes	789,508	827,130	466,485
Provision for income taxes	(162,597)	(175,823)	(71,416)
Net income	$ 626,911	$ 651,307	$ 395,069
Earnings per common share:			
Basic	$ 6.72	$ 6.79	$ 6.28
Diluted	$ 6.70	$ 6.77	$ 6.24
Weighted-average common shares outstanding:			
Basic	92,572	95,225	62,239
Diluted	92,853	95,509	62,698

(Amounts may not add or compute due to rounding)

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

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TD SYNNEX CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(currency in thousands)

	Fiscal Years Ended November 30,		
	2023	**2022**	**2021**
Net income	$ 626,911	$ 651,307	$ 395,069
Other comprehensive income (loss):			
Unrealized gains on cash flow hedges during the period, net of tax expense of ($235), ($11,457) and $(2,155) for fiscal years ended November 30, 2023, 2022 and 2021, respectively.	702	35,046	8,747
Reclassification of net (gains) losses on cash flow hedges to net income, net of tax expense (benefit) of $2,623, ($6,517) and ($10,278) for fiscal years ended November 30, 2023, 2022 and 2021, respectively.	(6,871)	19,926	31,837
Total change in unrealized (losses) gains on cash flow hedges, net of taxes	(6,169)	54,972	40,584
Foreign currency translation adjustments and other, net of tax benefit (expense) of $7,160, $3,192 and $(635) for fiscal years ended November 30, 2023, 2022 and 2021, respectively	219,209	(438,488)	(186,020)
Reclassification of net foreign currency translation adjustment realized upon sale of foreign subsidiary, net of tax expense of $0 for the fiscal year ended November 30, 2023	(578)	—	—
Total change in foreign currency translation adjustments and other, net of taxes	218,631	(438,488)	(186,020)
Other comprehensive income (loss)	212,462	(383,516)	(145,436)
Comprehensive income	$ 839,373	$ 267,791	$ 249,633

(Amounts may not add or compute due to rounding)

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

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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, 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
Issuance of common stock on Tech Data merger, net of issuance costs	44,000	44	5,613,820	—	—	—	—	5,613,864
Cash dividends declared ($0.80 per share)	—	—	—	—	—	—	(50,272)	(50,272)
Other comprehensive loss	—	—	—	—	—	(145,436)	—	(145,436)
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
Share-based compensation	—	—	91,167	—	—	—	—	91,167
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	492	1	8,234	119	(11,062)	—	—	(2,827)
Repurchases of common stock	—	—	—	1,297	(125,016)	—	—	(125,016)
Cash dividends declared ($1.20 per share)	—	—	—	—	—	—	(114,946)	(114,946)
Other comprehensive loss	—	—	—	—	—	(383,516)	—	(383,516)
Purchase of noncontrolling interest	—	—	3,362	—	—	—	—	3,362
Net income	—	—	—	—	—	—	651,307	651,307
Balances, November 30, 2022	98,696	99	7,374,100	4,049	(337,217)	(719,710)	1,708,234	8,025,506
Share-based compensation	—	—	84,983	—	—	—	—	84,983
Issuance of common stock and reissuance of treasury stock on exercise of options, for employee stock purchase plan and vesting of restricted stock, net of shares withheld for employee taxes	316	—	(23,809)	(176)	13,729	—	—	(10,080)
Repurchases of common stock	—	—	—	6,470	(626,226)	—	—	(626,226)
Cash dividends declared ($1.40 per share)	—	—	—	—	—	—	(130,374)	(130,374)
Other comprehensive income	—	—	—	—	—	212,462	—	212,462
Net income	—	—	—	—	—	—	626,911	626,911
Balances, November 30, 2023	99,012	$ 99	$ 7,435,274	10,343	$ (949,714)	$ (507,248)	$ 2,204,771	$ 8,183,182

(Amounts may not add or compute due to rounding)

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

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TD SYNNEX CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(currency in thousands)

	Fiscal Years Ended November 30,		
	2023	2022	2021
Cash flows from operating activities:			
Net income	$ 626,911	$ 651,307	$ 395,069
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	418,315	463,365	151,664
Share-based compensation	84,983	91,167	53,192
Provision for doubtful accounts	44,742	34,741	(7,544)
Deferred income taxes	(91,572)	(92,381)	(322)
Impairment of long-lived assets	—	4,726	22,166
Other	(2,757)	4,376	9,109
Changes in operating assets and liabilities, net of the impact of Concentrix separation and acquisition of businesses:			
Accounts receivable, net	(656,630)	(1,497,995)	(517,224)
Receivables from vendors, net	(127,046)	241,242	(113,602)
Inventories	2,032,202	(2,636,759)	(1,030,110)
Accounts payable	(971,747)	2,375,952	1,854,887
Other operating assets and liabilities	49,972	310,655	(7,498)
Net cash provided by (used in) operating activities	1,407,373	(49,604)	809,787
Cash flows from investing activities:			
Purchases of property and equipment	(150,007)	(117,049)	(54,892)
Acquisition of businesses, net of cash acquired	—	—	(907,093)
Other	(6,404)	1,541	9,637
Net cash used in investing activities	(156,411)	(115,508)	(952,348)
Cash flows from financing activities:			
Dividends paid	(130,374)	(114,946)	(50,272)
Proceeds from issuance of common stock and reissuances of treasury stock	8,846	8,234	12,789
Repurchases of common stock	(620,659)	(125,016)	—
Repurchases of common stock for tax withholdings on equity awards	(18,926)	(11,062)	(9,923)
Net (repayments) borrowings on revolving credit loans	(2,571)	96,592	(417,072)
Principal payments on long-term debt	(74,408)	(128,728)	(2,277,913)
Net transfer of cash and cash equivalents to Concentrix	—	—	(149,948)
Borrowings on long-term debt	51,837	—	2,545,535
Cash paid for debt issuance costs	—	—	(42,254)
Other	375	(665)	(3,562)
Net cash used in financing activities	(785,880)	(275,591)	(392,620)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	45,838	(31,354)	(38,776)
Net increase (decrease) in cash, cash equivalents and restricted cash	510,920	(472,057)	(573,957)
Cash, cash equivalents and restricted cash at beginning of year	522,856	994,913	1,568,870
Cash, cash equivalents and restricted cash at end of year	$ 1,033,776	$ 522,856	$ 994,913
Supplemental disclosures of cash flow information:			
Interest paid on borrowings	$ 318,236	$ 220,760	$ 116,983
Income taxes paid	$ 282,512	$ 178,035	$ 173,547
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 or compute due to rounding)

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

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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 distributor and solutions aggregator for the information technology ("IT") ecosystem, 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 did 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.

On March 22, 2021, the Company 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 $1.6 billion in cash ($1.1 billion in cash after giving effect to a $500.0 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 $5.6 billion. The combined company is referred to as TD SYNNEX. The Company operates on a fiscal year that ends on November 30.

Certain columns and rows may not add or compute 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. 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.

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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.

The Company's chief executive officer, who is also the chief operating decision maker, has a leadership structure aligned with the geographic regions of the Americas, Europe and Asia-Pacific and Japan ("APJ") and reviews and allocates resources based on these geographic regions. As a result, the Company operates in three reportable segments based on its geographic regions: 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 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, 2023, and 2022, accounts receivable sold to and held by the financial institutions under these programs were $864.6 million and $1.4 billion, 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, 2023, 2022 and 2021, discount fees were $51.1 million, $26.2 million and $4.7 million, 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.

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. The company classifies cash flows related to the settlement of its cash flow hedges as operating activities in the Consolidated Statements of Cash Flows.

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For derivative instruments that hedge a portion of the Company's net investment in foreign-currency denominated operations that are designated as net investment hedges, the gain or loss on the derivative instrument is reported as a component of "Accumulated other comprehensive income (loss)" in stockholders' equity until the sale or substantially complete liquidation of the underlying assets of the Company's investment. The initial fair value of hedge components excluded from the assessment of effectiveness is recognized in the Consolidated Statement of Operations under a systematic and rational method over the life of the hedging instrument. The excluded component is recognized in "Interest expense and finance charges, net" on the Consolidated Statement of Operations. The Company classifies cash flows related to the settlement of its net investment hedges as investing activities in the Consolidated Statements of Cash Flows.

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 - 10 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 name intangible asset. The Company's indefinite lived trade name intangible asset is considered a single unit of accounting and is tested for impairment at the consolidated level annually as of September 1, 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.

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The Company allocates goodwill to reporting units based on the reporting unit expected to benefit from the business combination and tests for impairment annually as of September 1, 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. The Company also has the option to bypass the qualitative assessment for any reporting unit in any period.

If the reporting unit does not pass or the Company chooses to bypass 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, working capital requirements, future economic conditions, discount rates 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.

Finite-lived intangible assets consist primarily of customer relationships, 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	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, including finite-lived intangible assets, property and equipment, right-of-use ("ROU") assets 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. When the Company is the lessee, all leases with a term of more than 12 months are recognized as 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.

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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, 2023, 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 following table provides revenue generated from products purchased from vendors that exceeded 10% of our consolidated revenue for the periods indicated (as a percent of consolidated revenue):

	Twelve Months Ended		
	November 30, 2023	November 30, 2022	November 30, 2021
Apple, Inc.	11 %	11 %	N/A [1]
HP Inc.	N/A [1]	10 %	12 %

[1] Revenue generated from products purchased from this vendor was less than 10% of consolidated revenue during the period presented.

One customer accounted for 11%, 10% and 17% of the Company's total revenue in fiscal years 2023, 2022 and 2021, respectively. As of November 30, 2023 and 2022, no single customer comprised more than 10% 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. In relation to product support, supply chain management and other services performed by the Company, revenue is recognized over time as the services are performed. Service revenues represents less than 10% of the total revenue for the periods presented.

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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, cloud computing and software as a service arrangements, certain fulfillment contracts, extended warranty contracts and certain of the Company's systems design and integration solutions arrangements which operate under a customer-owned procurement model.

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 12 – 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.

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.

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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 included 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 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 the balance 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 (expense) income, 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.

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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 grant 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 excise taxes, and are included as a component of stockholders' equity in the Consolidated Balance Sheets. Shares repurchased by the Company are held in treasury for general corporate purposes, including issuances under stock incentive plans. The reissuance of shares from treasury stock is based on the weighted average purchase price of the shares.

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 March 2020, the FASB issued ASU 2020-04 which provides 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 were effective upon issuance for all entities through December 31, 2022, which was extended through December 31, 2024 per ASU 2022-06 which the FASB issued in December 2022. On May 22, 2023, the TD SYNNEX Credit Agreement (as defined below) was amended to replace LIBOR with the Secured Overnight Financing Rate ("SOFR") as its benchmark rate (see Note 11 - Borrowings for further discussion of the TD SYNNEX Credit Agreement). The adoption of this new guidance did not have any material impacts for the Company.

Recently Issued Accounting Pronouncements

In September 2022, the FASB issued an accounting standards update, ASU 2022-04, which will require new enhanced disclosures by the buyer in supplier finance programs. Disclosures will include key terms of the program, including payment terms, along with the amount of related obligations, the financial statement caption that includes such obligations, and a rollforward of activity related to the obligations during the period. The new accounting standard must be adopted retrospectively to the earliest comparative period presented, except for the rollforward requirement, which should be applied prospectively. The accounting standard is effective for the Company beginning with the quarter ending February 29, 2024, except for the rollforward requirement which is effective for the quarter ending February 28, 2025. Early adoption is permitted. While the new accounting standard is not expected to have an impact on the Company's financial condition, results of operations or cash flows, the Company will include disclosures related to its supplier finance program obligations in the notes to the consolidated financial statements. The Company is finalizing its evaluation of the terms of its arrangements with certain of its suppliers and currently estimates that approximately $2.6 billion to $2.8 billion of balances included in "Accounts payable" on the Consolidated Balance Sheet as of November 30, 2023 are within the scope of the standard.

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In November 2023, the FASB issued an accounting standards update, ASU 2023-07, which requires the following enhanced segment disclosures on an annual and interim basis: (1) significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss, (2) other segment items by reportable segment and a description of its composition, and (3) the title of the chief operating decision maker, an explanation of how they use the reported measures of segment profit/loss in assessing segment performance and decide how to allocate resources, as well as clarifications if they use more than one measure of a segment's profit or loss in assessing segment performance. The amendments in this ASU are effective for annual periods beginning after December 15, 2023, which for the Company would be for the fiscal year ended November 30, 2025, and for subsequent interim periods. Early adoption is permitted. The Company is currently evaluating the impact the new accounting standard will have on its segment reporting disclosures in the notes to the consolidated financial statements.

In December 2023, the FASB issued an accounting standards update, ASU 2023-09, which requires enhanced income tax disclosures. The enhanced disclosures required include disclosure of specific categories and disaggregation of information in the rate reconciliation table. The ASU also requires disclosure of disaggregated information related to income taxes paid, income or loss from continuing operations before income tax expense or benefit, and income tax expense or benefit from continuing operations. The amendments in this ASU are effective for annual periods beginning after December 15, 2024, which for the Company would be the fiscal year ended November 30, 2026. Early adoption is permitted and the amendments should be applied on a prospective basis. Retrospective application is permitted. The Company is currently evaluating the impact the new accounting standard will have on its income tax disclosures in the notes to the consolidated financial statements.

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 $7.2 billion, comprised of $1.6 billion in cash ($1.1 billion in cash after giving effect to a $500.0 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 $5.6 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 $228.1 million of outstanding Tech Data Senior Notes. The Company accounted for the Merger as a business combination and allocated the purchase price to the fair values of Tiger Parent (AP) Corporation's assets acquired and liabilities assumed.

Included within the Company's Consolidated Statement of Operations are estimated revenues for the years ended November 30, 2022 and 2021 of approximately $38 billion and $10 billion, respectively, from Tech Data. 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 years ended November 30, 2022 and 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 estimated revenues from Tech Data for fiscal year 2023 or net income from Tech Data for the period subsequent to the acquisition date.

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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) Fiscal Year Ended November 30, 2021
Revenue	$ 60,623,568
Net income	519,688

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

NOTE 4—ACQUISITION, INTEGRATION AND RESTRUCTURING COSTS:

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

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, long-lived assets charges and termination fees, and stock-based compensation expense. Professional services costs are primarily comprised of IT and other consulting services, as well as legal expenses. Personnel and other costs are primarily comprised of costs related to retention and other bonuses, severance and duplicative labor costs, as well as costs related to the settlement of certain outstanding long-term cash incentive awards for Tech Data upon closing of the Merger. Long-lived asset charges and termination fees include accelerated depreciation and amortization expense of $17.4 million and $64.4 million during fiscal years 2023 and 2022, respectively, due to changes in asset useful lives in conjunction with the consolidation of certain IT systems. Long-lived asset charges and termination fees also include $24.4 million recorded during fiscal year 2023 for termination fees related to certain IT systems, $4.7 million for impairment charges recorded during fiscal year 2022, and an impairment charge of $22.2 million recorded during fiscal year 2021 for the write-off of capitalized costs associated with Tech Data's tdONE program. 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 shares of TD SYNNEX (refer to Note 5 – Share Based Compensation for further information) and expenses for certain restricted stock awards issued in conjunction with the Merger.

In July 2023, the Company offered a voluntary severance program ("VSP") to certain co-workers in the United States as part of the Company's cost optimization efforts related to the Merger. The Company incurred $52.1 million of costs in connection with the VSP during the fiscal year ended November 30, 2023, including $42.3 million of severance costs and $9.8 million of duplicative labor costs.

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

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
Professional services costs	$ 20,775	$ 29,352	$ 22,288
Personnel and other costs	46,464	40,220	33,716
Long-lived assets charges and termination fees	41,812	69,053	22,166
Stock-based compensation	35,709	52,171	20,113
Voluntary severance program costs	52,091	—	—
Total	$ 196,851	$ 190,796	$ 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 continued 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 costs. Restructuring costs are comprised of severance costs and other associated exit costs, including certain consulting costs. Other costs are primarily comprised of personnel costs, facilities costs and certain professional services fees not related to restructuring activities.

The Company incurred acquisition, integration, and restructuring costs under the GBO 2 Program of $9.4 million, $31.5 million and $13.9 million during the fiscal years ended November 30, 2023, 2022, and 2021, respectively. The GBO 2 Program was completed as of November 30, 2023. Accrued restructuring balances related to the GBO 2 Program were not material as of November 30, 2023 and 2022.

NOTE 5—SHARE-BASED COMPENSATION:

Overview of Stock Incentive Plans

The Company's stock incentive plans include plans adopted in 2020 and 2013 (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 ("RSAs"), restricted stock units ("RSUs"), 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. No further grants may be made under the 2013 TD SYNNEX Plan and all outstanding awards under the 2013 TD SYNNEX Plan continue to be governed by their existing terms. As of November 30, 2023, there were 2.9 million shares of common stock authorized under the 2020 TD SYNNEX Plan available for future grants.

Under the TD SYNNEX 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, RSAs and RSUs.

The outstanding RSAs and RSUs generally vest ratably on an annual basis over a period of three to five years, with certain awards subject to other vesting periods as defined per the grant agreement. RSAs granted to qualified non-employee directors vest one fourth on a quarterly basis over a one-year period. The holders of RSAs are entitled to the same voting, dividend and other rights as the Company's common stockholders. Certain RSUs vest subject to the achievement of individual, divisional or company-wide performance goals. The majority of these performance-based RSUs 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 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.

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

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

A summary of share-based compensation expense in the Consolidated Statements of Operations for TD SYNNEX stock incentive plans is presented below:

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
Selling, general and administrative expenses	$ 49,273	$ 38,994	$ 33,078
Acquisition, integration and restructuring costs	6,526	6,514	8,289
Total share-based compensation expense	$ 55,799	$ 45,508	$ 41,367

The Company settles all share-based award exercises with newly issued common shares or the reissuance of treasury shares.

Valuation Assumptions

The Company estimates the fair value of share-based payment awards on the grant 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 is 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 RSUs, the grant-date fair value assumes that the targeted performance goals will be achieved. Over the performance period, the number of awards expected to vest 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	
(shares in thousands, except per share amounts)	Number of shares	Weighted-average exercise price per share
Balances, November 30, 2022	677	$ 72.29
Options exercised	(83)	53.46
Balances, November 30, 2023	594	$ 74.93

The following assumptions were used in the Black-Scholes valuation model in fiscal years 2022 and 2021:

	Fiscal Years Ended November 30,	
	2022	2021
Expected life (years)	5.5	5.5 - 6.1
Risk free interest rate	1.73% - 3.92%	0.72% - 1.16%
Expected volatility	39.10% - 40.18%	38.01% - 38.85%
Dividend yield	1.13% - 1.37%	0.75% - 0.88%

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There were no new stock options granted during fiscal year 2023. The weighted-average grant-date fair values of the stock options granted during fiscal years 2022 and 2021 were $33.57 and $34.37, respectively. As of November 30, 2023, 594 thousand stock options were outstanding with a weighted-average remaining contractual term of 6.23 years, a weighted-average exercise price of $74.93 per option and an aggregate pre-tax intrinsic value of $15.4 million. As of November 30, 2023, 409 thousand options were vested and exercisable with a weighted-average remaining contractual term of 5.68 years, a weighted-average exercise price of $66.62 per share and an aggregate pre-tax intrinsic value of $13.7 million.

The cash received from the exercise of stock options and the intrinsic values of stock options exercised during fiscal years 2023, 2022 and 2021 were as follows:

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
Intrinsic value of options exercised	$ 3,570	$ 4,682	$ 16,163
Cash received from exercise of options	$ 4,448	$ 3,216	$ 10,541

As of November 30, 2023, the unamortized share-based compensation expense related to unvested stock options under the TD SYNNEX Plans was $2.1 million which will be recognized over an estimated weighted-average amortization period of 2.13 years.

Restricted Stock Awards and Restricted Stock Units

A summary of the changes in the Company's non-vested RSAs and RSUs during fiscal year 2023 is presented below:

(shares in thousands, except per share amounts)	Number of shares	Weighted-average, grant-date fair value per share
Non-vested as of November 30, 2022	1,307	$ 95.69
Granted	635	96.75
Vested	(544)	100.07
Attainment adjustments[1]	(12)	91.34
Cancelled	(79)	92.73
Non-vested as of November 30, 2023	1,307	$ 94.92

[1] During the year ended November 30, 2023, the attainment on PRSUs vested was adjusted to reflect actual performance.

The weighted-average grant-date fair value of the 691 thousand RSAs and RSUs granted during fiscal year 2022 was $93.95. The weighted-average grant-date fair value of the 684 thousand RSAs and RSUs granted during fiscal year 2021 was $99.28.

As of November 30, 2023, there was $74.8 million of total unamortized share-based compensation expense related to non-vested RSAs and RSUs granted under the TD SYNNEX Plans. That cost is expected to be recognized over an estimated weighted-average amortization period of 2.07 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 RSA 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 RSUs and performance-contingent awards were modified to provide the holders RSUs 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.

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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 restricted shares of TD SYNNEX that vest over two years.

The following table summarizes the activity related to these restricted shares during the year ended November 30, 2023:

(share amounts in thousands)	Restricted shares
Nonvested as of November 30, 2022	350
Vested	(316)
Canceled	(34)
Nonvested as of November 30, 2023	0

The restricted shares had a fair value of $127.60 per share upon closing of the Merger which was recorded as share-based compensation expense on a straight-line basis over the vesting period in "Acquisition, integration, and restructuring costs" in the Consolidated Statement of Operations. The Company recorded $29.2 million, $45.7 million and $11.8 million of share-based compensation expense related to these restricted shares in "Acquisition, integration, and restructuring costs" during fiscal years 2023, 2022 and 2021, respectively. All remaining restricted shares vested on September 1, 2023.

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 thousand authorized shares, which was due to antidilution provisions in the 2014 ESPP increased by 537 thousand 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, subject to a maximum purchase limit of $10 thousand in a calendar year, to purchase the Company's common stock at a discount of 5%. Highly compensated employees are not eligible to participate in the plan.

On January 10, 2024, the Board of Directors approved the adoption of the 2024 Employee Stock Purchase Plan ("2024 ESPP") to succeed the Company's 2014 Employee Stock Purchase Plan. The 2024 ESPP will commence with 750 thousand authorized shares. Under the 2024 ESPP, there will be two offering periods per calendar year. Eligible employees in the United States and Canada can choose to have a fixed percentage deducted from their bi-weekly compensation to purchase the Company's common stock at a discount of 15%, subject to a maximum purchase limit of $25 thousand in fair market value of common stock in a calendar year.

Share-based compensation expense related to the 2014 ESPP was immaterial during fiscal years 2023, 2022 and 2021.

Tax Benefit of Share-Based Compensation Expense

During fiscal years 2023, 2022 and 2021, the Company recognized income tax benefits related to the plans discussed above of $12.6 million, $8.2 million, and $12.1 million, respectively, within the provision for income taxes.

NOTE 6—STOCKHOLDERS' EQUITY:

Share Repurchase Program

In June 2020, the Board of Directors authorized a three-year $400.0 million share repurchase program, effective July 1, 2020. In January 2023, the Board of Directors authorized a new three-year $1.0 billion share repurchase program, replacing the existing $400.0 million share repurchase program, pursuant to which the Company may repurchase its outstanding common stock from time to time in the open market or through privately negotiated transactions.

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On January 30, 2023, the Company announced the closing of a secondary public offering (the "January Offering") of an aggregate of 5.2 million shares of its common stock that were sold by certain entities managed by affiliates of Apollo Global Management, Inc (the "January Selling Stockholders"). All the shares in the January Offering were sold by the January Selling Stockholders. The Company did not receive any of the proceeds from the sale of shares by the January Selling Stockholders in the January Offering. Also pursuant to the related underwriting agreement, the Company repurchased 900 thousand shares of its common stock from the underwriters as part of the January Offering, at the public offering price of $97.00 per share, resulting in a purchase price of $87.3 million (the "January Concurrent Share Repurchase"). The January Concurrent Share Repurchase was made under the Company's existing $1.0 billion share repurchase program, and is included within the caption "Shares of treasury stock purchased under share repurchase program" in the table below.

On October 10, 2023, the Company announced a secondary public offering (the "October Offering") of an aggregate of 7.8 million shares of its common stock (which includes approximately 1.0 million additional shares that underwriters had the option to purchase), of which 6.8 million shares were sold by certain entities managed by affiliates of Apollo Global Management, Inc. and 966 thousand shares were sold by certain entities affiliated with MiTAC Holdings Corporation (collectively, the "October Selling Stockholders"). All of the shares in the October Offering were sold by the October Selling Stockholders. The Company did not receive any of the proceeds from the sale of shares by the October Selling Stockholders in the October Offering. Also pursuant to the related underwriting agreement, the Company repurchased approximately 2.8 million shares from the underwriters as part of the October Offering, at a repurchase price of $95.5135 per share, resulting in a purchase price of approximately $262.7 million (the "October Concurrent Share Repurchase"). The October Concurrent Share Repurchase was made under the Company's existing $1.0 billion share repurchase program, and is included within the caption "Shares of treasury stock purchased under share repurchase program" in the table below.

As of November 30, 2023, the Company had $395.9 million available for future repurchases of its common stock under the authorized share repurchase program.

The following table presents information with respect to purchases of common stock by the Company under the share repurchase program during the year ended November 30, 2023.

(shares in thousands, except per share amounts)	Shares	Weighted-average price per share
Treasury stock balance as of November 30, 2022	4,049	$ 83.29
Shares of treasury stock repurchased under share repurchase program [1]	6,470	95.92
Shares of treasury stock repurchased for tax withholdings on equity awards	189	100.57
Shares of treasury stock reissued for employee benefit plans	(365)	90.11
Treasury stock balance as of November 30, 2023	10,343	$ 91.82

[1] Weighted-average price per share excludes broker's commissions and excise taxes. "Repurchases of common stock" in the Consolidated Statements of Cash Flows for the twelve months ended November 30, 2023 excludes $5.6 million of accrued excise tax that is included in "Other current liabilities" and "Treasury stock" on the Consolidated Balance Sheets at November 30, 2023. Excise taxes when paid are classified as operating activities in the Consolidated Statements of Cash Flows.

Dividends

The Company declared cumulative cash dividends of $1.40, $1.20 and $0.80 per share during the years ended November 30, 2023, 2022 and 2021, respectively. On January 9, 2024, the Company announced a cash dividend of $0.40 per share to stockholders of record as of January 19, 2024, payable on January 26, 2024. Dividends are subject to continued capital availability and the declaration by the Board of Directors in the best interest of the Company's stockholders.

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NOTE 7—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,		
	2023	2022	2021
	(currency and share amounts in thousands, except per share amounts)		
Basic earnings per common share:			
Net income attributable to common stockholders[(1)]	$ 622,045	$ 646,963	$ 391,025
Weighted-average number of common shares - basic	92,572	95,225	62,239
Basic earnings per common share	$ 6.72	$ 6.79	$ 6.28
Diluted earnings per common share:			
Net income attributable to common stockholders[(1)]	$ 622,056	$ 646,974	$ 391,051
Weighted-average number of common shares - basic	92,572	95,225	62,239
Effect of dilutive securities:			
Stock options and RSUs	281	284	459
Weighted-average number of common shares - diluted	92,853	95,509	62,698
Diluted earnings per common share	$ 6.70	$ 6.77	$ 6.24
Anti-dilutive shares excluded from diluted earnings per share calculation	287	260	16

[(1)] RSAs granted by the Company are considered participating securities. Income available to participating securities was immaterial in all periods presented.

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,	
	2023	2022
	(currency in thousands)	
Cash and cash equivalents	$ 1,033,776	$ 522,604
Restricted cash included in other current assets	—	252
Cash, cash equivalents and restricted cash	$ 1,033,776	$ 522,856

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Accounts receivable, net:

The following table summarizes accounts receivable, net:

	As of November 30,	
	2023	2022
	(currency in thousands)	
Accounts receivable	$ 10,448,567	$ 9,550,741
Less: Allowance for doubtful accounts	(150,753)	(129,742)
Accounts receivable, net	$ 10,297,814	$ 9,420,999

Receivables from vendors, net:

The following table summarizes receivables from vendors, net:

	As of November 30,	
	2023	2022
	(currency in thousands)	
Receivables from vendors	$ 976,453	$ 831,539
Less: Allowance for doubtful accounts	(12,119)	(12,404)
Receivables from vendors, net	$ 964,334	$ 819,135

Allowance for doubtful trade receivables:

The following table summarizes the changes to the allowance for doubtful trade receivables (currency in thousands):

Balance as of November 30, 2020	$ 67,361
Acquisitions	75,362
Additions	(7,544)
Write-offs, recoveries, reclassifications and foreign exchange translation	(20,343)
Balance as of November 30, 2021	114,836
Additions	34,741
Write-offs, recoveries, reclassifications and foreign exchange translation	(19,835)
Balance as of November 30, 2022	129,742
Additions	44,742
Write-offs, recoveries, reclassifications and foreign exchange translation	(23,731)
Balance as of November 30, 2023	$ 150,753

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Allowance for receivables from vendors:

The following table summarizes the changes to the allowance for receivables from vendors (currency in thousands):

Balance as of November 30, 2020	$	5,126
Acquisitions		7,524
Additions		588
Write-offs, reclassifications and foreign exchange translation		(2,110)
Balance as of November 30, 2021		11,128
Additions		1,497
Write-offs, reclassifications and foreign exchange translation		(221)
Balance as of November 30, 2022		12,404
Additions		(106)
Write-offs, reclassifications and foreign exchange translation		(179)
Balance as of November 30, 2023	$	12,119

Property and equipment, net:

The following table summarizes property and equipment, net:

	As of November 30,	
	2023	2022
	(currency in thousands)	
Land	$ 27,871	$ 27,311
Equipment, computers and software	513,030	414,359
Furniture and fixtures	64,429	59,349
Buildings, building improvements and leasehold improvements	236,479	219,859
Construction-in-progress	17,681	6,859
Total property and equipment, gross	$ 859,490	$ 727,737
Total accumulated depreciation	(409,466)	(306,673)
Property and equipment, net	$ 450,024	$ 421,064

Depreciation and amortization expense for fiscal years 2023, 2022 and 2021, was $124.6 million, $164.2 million and $44.2 million, respectively. Fiscal years 2023 and 2022 include accelerated depreciation and amortization expense of $17.4 million and $64.4 million, respectively, due to changes in asset useful lives in conjunction with the consolidation of certain IT systems, which is recorded in "Acquisition, integration and restructuring costs" in the Consolidated Statements of Operations.

Goodwill:

The following table summarizes changes in the carrying amount of goodwill:

	Fiscal Year Ended November 30, 2023			
	Americas	Europe	APJ	Total
	(currency in thousands)			
Balance, beginning of year	$ 2,451,826	$ 1,277,226	$ 74,798	$ 3,803,850
Dispositions upon sale of subsidiaries	(3,128)	—	—	(3,128)
Foreign exchange translation	31,380	72,514	(446)	103,448
Balance, end of year	$ 2,480,078	$ 1,349,740	$ 74,352	$ 3,904,170

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Intangible assets, net:

The following table summarizes intangible assets, net:

	As of November 30, 2023			As of November 30, 2022		
	Gross Amounts	Accumulated Amortization	Net Amounts	Gross Amounts	Accumulated Amortization	Net Amounts
	(currency in thousands)					
Intangible assets with indefinite lives:						
Trade name	$ 1,033,378	$ —	$ 1,033,378	$ 1,003,974	$ —	$ 1,003,974
Intangible assets with finite lives:						
Customer relationships	$ 3,898,701	$ (741,388)	$ 3,157,313	$ 3,800,710	$ (453,439)	$ 3,347,271
Vendor lists	177,737	(132,440)	45,297	176,910	(115,814)	61,096
Other intangible assets	28,579	(20,253)	8,326	28,215	(17,679)	10,536
	$ 5,138,395	$ (894,081)	$ 4,244,314	$ 5,009,809	$ (586,932)	$ 4,422,877

Amortization expense for fiscal years 2023, 2022 and 2021, was $293.7 million, $299.2 million and $105.3 million, respectively.

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

Fiscal years ending November 30,	(currency in thousands)
2024	$ 290,907
2025	287,510
2026	284,724
2027	281,641
2028	265,319
Thereafter	1,800,835
Total	$ 3,210,936

Accumulated other comprehensive income (loss)

The following table summarizes the components of accumulated other comprehensive income (loss) ("AOCI"), net of taxes:

(currency in thousands)	Unrealized gains (losses) on cash flow hedges, net of taxes	Foreign currency translation adjustment and other, net of taxes	Total
Balance, beginning of year	$ 6,169	$ (725,879)	$ (719,710)
Other comprehensive income (loss) before reclassification	702	219,209	219,911
Reclassification of (gains) losses from other comprehensive income (loss)	(6,871)	(578)	(7,449)
Balance, end of year	$ —	$ (507,248)	$ (507,248)

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. The reclassification of the net foreign currency translation adjustment realized upon sale of a foreign subsidiary was recorded within selling, general and administrative expenses in the Consolidated Statements of Operations.

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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. 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. 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. The Company terminated its remaining interest rate swaps in May 2023 and had no interest rate swaps designated as cash flow hedges outstanding as of November 30, 2023.

Net Investment Hedges

The Company has entered into foreign currency forward contracts to hedge a portion of its net investment in euro denominated foreign operations which are designated as net investment hedges. The Company entered into the net investment hedges to offset the risk of change in the U.S. dollar value of the Company's investment in a euro functional subsidiary due to fluctuating foreign exchange rates.

The aggregate notional values of the Company's outstanding net investment hedge contracts by year of maturity as of November 30, 2023 are as follows:

Fiscal years ending November 30,	(currency in thousands)
2024	$ 257,500
2025	4,375
2026	254,375
Total	$ 516,250

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.

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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 (currency in thousands)	Value as of November 30, 2023	Value as of November 30, 2022
Derivative instruments not designated as hedging instruments:		
Foreign exchange forward contracts (notional value)	$ 1,456,110	$ 1,853,188
Other current assets	4,326	9,597
Other accrued liabilities	9,756	16,085
Derivative instruments designated as cash flow hedges:		
Interest rate swaps (notional value)	$ —	$ 1,000,000
Other current assets	—	17,222
Derivative instruments designated as net investment hedges:		
Foreign currency forward contracts (notional value)	$ 516,250	$ 523,750
Other accrued liabilities	18,335	255
Other long-term liabilities	18,041	16,420

The Company terminated interest rate swaps with a notional value of $400.0 million in December 2021 (the "December 2021 Terminations"). Cumulative losses from the December 2021 Terminations totaled $16.0 million and were reclassified from AOCI to "Interest expense and finance charges, net" over the period through September 2023. The Company additionally terminated interest rate swaps with a notional value of $1.0 billion in May 2023 (the "May 2023 Terminations"). Cumulative gains from the May 2023 Terminations totaled $10.0 million and were reclassified from AOCI to "Interest expense and finance charges, net" over the period through October 2023.

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, Swiss franc and Turkish lira 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.

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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 and net investment 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,		
		2023	2022	2021
		(currency in thousands)		
Derivative instruments designated as cash flow hedges:				
Gains recognized in OCI on interest rate swaps		$ 937	$ 46,502	$ 10,902
Gains (losses) on interest rate swaps reclassified from AOCI into income	Interest expense and finance charges, net	$ 9,494	$ (26,443)	$ (42,115)
Derivative instruments designated as net investment hedges:				
Losses recognized in OCI on foreign exchange forward contracts		$ (29,405)	$ (18,477)	$ —
Gains recognized in income (amount excluded from effectiveness testing)	Interest expense and finance charges, net	$ 9,149	$ 1,802	$ —
Derivative instruments not designated as hedging instruments:				
(Losses) gains recognized from foreign exchange forward contracts, net[1]	Cost of revenue	$ (43,338)	$ 38,360	$ 18,073
Losses recognized from foreign exchange forward contracts, net[1]	Other (expense) income, net	(6,212)	(10,504)	(6,878)
Gains recognized from interest rate swaps, net	Interest expense and finance charges, net	—	—	128
Total		$ (49,550)	$ 27,856	$ 11,323

[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.

Except for the net investment hedge amounts shown above, there were no material gain or loss amounts excluded from the assessment of effectiveness. There are no existing gains or losses in AOCI expected to be reclassified into earnings in the normal course of business within the next 12 months.

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).

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

	As of November 30, 2023				As of November 30, 2022			
		Fair value measurement category				Fair value measurement category		
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
	(currency in thousands)							
Assets:								
Forward foreign currency exchange contracts not designated as hedges	$ 4,326	—	$ 4,326	—	$ 9,597	—	$ 9,597	—
Interest rate swaps	—	—	—	—	17,222	—	17,222	—
Liabilities:								
Forward foreign currency exchange contracts not designated as hedges	$ 9,756	—	$ 9,756	—	$ 16,085	$ —	$ 16,085	$ —
Forward foreign currency exchange contracts designated as net investment hedges	36,376	—	36,376	—	16,675	—	16,675	—

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 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 spot and forward rates. There were no interest rate swaps outstanding as of November 30, 2023. The effect of nonperformance risk on the fair value of derivative instruments was not material as of November 30, 2023 and 2022.

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 $2.2 billion and $2.1 billion at November 30, 2023 and 2022, respectively.

During the fiscal years ended November 30, 2023, 2022 and 2021, there were no transfers between the fair value measurement category levels.

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NOTE 11—BORROWINGS:

Borrowings consist of the following:

	As of November 30,	
	2023	2022
	(currency in thousands)	
Current portion of TD SYNNEX Senior Notes	$ 700,000	$ —
Current portion of TD SYNNEX term loan	75,000	75,000
Other short-term borrowings	208,694	193,128
Short-term borrowings before debt discount and issuance costs	$ 983,694	$ 268,128
Less: current portion of unamortized debt discount and issuance costs	(109)	—
Borrowings, current	$ 983,585	$ 268,128
TD SYNNEX term loan	$ 1,275,000	$ 1,350,000
TD SYNNEX Senior Notes	1,800,000	2,500,000
Other credit agreements and long-term debt	41,985	9,690
Long-term borrowings, before unamortized debt discount and issuance costs	$ 3,116,985	$ 3,859,690
Less: unamortized debt discount and issuance costs	(17,792)	(24,025)
Long-term borrowings	$ 3,099,193	$ 3,835,665

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, the Company and its subsidiaries that are party to the U.S. AR Arrangement can borrow up to a maximum of $1.5 billion based upon eligible trade accounts receivable. The effective borrowing cost under the U.S. AR Arrangement is a blended rate based upon the composition of the lenders, that includes prevailing dealer commercial paper rates and a rate based upon the SOFR. In addition, a program fee payable on the used portion of the lenders' commitment accrues at 0.75% per annum. A facility fee is payable on the adjusted commitment of the lenders, to accrue 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. On December 11, 2023, the U.S. AR Arrangement was amended. The amendment extended the maturity date of the agreement by one year to December 2025 and increased the program fee payable on the used portion of the lenders' commitment to 0.85%.

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. Such receivables, which are recorded in the Consolidated Balance Sheet, totaled approximately $3.4 billion and $2.9 billion as of November 30, 2023 and 2022, respectively. 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.

There were no amounts outstanding under the U.S. AR Arrangement at November 30, 2023 or 2022.

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TD SYNNEX Credit Agreement

The Company is party to a credit agreement, dated as of April 16, 2021 and amended May 22, 2023 (as amended, 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 $3.5 billion 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 $500.0 million. There were no amounts outstanding under the TD SYNNEX revolving credit facility at November 30, 2023 or 2022. 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 original 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 Agreement is the Company. There are no guarantors of the TD SYNNEX Credit Agreement. The maturity of the TD SYNNEX Credit Agreement 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 $1.5 billion principal balance, 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 SOFR rate loans, at a per annum rate equal to the applicable SOFR rate, plus the applicable margin, which may range from 1.125% to 1.750%, 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 SOFR 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. The effective interest rate for the TD SYNNEX term loan was 6.82% and 5.46% as of November 30, 2023 and 2022, respectively. The Company used interest rate swap derivative contracts to economically convert a portion of the TD SYNNEX term loan to fixed-rate debt. The interest rate swaps were terminated in May 2023 (see Note 9 - Derivative Instruments for further discussion).

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

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 pays interest semi-annually on the notes on each of February 9 and August 9. 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.

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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.

On June 14, 2022, the Company commenced an offer to exchange (the "Exchange Offer") its outstanding unregistered Senior Notes for new registered notes (the "Exchange Notes"). The purpose of the Exchange Offer was to fulfill the Company's obligations under the applicable registration rights agreement entered into in connection with the issuance of the Senior Notes. The Company did not receive any proceeds from the Exchange Offer, and the aggregate principal amount of Exchange Notes that were issued was equal to the aggregate principal amount of Senior Notes that were surrendered pursuant to the Exchange Offer. The terms of the Exchange Notes are substantially identical to the terms of the respective series of the Senior Notes, except that the Exchange Notes are registered under the Securities Act, and certain transfer restrictions, registration rights, and additional interest provisions relating to the Senior Notes do not apply to the Exchange Notes. The Exchange Offer expired on July 14, 2022 and settlement occurred on July 15, 2022.

Other Short-Term Borrowings

The Company has various other committed and uncommitted lines of credit with financial institutions, short-term loans, term loans, credit facilities, and book overdraft facilities, totaling approximately $583.1 million in borrowing capacity as of November 30, 2023. 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 $208.7 million outstanding on these facilities at November 30, 2023, at a weighted average interest rate of 7.52%, and there was $193.1 million outstanding at November 30, 2022, at a weighted average interest rate of 4.69%. Borrowings under these lines of credit facilities are guaranteed by the Company or secured by eligible accounts receivable.

At November 30, 2023, the Company was also contingently liable for reimbursement obligations with respect to issued standby letters of credit in the aggregate outstanding amount of $48.8 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, 2023 exchange rates.

Future Principal Payments

As of November 30, 2023, future principal payments under the above loans are as follows:

Fiscal Years Ending November 30,	(currency in thousands)
2024	$ 983,694
2025	94,137
2026	1,911,448
2027	11,400
2028	600,000
Thereafter	500,000
Total	$ 4,100,679

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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, 2023, the Company was in compliance with the financial covenant requirements for the above arrangements.

NOTE 12—SEGMENT INFORMATION:

Summarized financial information related to the Company's reportable business segments for the periods presented is shown below:

	Americas	Europe	APJ	Consolidated
		(currency in thousands)		
Fiscal Year ended November 30, 2023				
Revenue	$ 34,573,859	$ 19,422,297	$ 3,559,260	$ 57,555,416
Operating income	736,605	236,477	104,950	1,078,032
Depreciation and amortization expense	(256,911)	(151,712)	(9,692)	(418,315)
Purchases of property and equipment[(1)]	(68,667)	(21,027)	(4,840)	(94,534)
Total assets	16,693,727	11,006,064	1,713,023	29,412,814
Fiscal Year ended November 30, 2022				
Revenue	$ 38,791,102	$ 20,289,211	$ 3,263,497	$ 62,343,810
Operating income	734,103	227,249	89,521	1,050,873
Depreciation and amortization expense	(280,113)	(174,019)	(9,233)	(463,365)
Purchases of property and equipment[(1)]	(44,373)	(15,754)	(5,164)	(65,291)
Total assets	16,755,395	11,310,344	1,668,259	29,733,998
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)
Purchases of property and equipment[(1)]	(32,733)	(4,165)	(2,789)	(39,687)

[(1)] Excludes purchases of capitalized software and application software.

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.

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
Revenue:			
United States	$ 30,418,425	$ 34,104,786	$ 19,923,466
Others	27,136,991	28,239,024	11,690,703
Total	$ 57,555,416	$ 62,343,810	$ 31,614,169

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Except for the United States and France, 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:

	As of November 30,	
	2023	2022
	(currency in thousands)	
Long-lived assets:		
United States	$ 221,411	$ 197,498
France	36,796	35,142
Others	78,659	75,023
Total	$ 336,866	$ 307,663

NOTE 13—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, 2023 and 2022, MiTAC Holdings and its affiliates beneficially owned approximately 9.3% and 9.7% of the Company's outstanding common stock, respectively. Mr. Matthew F.C. Miau, Chairman Emeritus of the Company's Board of Directors and a director, is the Chairman of MiTAC Holdings 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 9.3% of the Company's outstanding common stock as of November 30, 2023. These shares are owned by the following entities:

(shares in thousands)	As of November 30, 2023
MiTAC Holdings[(1)]	4,770
Synnex Technology International Corp.[(2)]	3,474
Total	8,244

[(1)] Shares are held as follows: 302 thousand shares by Silver Star Developments Ltd. and 2,065 thousand shares by MiTAC International Corp., both of which are wholly owned subsidiaries of MiTAC Holdings, along with 2,403 thousand shares held directly by MiTAC Holdings. Excludes 146 thousand shares held directly by Mr. Miau, 217 thousand shares indirectly held by Mr. Miau through a charitable remainder trust, and 190 thousand 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,		
	2023	2022	2021
	(currency in thousands)		
Purchases of inventories and services	$ 174,121	$ 257,726	$ 199,698
Sale of products to MiTAC Holdings and affiliates	12,331	1,317	623
Payments made for rent and overhead costs for use of facilities of MiTAC Holdings and affiliates, net	950	405	161

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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,	
	2023	2022
	(currency in thousands)	
Receivable from related parties (included in Accounts receivable, net)	$ 4,330	$ 1,222
Payable to related parties (included in Accounts payable)	16,538	30,317

NOTE 14—EMPLOYEE BENEFITS PLANS:

The Company has 401(k) plans in the United States under which eligible co-workers may contribute up to the maximum amount as provided by law. Co-workers 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. During fiscal years 2023, 2022 and 2021, the Company contributed $17.3 million, $15.8 million and $6.5 million, respectively, to these 401(k) plans. Co-workers in certain of the Company's international subsidiaries are covered by government mandated defined contribution plans, which are not material to operations. Additionally, the Company has defined benefit plans sponsored by certain international subsidiaries which are not material to its operations.

NOTE 15—LEASES:

The Company leases certain of its facilities and equipment under noncancellable operating lease agreements, which expire in various periods through 2037. The Company's finance leases are not material.

The following table presents the various components of lease costs.

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
Operating lease cost	$ 109,789	$ 113,878	$ 48,167
Short-term and variable lease cost	26,022	13,031	5,618
Sublease income	(950)	(1,067)	(223)
Total operating lease cost	$ 134,861	$ 125,842	$ 53,562

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, 2023:

Fiscal Years Ending November 30,	(currency in thousands)
2024	$ 97,948
2025	86,176
2026	75,618
2027	59,515
2028	51,441
Thereafter	186,086
Total payments	$ 556,784
Less: imputed interest[(1)]	(88,712)
Total present value of lease payments	$ 468,072

[(1)] Imputed interest represents the difference between undiscounted cash flows and discounted cash flows.

The following amounts were recorded in the Company's Consolidated Balance Sheet as of November 30, 2023 and 2022:

Operating leases	Balance sheet location	November 30, 2023	November 30, 2022
		(currency in thousands)	
Operating lease ROU assets	Other assets, net	$ 450,966	$ 406,165
Current operating lease liabilities	Other accrued liabilities	95,128	89,397
Non-current operating lease liabilities	Other long-term liabilities	372,944	333,510

The following table presents supplemental cash flow information related to the Company's operating leases for fiscal years 2023, 2022 and 2021. 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	2023	2022	2021
	(currency in thousands)		
Cash paid for amounts included in the measurement of lease liabilities	$ 108,880	$ 114,558	$ 29,887
Non-cash ROU assets obtained in exchange for lease liabilities	128,953	72,885	34,179

The weighted-average remaining lease term and discount rate as of November 30, 2023 and 2022 were as follows:

Operating lease term and discount rate	2023	2022
Weighted-average remaining lease term (years)	7.63	8.43
Weighted-average discount rate	4.53 %	4.07 %

NOTE 16—INCOME TAXES:

The components of pretax income are as follows:

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
United States	$ 283,233	$ 334,994	$ 246,331
Foreign	506,275	492,136	220,154
	$ 789,508	$ 827,130	$ 466,485

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Significant components of the provision for income taxes are as follows:

	Fiscal Years Ended November 30,		
	2023	2022	2021
	(currency in thousands)		
Current tax provision:			
Federal	$ 78,239	$ 88,745	$ (8,838)
State	40,436	35,320	13,916
Foreign	135,494	144,139	66,660
	$ 254,169	$ 268,204	$ 71,738
Deferred tax provision (benefit):			
Federal	$ (30,499)	$ (31,143)	$ 13,597
State	(24,771)	(9,471)	(675)
Foreign	(36,302)	(51,767)	(13,244)
	$ (91,572)	$ (92,381)	$ (322)
Total tax provision	$ 162,597	$ 175,823	$ 71,416

The breakdown of net deferred tax assets and liabilities are as follows:

	As of November 30,	
	2023	2022
	(currency in thousands)	
Deferred tax assets	$ 79,512	$ 46,523
Deferred tax liabilities	(893,021)	(942,250)
Total net deferred tax assets (liabilities)	$ (813,509)	$ (895,727)

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

	As of November 30,	
	2023	2022
	(currency in thousands)	
Assets:		
Loss carryforwards	$ 82,014	$ 82,192
Lease liabilities	103,013	96,236
Accrued liabilities	127,399	104,370
Foreign tax credit carryforwards	45,732	50,090
Disallowed interest expense	23,368	21,271
Allowance for doubtful accounts and sales return reserves	34,476	29,046
Capitalized inventory costs	12,106	6,541
Unrealized losses on cash flow hedges	13,806	3,820
Acquisition and transaction related costs	7,617	10,024
Share-based compensation expense	16,548	15,530
Deferred revenue	7,016	6,958
Long-lived assets	6,188	7,461
Other, net	688	2,385
	479,971	435,924
Less: valuation allowance	(92,371)	(102,891)
Total deferred tax assets	$ 387,600	$ 333,033
Liabilities:		
Long-lived assets	$ (1,090,615)	$ (1,112,041)
Lease right-of-use assets	(99,831)	(96,738)
Deferred costs	(3,905)	(8,214)
Capitalized marketing program costs	(404)	(2,949)
Other, net	(6,354)	(8,818)
Total deferred tax liabilities	$ (1,201,109)	$ (1,228,760)
Net deferred tax (liability) asset	$ (813,509)	$ (895,727)

The decrease in the Company's overall deferred tax liability position is primarily due to a reversal of a portion of the Company's deferred tax liabilities. The net change in the deferred tax valuation allowances in fiscal 2023 was a decrease of $10.5 million primarily resulting from the write-off of deferred tax assets in certain foreign jurisdictions for which a valuation allowance had previously been established.

The valuation allowance at November 30, 2023 and November 30, 2022 primarily relates to carryforwards for foreign net operating losses and foreign tax credits in the United States. 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 $281.2 million at November 30, 2023. The majority of the net operating losses have an indefinite carryforward period with the remaining portion expiring in fiscal years 2024 through 2043. 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 $45.7 million at November 30, 2023. The foreign tax credits have a ten-year carryforward period, and the majority is set to expire in fiscal year 2025.

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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,		
	2023	2022	2021
United States federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal income tax benefit	1.1	1.8	2.5
Global intangible low taxed income	0.7	0.2	0.6
Tax on foreign earnings different than US federal rate	(3.0)	(2.5)	1.6
Net changes in deferred tax valuation allowances	(0.2)	(0.9)	(0.4)
Interest not subject to tax, net	0.1	0.3	0.2
Capital loss carryback	—	(1.0)	(9.6)
Net changes in reserves for uncertain tax positions	—	(0.1)	(0.7)
Stock compensation related to Tech Data equity awards	0.9	1.4	—
Other, net	—	1.1	0.1
Effective income tax rate	20.6 %	21.3 %	15.3 %

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 $45.0 million during fiscal year 2021 and approximately $8.3 million during fiscal year 2022.

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, 2023, the Company had approximately $1.5 billion 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 2024. The tax benefits from the above tax holidays for fiscal years 2023, 2022 and 2021 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.

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The aggregate changes in the balances of gross unrecognized tax benefits, excluding accrued interest and penalties, during fiscal years 2023, 2022 and 2021 were as follows (currency in thousands):

For the year ended November 30:	2023	2022	2021
Gross unrecognized tax benefits at beginning of period	$ 20,695	$ 26,330	$ 12,513
Increases in tax positions for prior years and acquisitions	859	1,069	17,579
Decreases in tax positions for prior years	(3,093)	(189)	—
Increases in tax positions for current year	3,101	955	827
Expiration of statutes of limitation	(2,874)	(3,074)	(3,768)
Settlements	—	(3,375)	—
Changes due to translation of foreign currencies	252	(1,021)	(821)
Gross unrecognized tax benefits at end of period	$ 18,940	$ 20,695	$ 26,330

As of November 30, 2023, the amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate was $18.9 million. Unrecognized tax benefits that have a reasonable possibility of significantly decreasing within the 12 months following November 30, 2023 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, 2023, 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, 2023, 2022 and 2021 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 2023, 2022 and 2021, 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 2020. The Company is no longer subject to foreign or state income tax audits for returns covering years through 2005, and fiscal year 2013, 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 17—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.

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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 initial fine imposed on Tech Data was €76.1 million. The Company appealed its determination to the French courts, seeking to set aside or reduce the fine. Although the Company believed it had strong arguments on appeal, the Company determined that the best estimate of probable loss related to this matter as of November 30, 2021 was €36.0 million. 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.

On October 6, 2022, the appeals court issued a ruling that reduced the fine imposed on the Company from €76.1 million to €24.9 million. The Company continues to contest the arguments of the Competition Authority and has further appealed this matter. As a result of the appeals court ruling, the Company has determined that the best estimate of probable loss related to this matter as of November 30, 2023 is €24.9 million (approximately $27.3 million as of November 30, 2023), which was paid in full in fiscal year 2022. The Company decreased its accrual established for this matter by $10.8 million during fiscal year 2022 which is recorded in "Other (expense) income, net" in the Consolidated Statement of Operations. 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.

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.

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TD SYNNEX CORPORATION
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
For the Fiscal Years Ended November 30, 2023, 2022 and 2021
(in thousands)
(Amounts may not add or compute due to rounding)

	Balances at Beginning of Fiscal Year	Charged to Revenue and Expense, net	Additions and Measurement Period Adjustments Related to Acquisitions	Deductions, Reclassifications and Write-offs	Balances at End of Fiscal Year
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
Fiscal Year Ended November 30, 2022					
Allowance for sales returns-gross	$ 171,869	$ 43,127	$ —	$ (9,172)	$ 205,825
Allowance for deferred tax assets	123,435	(10,837)	(19,445)	9,738	102,891
Fiscal Year Ended November 30, 2023					
Allowance for sales returns-gross	$ 205,825	$ 21,342	$ —	$ (57,132)	$ 170,035
Allowance for deferred tax assets	102,891	(933)	—	(9,587)	92,371

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 50, and the attestation report of KPMG LLP, an independent registered public accounting firm on page 51, is incorporated herein by reference.

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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 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information***

Trading Arrangements

On November 3, 2023, Richard T. Hume, the Company's Chief Executive Officer, adopted a trading arrangement for the sale of securities of the Company's common stock that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Mr. Hume's Rule 10b5-1 trading arrangement provides for the sale of up to 60,000 shares of common stock until June 28, 2024 pursuant to the terms of the plan.

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

Not Applicable.

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PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

The information required by this item (with respect to Directors), as well as the information required by Item 407(c)(3), if applicable, and 407(d)(4) and (d)(5) of Regulation S-K is incorporated by reference from the information under the captions "Election of Directors" and "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 2024 Annual Meeting of Stockholders to be held on March 20, 2024 (the "Proxy Statement"). Certain information also required by Item 401 of Regulation S-K 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.

With respect to Item 406 of Regulation S-K, we have adopted a code of ethics that applies to all of our co-workers, including our principal executive officer, our principal financial officer, our principal accounting officer, our controllers and persons performing similar functions. This code of ethical business conduct, called "Code of Conduct - Our Shared Principles", 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 "Executive Compensation," "Corporate Governance -- 2023 Directors' Compensation Table," "Corporate Governance -- Narrative to Directors' Compensation Table," 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 of Regulation S-K 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.

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Equity Compensation Plan Information

The following table sets forth certain information regarding our equity compensation plans as of November 30, 2023 (shares and per share amounts, as stated):

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	593,798	(1)	$ 74.93	4,306,312	(2)(3)
Equity compensation plan not approved by security holders	—		—	—	
Total	593,798	(1)	$ 74.93	4,306,312	(2)(3)

(1) Includes the number of shares to be issued under our 2013 and 2020 Plans. Please see Note 5 - 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, 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 5 - Share Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the TD SYNNEX Plans.

(3) Includes 965,156 shares available-for-sale pursuant to our 2014 Employee Stock Purchase Plan. See Note 5 - Share Based Compensation of the Notes to the Consolidated Financial Statements for further information regarding the 2014 Employee Stock Purchase Plan.

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.

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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
1.1	Underwriting Agreement, dated as of January 25, 2023, among TD SYNNEX Corporation, the selling stockholders named therein and the several underwriters named therein (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on January 26, 2023).
1.2	Underwriting Agreement, dated as of October 10, 2023, among TD SYNNEX Corporation, the selling stockholders named therein and the several underwriters named therein (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on October 13, 2023).
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, as amended (incorporated by reference to Exhibit 3(i).1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2022).
3(ii).1	Amended and Restated Bylaws (incorporated by reference to Exhibit 3(ii).1 to the Company's Annual Report on Form 10-K for the year ended November 30, 2022)
4.1	Description of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended November 30, 2021).
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).

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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).
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. (incorporated by reference to Exhibit 4.12 to the Company's Annual Report on Form 10-K for the year ended November 30, 2021).
10.1#	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).
10.2#	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).
10.3#	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).
10.4#	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).
10.5#	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).
10.6#	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).
10.7#	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).
10.8#	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).
10.9#	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).
10.10#	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).
10.11#	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).
10.12#	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).
10.13#	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).

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10.14#	TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.20# to the Company's Annual Report on Form 10-K for the year ended November 30, 2021).
10.15#	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).
10.16#	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).
10.17#	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).
10.18#	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).
10.19#	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).
10.20#	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).
10.21#	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).
10.22#	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).
10.23#	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).
10.24#	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)).
10.25#	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).
10.26#	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)).
10.27	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).
10.28	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)).
10.29	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).
10.30	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).
10.31	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).

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10.32	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).
10.33	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).
10.34	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).
10.35	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).
10.36	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).
10.37#	TD SYNNEX Corporation 2020 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 2022).
10.38#	Amendment No. 3 to Offer Letter dated January 4, 2023, 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 January 10, 2023).
10.39#	Form of Notice of Stock Option Grant and Stock Option Agreement (U.S.) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.40#	Form of Notice of Stock Option Grant and Stock Option Agreement (non-U.S.) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.41#	Form of Notice of Restricted Stock Award and Restricted Stock Agreement (U.S.) (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.42#	Form of Notice of Restricted Stock Award and Restricted Stock Agreement (non-U.S.) (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.43#	Form of Notice of Restricted Stock Unit Award and Restricted Stock Unit Agreement (time-based) (U.S.) (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.44#	Form of Notice of Restricted Stock Unit Award and Restricted Stock Unit Agreement (time-based) (non-U.S.) (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.45#	Form of Notice of Performance-Based Restricted Stock Unit Award and Performance-Based Restricted Stock Unit Agreement (U.S.) (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.46#	Form of Notice of Performance-Based Restricted Stock Unit Award and Performance-Based Restricted Stock Unit Agreement (non-U.S.) (incorporated by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K filed on September 19, 2022).
10.47	First Omnibus Amendment to the Fifth Amended and Restated Receivables Funding and Administration Agreement, dated as of August 22, 2022 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 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2022).
10.48+	Amendment No. 1, dated as of May 22, 2023 to the Credit Agreement, dated as of April 16, 2021 among TD SYNNEX Corporation and named Initial Lenders and Citibank, N.A. as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2023).

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10.49	Second Amendment to Fifth Amended and Restated Receivables Funding and Administration Agreement, dated as of May 30, 2023 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 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2023).
10.50+	Second Omnibus Amendment to the Fifth Amended and Restated Receivables Funding and Administration Agreement and the Third Amended and Restated Receivables Sale and Servicing Agreement, dated as of December 11, 2023 by and among SIT Funding Corporation, TD SYNNEX Corporation, the originators party thereto, 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 14, 2023).
10.51#	Offer Letter dated November 28, 2023, by and between TD SYNNEX and Patrick Zammit (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 30, 2023).
10.52	TD SYNNEX Corporation 2016 Management Incentive Plan.
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).
97.1	TD SYNNEX Executive Incentive Compensation Recoupment Policy.
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.

\+ Schedules (or similar attachments) and certain information have been omitted pursuant to Items 601(a)(5), 601(a)(6) and/or 601(b)(10)(iv) of Regulation S-K. TD SYNNEX hereby undertakes to furnish supplementally a copy of any omitted schedule or exhibit to such agreement to the U.S. Securities and Exchange Commission upon request; provided, however, that TD SYNNEX may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules or exhibits so furnished.

(c) Financial Statement Schedules.

See Index under Item 8.

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Item 16. ***Form 10-K Summary***

None.

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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 26, 2024

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.

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Name	Title	Date
/s/ Richard T. Hume **Richard T. Hume**	Chief Executive Officer (Principal Executive Officer) and Director	January 26, 2024
/s/ Marshall W. Witt **Marshall W. Witt**	Chief Financial Officer (Principal Financial Officer)	January 26, 2024
/s/ John Henry **John Henry**	Chief Accounting Officer (Principal Accounting Officer)	January 26, 2024
/s/ Ann F. Vezina **Ann F. Vezina**	Chair of the Board	January 26, 2024
/s/ Robert Kalsow-Ramos **Robert Kalsow-Ramos**	Vice Chair of the Board	January 26, 2024
/s/ Matthew F.C. Miau **Matthew F.C. Miau**	Chairman Emeritus of the Board	January 26, 2024
/s/ Dennis Polk **Dennis Polk**	Director	January 26, 2024
/s/ Merline Saintil **Merline Saintil**	Director	January 26, 2024
/s/ Nayaki Nayyar **Nayaki Nayyar**	Director	January 26, 2024
/s/ Fred A. Breidenbach **Fred A. Breidenbach**	Director	January 26, 2024
/s/ Matthew Nord **Matthew Nord**	Director	January 26, 2024
/s/ Hau Lee **Hau Lee**	Director	January 26, 2024
/s/ Duane E. Zitzner **Duane E. Zitzner**	Director	January 26, 2024
/s/ Kathleen M. Crusco **Kathleen M. Crusco**	Director	January 26, 2024
/s/ Claude J. Pumilia **Claude J. Pumilia**	Director	January 26, 2024

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

TD SYNNEX

TD SYNNEX CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

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February 5, 2024

To our Stockholders:

On behalf of the Board of Directors, it is our pleasure to invite you to the 2024 Annual Meeting of Stockholders for TD SYNNEX. The meeting will be held on March 20, 2024 at 1:00 p.m. Pacific Daylight Time, at 44201 Nobel Drive, Fremont, CA 94538.

Pursuant to rules and regulations adopted by the Securities and Exchange Commission, we have elected to provide access to our proxy materials online. On or about February 5, 2024, we mailed to our stockholders a notice containing instructions on how to access our 2024 Proxy Statement and Annual Report and how to vote online.

The Notice of the 2024 Annual Meeting of Stockholders and this Proxy Statement contain details of the business to be conducted during the Annual Meeting.

Your vote is very important. Whether or not you plan to attend the meeting in person, please take the time to cast your vote. You may vote online, by telephone, or (if you have requested a paper copy of our proxy materials) by mail, and, in doing so, you will ensure your representation at the Annual Meeting.

We appreciate your continued support and investment in TD SYNNEX.

Sincerely,

Richard T. Hume
Chief Executive Officer

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TD SYNNEX

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held March 20, 2024

To our Stockholders:

TD SYNNEX Corporation will hold its Annual Meeting of Stockholders ("Annual Meeting") at 1:00 p.m. Pacific Daylight Time, on March 20, 2024, at our office at 44201 Nobel Drive, Fremont, CA 94538, for the following purposes:

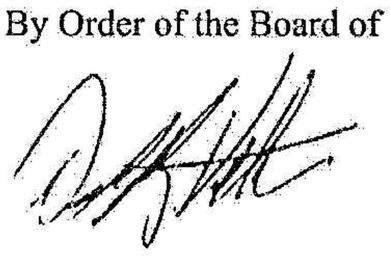
- to elect eleven directors to serve until the 2025 Annual Meeting or until their successors are duly elected and qualified;
- to hold an advisory vote on named executive officer compensation;
- to approve the 2024 TD SYNNEX Corporation Employee Stock Purchase Plan;
- to ratify the appointment of KPMG LLP as our independent registered public accountants;
- to vote upon a stockholder proposal regarding a simple majority vote, if properly presented; and
- to transact such other business as may properly come before the Annual Meeting and any adjournments or postponements of the Annual Meeting.

Our Board of Directors unanimously recommends that you vote **FOR** the election of the nominees for director, **FOR** the approval of our executive compensation, **FOR** the approval of the 2024 TD SYNNEX Corporation Employee Stock Purchase Plan, **FOR** the ratification of the appointment of independent registered public accountants and **AGAINST** the stockholder proposal regarding simple majority vote.

Only stockholders of record at the close of business on January 22, 2024 are entitled to notice of, and to vote at this Annual Meeting and any adjournments or postponements thereof. For ten days prior to the Annual Meeting, a complete list of stockholders entitled to vote will be available at our office at 44201 Nobel Drive, Fremont, California 94538.

It is important that your shares are represented at the Annual Meeting. Even if you plan to attend, we encourage you to vote your shares of TD SYNNEX common stock on the Internet, by toll-free telephone call or, if you have requested a paper copy of our proxy materials, by signing, dating and returning the proxy card in the envelope provided. This will not limit your rights to attend or vote at the Annual Meeting.

By Order of the Board of Directors,



David Vetter
Chief Legal Officer and Corporate Secretary

Fremont, California
February 5, 2024

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Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on March 20, 2024

Under rules adopted by the Securities and Exchange Commission, the Company is making this Proxy Statement and the Company's Annual Report to Stockholders available on the Internet instead of mailing a printed copy of these materials to each stockholder. Stockholders who received a Notice of Internet Availability of Proxy Materials (the "Notice") by mail will not receive a printed copy of these materials other than as described below. Instead, the Notice contains instructions as to how stockholders may access and review all of the important information contained in the materials on the Internet, including how stockholders may submit proxies. **If you received the Notice by mail and would prefer to receive a printed copy of the Company's proxy materials, please follow the instructions for requesting printed copies included in the Notice.**

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PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement and does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting.

Annual Meeting

• Date and Time	March 20, 2024 at 1:00 p.m. Pacific Daylight Time
• Place	44201 Nobel Drive, Fremont, CA 94538
• Recording Date and Voting	January 22, 2024 Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

Meeting Agenda and Voting Matters

Proposal (1) *Election of Directors.* Each director nominee is elected annually by a plurality vote. We are asking stockholders to vote FOR each director nominee. We have a diverse slate of directors with broad and relevant leadership and professional experience. Ten of our eleven director nominees currently serve on our Board. Collectively, our directors have experience and qualifications in the following, among other areas:

- Accounting/Financial
- Strategic Planning
- International
- Additional Board Membership
- IT Distribution or Related Industry
- Information Technology
- Risk Management
- Sales and Marketing Management
- Emerging Technology
- Cybersecurity

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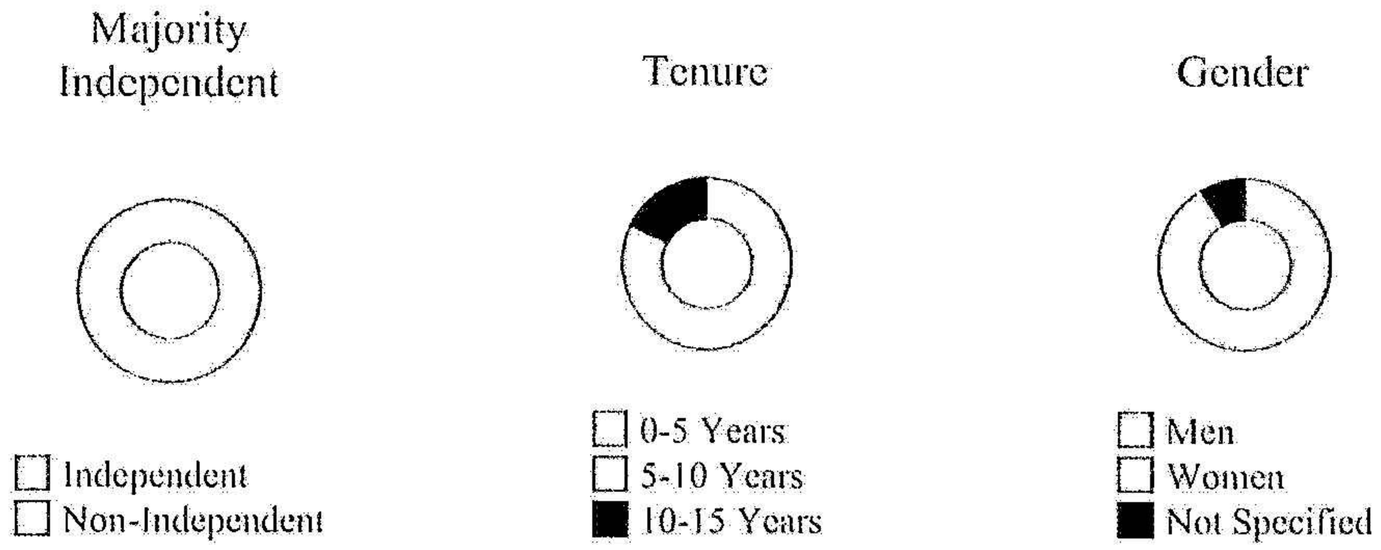
A majority of our director nominees are independent. Five of our director nominees self-identify from historically under-represented communities as Asian, Black, Hispanic and/or Latino. Overall, our director nominees reflect a broad range of tenure and diversity.



Proposal (2) *Advisory Vote on Executive Compensation*. We are asking stockholders to approve on an advisory basis our named executive officer compensation. The Board recommends a FOR vote because it believes that our compensation policies and practices are effective in achieving our goals of recognizing sustained financial and operating performance and leadership excellence.

2023 Executive Officer Compensation Elements

Type	Form	Terms
Equity	• Restricted Stock Awards and Time-Based Restricted Stock Units	RSAs and time-based RSUs generally vest 33% per year while employed.
	• Performance-Based Restricted Stock Units	Long-term incentive RSUs generally cliff vest after three years, contingent upon achievement of three-year Company performance measures and continuous employment during the three-year period.
Cash	• Salary	Generally eligible for annual increases.
	• Management Incentive Plan Bonus	Based on achievement of Company fiscal year performance goals.
Other	• Benefits	Medical, dental and vision insurance, life insurance, 401(k) contributions.

Proposal (3) *Approval of the 2024 TD SYNNEX Corporation Employee Stock Purchase Plan.* We are asking stockholders to vote FOR approval of the plan.

Proposal (4) *Ratification of Auditors*. As a matter of good corporate governance, we are asking our stockholders to vote FOR the ratification of the selection of KPMG LLP as our independent auditors for 2024.

Proposal (5) *Stockholder Proposal Regarding Simple Majority Vote*. Stockholders will vote on a stockholder proposal regarding implementing a simple majority vote, if properly presented. We are recommending stockholders to vote AGAINST this proposal.

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TD SYNNEX CORPORATION

PROXY STATEMENT

INFORMATION CONCERNING VOTING AND SOLICITATION

This proxy statement ("Proxy Statement") is being furnished to you in connection with the solicitation by the Board of Directors (the "Board") of TD SYNNEX Corporation, a Delaware corporation, of proxies to be used at our 2024 Annual Meeting of Stockholders (the "Annual Meeting") and any adjournments or postponements thereof. The terms "we," "our," the "Company," and "TD SYNNEX" refer to TD SYNNEX Corporation.

Our Annual Meeting will be held at our office at 44201 Nobel Drive, Fremont, CA 94538 at 1:00 p.m. Pacific Daylight Time, on March 20, 2024. The Notice of Internet Availability of Proxy Materials (the "Notice") is first being mailed to stockholders on or about February 5, 2024.

Appointment of Proxy Holders

The Board asks you to appoint Richard Hume and David Vetter as your proxy holders to vote your shares at the Annual Meeting. You make this appointment by using one of the voting methods described below.

If appointed by you, the proxy holders will vote your shares as you direct on the matters described in this Proxy Statement. In the absence of your direction, they will vote your shares as recommended by the Board.

Unless you otherwise indicate, you also authorize your proxy holders to vote your shares on any matters not known by the Board at the time this Proxy Statement was distributed and which, under our Bylaws, may be properly presented for action at the Annual Meeting.

Who Can Vote

Only stockholders who owned shares of our common stock at the close of business on January 22, 2024, the record date for the Annual Meeting, can vote at the Annual Meeting. As of the close of business on the record date, we had 89,133,390 shares of common stock outstanding and entitled to vote. Each holder of common stock is entitled to one vote for each share held as of the record date. There is no cumulative voting in the election of directors.

How You Can Vote

You may vote your shares at the Annual Meeting in one of several ways, depending on how you own your shares.

By Internet. Stockholders of record may vote or submit proxies by following the Internet voting instructions described in the proxy materials. Most stockholders who hold shares beneficially in street name may provide voting instructions by accessing the website specified on the voting instruction form provided by their brokers, banks or nominees rather than following the instructions on the proxy materials. Please check the voting instruction form for Internet voting availability. The deadline for Internet voting is 11:59 p.m., Eastern Daylight Time, the day before the meeting date.

Voting by Telephone. Stockholders of record may vote or submit proxies by following the telephone voting instructions described in the proxy materials. Most stockholders who hold shares beneficially in street name may provide voting instructions by telephone by calling the number specified on the voting instruction form provided by their brokers, banks or nominees rather than following instructions in the proxy materials. Please check the voting instruction form for telephone voting availability. Please be aware that, if you submit voting instructions by telephone, you may incur costs such as telephone access charges for which you will be responsible. The deadline for telephone voting is 11:59 p.m., Eastern Daylight Time, the day before the meeting date.

Voting by Mail. If you have requested and receive paper copies of our proxy materials by mail, you may vote by dating, signing and returning your proxy card in the postage-prepaid return envelope provided. Sign your name exactly as it appears on the proxy. Stockholders who hold shares beneficially in street name may provide voting instructions by mail by completing, signing and dating the voting instruction forms provided by their brokers, banks or other nominees.

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Voting at the Annual Meeting. You may vote in person at the Annual Meeting. If you hold shares through a bank or broker, you must obtain a proxy, executed in your favor, from the bank or broker to be able to vote at the Annual Meeting. Voting by mail, telephone or Internet will not limit your right to vote at the Annual Meeting, if you decide to attend in person.

The Board recommends that you vote by Internet, telephone or by mail, as it is not practical for most stockholders to attend the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or vote online or by telephone so that your vote will be counted if you later decide not to attend the Annual Meeting. Giving a proxy will not affect your right to vote your shares if you attend the Annual Meeting and want to vote in person.

If you properly complete your proxy via the telephone or Internet, or by mail, then your shares will be voted as you direct. If you properly complete your proxy but do not mark your voting preference, the proxy holders will vote your shares **FOR** the election of the nominees for director, **FOR** the approval of our executive compensation, **FOR** the approval of the 2024 TD SYNNEX Corporation Employee Stock Purchase Plan ("ESPP"), **FOR** the ratification of the appointment of independent registered public accountants, and **AGAINST** the stockholder proposal regarding simple majority vote.

Revocation of Proxies

Stockholders of record can revoke their proxies or change their vote at any time before they are exercised in any of three ways:

- by submitting written notice of revocation to the Corporate Secretary prior to the Annual Meeting;
- by submitting a later-dated vote or another properly executed proxy of a later date prior to the Annual Meeting; or
- by voting in person at the Annual Meeting.

Beneficial stockholders can revoke any prior voting instructions by contacting the broker, bank, or other nominee that holds their shares or by voting in person at the Annual Meeting.

Required Vote

Directors are elected by a plurality vote with stockholders having the option to either vote "for" each director or to "withhold" their vote. Under the plurality vote standard, the eleven nominees receiving the most "for" votes will be elected; however, the Board has adopted a policy for director elections whereby if a director receives a greater number of votes "withheld" than votes "for", the Board will review the outcome and make a determination as to the proper remedy. In its review, the Board will consider the totality of the circumstances surrounding the vote to evaluate the situation and is authorized to remedy the situation as it deems appropriate, including requesting that the affected director resign from the Board. A "withhold" vote as to any director nominee will have no effect on the vote's outcome because the candidates who receive the highest number of affirmative votes are elected; however, "withhold" votes may prevent a director from obtaining a majority of "for" votes, which would trigger the aforementioned additional Board scrutiny.

All other matters submitted for stockholder approval require the affirmative vote of the holders of a majority of the votes cast, meaning the number of shares voted "for" the proposals must exceed the number of shares voted "against" the proposals for them to be approved. Abstentions on these other matters will have no effect on the outcome of the vote because abstentions will not count as votes cast.

A quorum, which constitutes the holders of a majority of the outstanding stock issued and outstanding and entitled to vote as of the record date, must be present in person or represented by proxy to hold the Annual Meeting. If you indicate an abstention as your voting preference, your shares will be counted toward a quorum but they will not be voted on the matter.

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A broker non-vote with respect to TD SYNNEX common stock occurs when (i) shares of TD SYNNEX common stock held by a broker or other nominee are represented, in person or by proxy, at a meeting of TD SYNNEX's stockholders, (ii) the bank, broker or other nominee has not received voting instructions from the beneficial owner on a particular proposal and (iii) the bank, broker or other nominee does not have the discretion to direct the voting of the shares of TD SYNNEX common stock on a particular proposal but has discretionary voting power on other proposals. A bank, broker, trust or other nominee may exercise discretion in voting on routine matters but may not exercise discretion, and therefore will not vote, on non-routine matters if instructions are not given. Under applicable stock exchange rules, only the ratification of the appointment of KPMG LLP as auditor for the fiscal year ending November 30, 2024 is a routine matter. Therefore, a bank, broker, trust, or other nominee may vote for the ratification of the appointment of auditors and would not be considered a broker non-vote. Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to attend the Annual Meeting.

If a broker indicates that such broker does not have discretionary authority to direct the voting on a particular matter, resulting in a broker non-vote, those shares will be considered as present for purposes of determining the presence of a quorum but will not be treated as shares entitled to vote on that matter.

Because directors who receive the most "for" votes are elected under the plurality vote standard, the failure to provide your bank, broker, trust or other nominee with voting instructions will have no effect on the election of nominees.

Because the advisory vote on the compensation for our executive officers, the approval of the ESPP and the stockholder proposal regarding simple majority vote require the majority of the votes cast and because your bank, broker, trust or other nominee does not have discretionary authority to vote on those proposals, the failure to provide your bank, broker, trust or other nominee with voting instructions will have no effect on approval of those proposals because broker non-votes will not count as votes cast.

Solicitation of Proxies

We are paying the cost of printing and mailing the Notice and any proxy materials requested by stockholders in accordance with the Notice. In addition, solicitation may be made by our directors, officers and other co-workers by personal interview, telephone, facsimile or electronic mail. No additional compensation will be paid to these persons for solicitation. At this time we have not engaged a proxy solicitor. If we do engage a proxy solicitor, we will pay the customary costs associated with such engagement. We will reimburse brokerage firms and others for their reasonable expenses in forwarding any solicitation materials to beneficial owners of our common stock.

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PROPOSAL 1

ELECTION OF DIRECTORS

Directors and Nominees

Our Bylaws currently provide that the number of directors which shall constitute the whole Board shall be fixed from time to time by the Board or our stockholders. We currently have thirteen directors, three of whom informed the Board that they will retire from the Board when their current terms of office expire, effective at the Annual Meeting. The Board has fixed the number of directors to constitute the whole Board upon the time of the Annual Meeting at eleven. At the Annual Meeting, eleven persons have been nominated to be elected as members of the Board, each for a one-year term or until their successors are duly elected and qualified. The Nominating and Corporate Governance Committee of the Board has nominated, and the Board has designated, the eleven persons set forth below for election at the Annual Meeting. All of the nominees were elected for their current term at our 2023 Annual Meeting of Stockholders held on March 21, 2023, except for Kathleen Crusco and Claude Pumilia, who were appointed on September 28, 2023, and Ting Herh. Current directors Fred Breidenbach, Matthew Miau and Duane Zitzner have determined to retire and will not stand for re-election.

The proxies given to the proxy holders will be voted as directed and, if no direction is given, will be voted FOR the eleven nominees. The Board knows of no reason why any of these nominees should be unable or unwilling to serve. However, if for any reason any nominee should be unable or unwilling to serve, the proxies will be voted for any nominee designated by the Board to fill the vacancy.

General

Pursuant to the New York Stock Exchange ("NYSE") listing standards, a majority of the members serving on the Board must be independent directors. The Board has determined that Kathleen Crusco, Ting Herh, Hau Lee, Nayaki Nayyar, Claude Pumilia, Merline Saintil, and Ann Vezina have no material relationship with us and that each of these director nominees is independent. Board nominees also include five racially diverse directors and four women directors. Certain additional information with respect to each nominee appears on the following pages, including their age (as of February 5, 2024), position (if any) with TD SYNNEX, business experience during at least the past five years, directorships of other publicly-traded corporations, and agreements pursuant to which certain of our directors are nominated. Each nominee's biographical information includes a description of the nominee's experience, qualifications, attributes or skills that qualify the nominee to serve on the Board at this time.

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Business Experience of Nominees

Ann Vezina, 60, has served as Chair of the Board since September 2023, as Lead Independent Director from September 2021 to August 2023, and as a member of the Board since February 2017. From July 2013 to August 2015, she was Corporate Vice President, Human Resources for Xerox Business Services, LLC and from February 2010 to July 2013, she was Corporate Vice President and Chief Operations Officer for Xerox Business Services, LLC, a workplace solutions and document management company. Previously, she served as Executive Vice President and Group President, Commercial Solutions for Affiliated Computer Services, Inc. ("ACS"), an IT service company, before the acquisition of ACS by Xerox Holdings Corporation (Nasdaq: XRX), a workplace solutions and document management company, in 2010. She began her career with Electronic Data Systems Corporation, an information technology equipment and services company, taking on roles of increasing responsibility during her 18 years there. She serves on the board of directors of Concentrix Corporation ("Concentrix") (Nasdaq: CNXC), a business services company, where she is the Chair of the Nominating and Corporate Governance Committee and a member of the Compensation Committee. Ms. Vezina graduated with a Bachelor of Science degree in Business Administration from Central Michigan University. As an executive with over 30 years of experience in the global business process outsourcing industry, and most recently in a human resources role, we believe that Ms. Vezina contributes her leadership skills, large-scale personnel management background, and business experience to the Board. In addition, we believe that Ms. Vezina's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness.

Robert Kalsow-Ramos, 37, has served as Vice Chair and as a member of our Board since September 2021. He is Partner, Private Equity, at Apollo Global Management, Inc. ("Apollo"), a global private-equity firm, where he primarily focuses on investments in the services and technology sectors. He serves on the board of directors of West Technology Group (formerly known as Intrado Corporation), a technology-enabled services company, Avaya, a provider of communications software, services and hardware, and EmployBridge, a workforce solutions business. Mr. Kalsow-Ramos previously served on the board of directors of Ingenico, a payment technology and services business, from September 2022 to October 2023, Hexion Holdings LLC, a chemical company, from October 2014 to July 2019, MPM Holdings Inc., a chemical company, from October 2014 to May 2019, Alorica, Inc., a business process outsourcing company, from December 2020 to November 2022, and Noranda Aluminum Holding Corporation, an aluminum company, and was also involved in the firm's investment in Evertec, Inc. (NYSE: EVTC), a full-service transaction processing business. Prior to joining Apollo in 2010, Mr. Kalsow-Ramos was a member of the Investment Banking group at Morgan Stanley (NYSE: MS), an investment management company. Mr. Kalsow-Ramos received his Bachelor of Business Administration degree from the Stephen M. Ross School of Business at the University of Michigan, where he graduated summa cum laude. He is co-chair of the board of directors of The TEAK Fellowship, a non-profit organization based in New York City, and is a member of the Apollo Opportunity Foundation grants council. We believe that Mr. Kalsow-Ramos contributes his leadership skills, finance and technology background, and business experience to the Board. In addition, we believe that Mr. Kalsow-Ramos's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness. Finally, Apollo-managed funds hold approximately 20% of our common stock as of the date of this Proxy Statement, and, for this reason, we believe that Mr. Kalsow-Ramos brings a unique ownership and stockholder representative perspective to the Board.

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Richard Hume, 64, has served as our President and Chief Executive Officer and as a member of the Board since September 2021. Immediately before that, he served as Chief Executive Officer and as a director of Tech Data Corporation ("Tech Data"), a distribution company specializing in IT products and services, since June 2018, and prior to that served as its Executive Vice President, Chief Operating Officer from March 2016. Before joining Tech Data, Mr. Hume was with International Business Machines Corporation (NYSE: IBM), a technology corporation, for more than 30 years, most recently serving as General Manager and COO, Global Technology Services. Mr. Hume serves on the board of directors of The Allstate Corporation (NYSE: ALL), an insurance company. Mr. Hume holds a Bachelor of Science degree in Accounting from the Pennsylvania State University. As our President and Chief Executive Officer, and as a former executive officer of Tech Data, we believe that Mr. Hume contributes his leadership skills, industry knowledge, technology background, and business experience to the Board. In addition, we believe that Mr. Hume's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to Board perspective and effectiveness. We also believe it is important that our Chief Executive Officer serves on our Board.

Kathleen Crusco, 58, has served as a member of our Board since September 2023. From December 2017 to January 2020, Ms. Crusco served as Chief Financial Officer of Kony, Inc., a cloud-based digital application and low-code platform solutions company. Prior to Kony, Inc., Ms. Crusco served as Executive Vice President, Chief Operating Officer and Chief Financial Officer at Epicor Software Corporation, a global enterprise resource planning software ("ERP") company, from May 2007 to November 2017. From January 2002 to May 2007, Ms. Crusco served as VP Finance at Polycom, a global communications company. Ms. Crusco is an experienced Chief Financial Officer and board member with a demonstrated history of working in the software and unified communications industries, including cloud-based enterprise software solutions, SaaS based ERP software and cybersecurity software. She was named by Women Inc. as one of 2019 Most Influential Corporate Board Directors, and currently serves on the board of platform (cloud, software, and systems) and managed services company, Calix, Inc. (NYSE: CALX) and several privately held software companies. As a former executive officer of Kony, Inc. and Epicor Software Corporation, we believe that Ms. Crusco contributes her leadership skills, business experience, and financial expertise to the Board. In addition, we believe that Ms. Crusco's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness.

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Ting Herh, 68, has been the founder & Chair of Davicom Semiconductor, Inc. since 1996. He currently serves as its Board Chair. Davicom specializes in cost effective design, developing and marketing of networking communication ICs. Before Davicom, Mr. Herh held the position of Senior Director at Compaq, Houston from 1994 to 1996. He was responsible for the communication products delivery for consumer PC and Enterprise System Divisions. Prior to Compaq, he was a Head of Engineering in various engineering positions in Dial-up Division at Racal-Vadic (Sunnyvale/Milpitas, CA), Racal-Milgo/Racal-Datacom (Sunrise, FL) from 1980 to 1994. Mr. Herh received his BS from National Chiao Tung University, Taiwan in 1977 and MS Electrical Engineering and Computer Science from the University of California, Berkeley in 1980, and DBA degree from Victoria University, Switzerland in 2005. He has been elected as the Chairman of National Chiao Tung University Alumni Association from 2019 to 2022. Mr. Herh has served as an Independent Director of United Integrated Services Co. (UIS) since 2015. He served as the Chair of the Auditing Committee for six years and as the Chair of the Compensation Committee for eight years. Mr. Herh also serves as an Independent Director of MiTAC Holdings Corp. since May 2022. The aforementioned companies Davicom, UIS and MiTAC Holdings Corp. are all located in Taiwan. Mr. Herh has been in the IT industry especially in the telecom/datacom and semiconductor field for over 43 years. His entrepreneurship, broad international business experience and technology background, plus understanding of electronic manufacturing and logistic processes will contribute to the Board. In addition, we believe that his membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness.

Hau Lee, 71, has served as a member of the Board since February 2012. Mr. Lee has been the Thoma Professor of Operations, Information and Technology at the Graduate School of Business at Stanford University since 2002, where he has been a professor since 1983. He is the Co-Director of the Stanford Value Chain Innovation Initiative. Mr. Lee was elected to the National Academy of Engineering of the U.S.; Fellow of Manufacturing and Service Operations Management; Production and Operations Management Society; and INFORMS. He is a co-founder of DemandTec, Inc., a retail pricing technology company. Mr. Lee received his Bachelor of Social Science degree in Economics and Statistics from the University of Hong Kong, his Master of Science degree in Operational Research from the London School of Economics, and his Master of Science and Doctor of Philosophy degrees in Operations Research from the Wharton School of the University of Pennsylvania. As a professor in supply chain management, we believe that Mr. Lee contributes his leadership skills, supply chain and technology background, and business experience to the Board. In addition, we believe that his membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to Board perspective and effectiveness.

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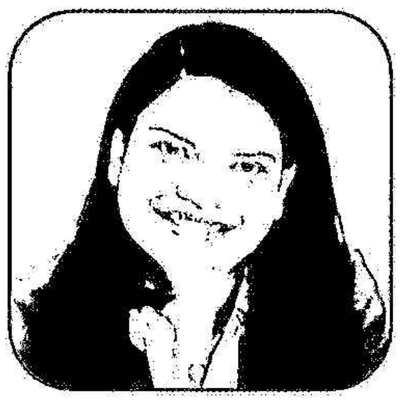

Nayaki Nayyar, 53, has served as a member of our Board since September 2021. She is Chief Executive Officer of Securonix, Inc., a privately held cybersecurity company, since December 2022. Prior to Securonix, she was President and Chief Product Officer of Ivanti, Inc., a leading supplier of enterprise IT security solutions, from May 2020 to October 2022. Prior to her joining Ivanti, Inc., from October 2016 to July 2020, Ms. Nayyar served as President of Digital Service and Operations Management at BMC Software, Inc., a leading enterprise software solutions provider. Prior to joining BMC Software, Inc., Ms. Nayyar served as General Manager and Global Head of the Internet of Things (IoT) division of SAP SE (NYSE: SAP), a leading provider of enterprise application software, from January 2016 to October 2016. She joined SAP SE in 2011, holding the positions of Senior Vice President, Corporate Strategy, from March 2011 to December 2011, and Senior Vice President, SAP Cloud for Customer Engagement, from January 2012 to December 2015. Ms. Nayyar also served as Vice President and Chief Technical Officer, Enterprise Architecture and Application Services, at Valero Energy Corporation (NYSE: VLO), an international petroleum company, from August 2000 to February 2011. Ms. Nayyar currently serves on the boards of directors of Corteva, Inc. (NYSE: CTVA), a publicly traded agriculture company, and privately held Securonix, Inc. Ms. Nayyar received a Bachelor of Engineering degree in Mechanical Engineering from Osmania University and a Master of Science in Computer Science from University of Houston. As an executive with several years of experience in the technology industry, we believe that Ms. Nayyar contributes her leadership skills and business experience to the Board. In addition, we believe that Ms. Nayyar's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to Board perspective and effectiveness.

Matthew Nord, 44, has served as a member of our Board since September 2021. He is Partner and Co-Head of Private Equity at Apollo, having joined in 2003. Previously, Mr. Nord was a member of the Investment Banking division of Salomon Smith Barney Inc., an investment bank. Mr. Nord serves on the board of directors of Tenneco Inc., a company that designs, manufactures and markets automotive products, West Technology Group, a technology-enabled services company, ScionHealth, a hospital solutions provider, and LifePoint Health, a healthcare provider. Mr. Nord also serves on the board of trustees of Montefiore Health System, the board of advisors of the University of Pennsylvania's Weitzman School of Design and the board of directors of the Rock & Roll Hall of Fame Foundation. Mr. Nord previously served on the board of directors of ADT Inc. (NYSE: ADT), a company that provides electronic security and monitoring services, from April 2016 to June 2022, Exela Technologies, Inc. (Nasdaq: XELA), a business process automation company, from July 2017 to October 2019, where he was on the Nominating and Governance Committees, and Presidio, Inc. (Nasdaq: PSDO), a global digital solutions and services provider, from November 2014 to December 2019, where he was on the Compensation and Nomination Committees. Mr. Nord graduated summa cum laude with a Bachelor of Science degree in Economics from the Wharton School of the University of Pennsylvania. We believe that Mr. Nord contributes his leadership skills, finance and technology background, and business experience to the Board. In addition, we believe that Mr. Nord's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness. Finally, Apollo-managed funds hold approximately 20% of our common stock as of the date of this Proxy Statement, and, for this reason, we believe that Mr. Nord brings a unique ownership and stockholder representative perspective to the Board.

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Dennis Polk, 57, has served as a member of our Board since February 2012 and is our Hyve Solutions Executive. He served as Executive Chair of our Board from September 2021 through August 2023 and as our President and Chief Executive Officer from March 2018 until September 2021. Mr. Polk joined TD SYNNEX in 2002 as Senior Vice President of Corporate Finance and in the same year became Chief Financial Officer. In 2006, he was promoted to Chief Operating Officer and served in that capacity until he became our President and Chief Executive Officer. Mr. Polk serves on the boards of directors of Concentrix and Terreno Realty Corporation ("Terreno") (NYSE: TRNO), a real estate company. He joined the board of directors of Concentrix in December 2020 as part of the spin-off of the Concentrix business from TD SYNNEX which was completed on December 1, 2020. At Terreno, he serves as Chair of the Compensation Committee. As our President and Chief Executive Officer from March 2018 until September 2021, an executive of our Company since 2002, and a prior distribution and contract manufacturer executive, we believe that Mr. Polk contributes his leadership skills, distribution and operations knowledge, finance background, and business experience to the Board. In addition, we believe that Mr. Polk's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to Board perspective and effectiveness.

Claude Pumilia, 56, has served as a member of our Board since September 2023. Mr. Pumilia brings extensive experience leading software and data services companies. He is currently Chief Executive Officer of Accuris US LLC ("Accuris"), an engineering-focused technology company that delivers AI-powered data and workflow solutions to end users at engineering intensive companies, having joined in August 2023. Previously, from December 2016 to February 2023, Mr. Pumilia served as Chief Executive Officer of DAT Freight and Analytics, a SaaS company for market freight. He has held executive roles across the technology industry, including leadership positions at Roper Technologies, Inc. (Nasdaq: ROP), a diversified industrial company that produces engineered products for global niche markets, CA Technologies, Inc., a software development company, Hewlett Packard Enterprise Company (NYSE: HPE) and Compaq Computer Corporation, an information technology company. He also serves on the board of directors for Allium Holdco, LLC, which is the holding company for Accuris. As the Chief Executive Officer of Accuris and a former executive officer of multiple companies in IT, we believe that Mr. Pumilia contributes his leadership skills, business experience, and financial expertise to the Board. In addition, we believe that Mr. Pumilia's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness.

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Merline Saintil, 47, has served as a member of our Board since September 2021. She has served as a technology and business executive at Fortune 500 and privately-held companies, including Intuit Inc. (Nasdaq: INTU), a financial software company, Yahoo! Inc., a web services provider, PayPal Holdings, Inc. (Nasdaq: PYPL), a financial technology company, Adobe Inc. (Nasdaq: ADBE), a computer software company, Joyent Inc., a cloud computing software company, and Sun Microsystems, Inc., a technology company. From April 2019 to February 2020, she was the Chief Operating Officer, R&D-IT of Change Healthcare Inc. (Nasdaq: CHNG), a healthcare technology company. Prior to that, she held the position of Head of Operations, Product & Technology with Intuit Inc., from November 2014 until August 2018. Ms. Saintil currently serves on the boards of directors of Rocket Lab USA, Inc. (Nasdaq: RKLB), a space exploration company, since June 2021, GitLab, Inc. (Nasdaq: GTLB), a DevOps company, since October 2020, Symbotic, Inc. (Nasdaq: SYM), a robotics and automation platform company, since June 2022, and Evolv Technologies Holdings, Inc. (Nasdaq: EVLV), an AI security solutions company, since January 2021. Ms. Saintil is Lead Independent Director and Chair of the Compensation Committee at Rocket Lab USA, Inc. and is the Chair of the Nominating and Governance Committees of Symbotic, Inc. and Evolv Technologies Holdings, Inc. Ms. Saintil served on the boards of directors of Banner Corporation (Nasdaq: BANR), a bank holding company, from March 2017 to May 2022, Alkami Technology, Inc. (Nasdaq: ALKT), a digital banking software solutions company, from October 2020 to December 2022, and Lightspeed Commerce Inc. (NYSE: LSPD), an e-commerce software provider, from August 2020 to December 2022. She is certified in Cybersecurity Oversight by the National Association of Corporate Directors and the Carnegie Mellon Software Engineering Institute. Ms. Saintil holds a Bachelor of Science degree in Computer Science from Florida A&M University and a Master of Science degree in Software Engineering Management from Carnegie Mellon University, and has completed Stanford Directors' College and Harvard Business School's executive education program. Due to her significant experience in product, technology, and business operations, we believe that Ms. Saintil contributes her leadership skills and business experience to the Board. In addition, we believe that Ms. Saintil's membership on the Board helps to achieve the objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to Board perspective and effectiveness.

Additional Information Regarding the Directors and Director Nominees

There are no family relationships among any of our directors or executive officers.

Robert Kalsow-Ramos, Nayaki Nayyar, and Matthew Nord were nominated for election to the Board by the Apollo Entities (as defined in "Certain Relationships and Related Party Transactions") pursuant to the Investor Rights Agreement that we entered into in connection with the completion of our acquisition of Tech Data in September 2021. For more information about the terms of the Investor Rights Agreement, see the section entitled "Certain Relationships and Related Party Transactions—Transactions Entered Into in Connection with the Mergers—Related Agreements." The Apollo Entities hold greater than 5% of our outstanding common stock.

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Required Vote

The eleven nominees for director receiving the highest number of affirmative votes will be elected as directors with stockholders having the option to either vote "for" each director or to "withhold" their vote. However, the Board has adopted a policy for director elections whereby if a director receives a greater number of votes "withheld" than votes "for" , the Board will review the outcome and make a determination as to the proper remedy. In its review, the Board will consider the totality of the circumstances surrounding the vote to evaluate the situation, and is authorized to remedy the situation as it deems appropriate, including requesting that the affected director resign from the Board. A "withhold" vote as to any director nominee will have no effect on the vote's outcome because the candidates who receive the highest number of affirmative "for" votes are elected; however, "withhold" votes may prevent a director from obtaining a majority of "for" votes, which would trigger the aforementioned additional Board scrutiny. Unless marked to the contrary, proxies received will be voted "FOR" the nominees.

The Board recommends a vote "FOR" the election of the nominees set forth above as directors of TD SYNNEX.

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CORPORATE GOVERNANCE

Organization of the Board of Directors

The Board held seven meetings during the fiscal year ended November 30, 2023. Each director serving during our 2023 fiscal year attended at least 75% of the meetings held by the Board and the committees on which such director served during the last completed fiscal year. We do not have a policy regarding directors' attendance at the Annual Meeting. However, all members of the Board serving at the time attended the 2023 Annual Meeting.

Our non-management directors meet in regularly scheduled executive sessions without the presence of management. Directors meet their responsibilities not only by attending Board and committee meetings, but also through communication with senior management, independent accountants, advisors and consultants and others on matters affecting the Company.

The Board has established three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. In addition, from time to time, the Board establishes non-standing committees to address matters that may arise during periods between regularly scheduled meetings and/or specific issues not fully applicable to one of the standing committees. The Board has determined that all members of the Audit, Compensation, and Nominating and Corporate Governance Committees meet the independence standards of the NYSE and rules and regulations of the Securities and Exchange Commission (the "SEC"). In addition, each member of the Audit Committee is financially literate as defined by the Board and each member of the Audit and Compensation Committees meets the heightened independence standards of the NYSE and rules and regulations of the SEC applicable to members of these committees. The Board has approved a charter for each of these standing committees, which can be found on our website at www.tdsynnex.com. Our Corporate Governance Guidelines and Code of Conduct, which are applicable to our principal executive, financial and accounting officers, directors and co-workers, are also available on or through our website at www.tdsynnex.com and are available in print to any stockholder upon request. We intend to post any amendments to the Corporate Governance Guidelines or Code of Conduct on our website.

The following lists the three standing committees and their current members. Fred Breidenbach, Matthew Miau and Duane Zitzner have determined to retire and will not stand for re-election.

Audit Committee	
Number of Members	5
Members	Duane Zitzner, Chair and Audit Committee Financial Expert Kathleen Crusco, Audit Committee Financial Expert Claude Pumilia, Audit Committee Financial Expert Merline Saintil Ann Vezina
Number of Meetings in fiscal year ended November 30, 2023:	9
Functions:	• Provides assistance to the Board in fulfilling its legal and fiduciary obligations in matters involving our accounting, auditing, financial reporting, internal control and legal compliance functions by approving the services performed by our independent registered public accountants and reviewing their reports regarding our accounting practices and systems of internal accounting controls. • Oversees the audit efforts of our independent registered public accountants and takes those actions as it deems necessary to ensure that the accountants are independent of management. • Responsible for reviewing the framework by which management discusses our risk profile and risk exposures with the full Board and its committees.

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- Meets regularly with our President and Chief Executive Officer, Chief Financial Officer, Corporate Vice President of Internal Audit, independent auditor, Chief Legal Officer, Chief Ethics and Compliance Officer, Chief Accounting Officer, and other members of senior management to discuss our major financial risk exposures, financial reporting, internal controls, credit and liquidity risk, compliance risk, and key operational risks.
- Reviews the implementation and effectiveness of our compliance and ethics program at least annually and reviews our business continuity plan and results as necessary.
- Meets regularly in separate executive session with the Corporate Vice President of Internal Audit, Chief Financial Officer, and independent auditor, as well as with committee members only, to facilitate a full and candid discussion of risk and other matters.
- Reviews potential related party transactions.

Compensation Committee	
Number of Members	3
Members	Hau Lee, Chair Fred Breidenbach Nayaki Nayyar
Number of Meetings in fiscal year ended November 30, 2023:	6

Functions:

- Reviews and determines our general compensation policies and the compensation provided to our officers, including targets for annual and long-term incentive plans.
- Reviews, determines and approves bonuses for our officers.
- Reviews, administers and approves equity-based compensation for our officers and co-workers and administers our stock plans and employee stock purchase plan.
- Reviews the development and implementation of practices, strategies, and policies used for recruiting, managing, and developing employees (i.e., human capital management). These practices, strategies, and policies focus on diversity, equity, and inclusion, workplace environment and safety, and corporate culture. Discusses with management, as appropriate, their progress regarding such practices, strategies, and policies.
- Responsible for overseeing human capital and compensation risks, including evaluating and assessing risks arising from our compensation policies and practices for all co-workers and ensuring executive compensation is aligned with performance.
- Retains its own compensation consultant and meets regularly with management to understand the financial, human resources and stockholder implications of compensation decisions being made.

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- Charged with monitoring our incentive and equity-based compensation plans.
- Responsible for making recommendations to the Board regarding director compensation, including director equity compensation.

Nominating and Corporate Governance Committee

Number of Members	3
Members	Nayaki Nayyar, Chair Fred Breidenbach Hau Lee
Number of Meetings in fiscal year ended November 30, 2023:	4

Functions:

- Responsible for making recommendations to the Board regarding candidates for directorships and the size, director qualifications, and composition of the Board, and for overseeing our corporate governance guidelines and reporting and making recommendations to the Board concerning corporate governance matters.
- Responsible for considering nominations by stockholders.
- Oversees risks related to our overall corporate governance, including board and committee composition, board size and structure, director independence, board diversity and tenure, and our corporate governance profile and ratings.
- Assists the Board in its review of the development, oversight, and implementation of the Environmental, Social and Governance ("ESG") policies, programs, and practices, and discusses with management such ESG matters, including sustainability, environmental protection, community and social responsibility, and human rights.
- Actively engaged in overseeing risks associated with succession planning for the Board and management.

The Board of Directors' Role in Risk Oversight

The Board recognizes the importance of effective risk oversight in running a successful business and in fulfilling its fiduciary responsibilities to TD SYNNEX and our stockholders. While the Chief Executive Officer and other members of our senior management team are responsible for the day-to-day management of risk, the Board is responsible for ensuring that an appropriate culture of risk management exists within our company and for setting the right "tone at the top," overseeing our aggregate risk profile, and assisting management in addressing specific risks, such as strategic and competitive risks, financial risks, brand and reputation risks, legal risks, regulatory risks, and operational risks.

The Board maintains separate roles for the Chief Executive Officer and the Chair of the Board. The Board believes that the current leadership structure best facilitates this oversight of risk by combining independent leadership, through an independent Chair of the Board, independent board committees, and majority independent Board composition, with an experienced Chief Executive Officer who has intimate knowledge of our business, history, and the complex challenges that arise. The Chief Executive Officer's in-depth understanding of these matters and involvement in the day-to-day management of our Company uniquely positions him to promptly identify and raise key business risks to the Board, call special meetings of the Board when necessary to address critical issues, and focus the Board's attention on areas of concern. The Chair of the Board, independent committee chairs and other directors also are experienced professionals or executives who can and do raise issues for Board consideration and review, and are not hesitant to challenge management.

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The Chair of the Board presides at all meetings of the Board and of the Company's stockholders. Currently, the Chair of the Board is Ann Vezina. As the Chair of the Board, Ms. Vezina also manages the relationships between the Board and the Company's management and stockholders.

The Board exercises its oversight responsibility for risk both directly and through three of its standing committees. Throughout the year, the Board and each committee spend a portion of their time reviewing and discussing specific risk topics. The full Board is kept informed of each committee's risk oversight and related activities through regular oral reports from the committee chairs, and committee meeting minutes and materials are available for review by all directors. Strategic, operational, financial and competitive risks also are presented and discussed at the Board's quarterly meetings, and more often as needed. On at least an annual basis, the Board conducts a review of our long-term strategic plans and members of senior management report on our top risks and the steps management has taken or will take to mitigate these risks. In addition, at each quarterly meeting, or more often as necessary, our Chief Legal Officer updates the Board on material legal and regulatory matters. Our Chief Legal Officer and Chief Ethics and Compliance Officer regularly update the Audit Committee regarding our periodic ethical business conduct training and Code of Conduct. On a regular basis between Board meetings, our Chief Executive Officer and/or other executive officers provide reports to the Board on the critical issues we face and recent developments in our principal operating areas. These reports may include a discussion of business risks as well as a discussion regarding enterprise risk. Each Committee meets with key management personnel and outside advisors.

Board/Committee	Primary Areas of Risk Oversight
Board	Strategic, financial and execution risks and exposures, risks and exposures associated with significant acquisitions, CEO succession planning, crisis management, cybersecurity, ESG (environmental, social and governance) and other matters that may present material risks to the Company.
Audit Committee	Risks and exposures associated with financial matters, particularly financial reporting, tax, accounting, and disclosure and internal controls. Also risks and exposures associated with ethics and compliance, major litigation and regulatory and compliance exposures.
Compensation Committee	Risks and exposures with executive and overall compensation and benefits, including equity incentive plans, and human capital.
Nominating and Corporate Governance Committee	Risks and exposures related to shareholder relations and communications, Board and committee structures, Board performance, and director succession planning.

Cybersecurity

The maintenance of privacy and a security culture and the prevention of cybercrime is a core focus that is addressed by the Board during security briefings on cybersecurity matters. These briefings occur at least quarterly and additionally as needed. The Board has responsibility for cybersecurity risk oversight and incident preparedness activities, and management briefs them quarterly regarding cybersecurity issues. The materials presented to our Board include updates on our data security posture, results from third-party assessments, and certain cybersecurity threat risks or incidents and developments, as well as the steps management has taken to respond to these risks. Because our business is heavily dependent upon information technology networks and systems, our prioritization of our cybersecurity risk management strategy is important to maintaining the trust of our stakeholders.

Our cybersecurity program is led by our Chief Information Security Officer who is supported by a dedicated team and includes protocols for detecting, addressing, and responding to cybersecurity incidents. Business continuity, disaster recovery planning and testing, and security vulnerability assessments are frequently conducted. We work closely with independent security consultants to assess the security of our systems and information. As part of our information security training program, we provide cybersecurity awareness training and emphasize ethical spear-phishing simulations. Our cybersecurity insurance thresholds and deductibles align with industry expectations.

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Environmental, Social and Governance (ESG)

We believe our deep commitment to innovation, people and the planet is essential to our success. We utilize a robust Corporate Citizenship framework designed to deliver long-term value for our stakeholders. As our business grows, this framework will help us ensure a strong focus on key areas in which we believe TD SYNNEX and our industry partners can have the greatest impact.

During fiscal year 2023 we have focused on operationalizing our framework through program development while engaging our global co-workers to bring our commitments to life. We aim to continue improving our collection of data related to ESG topics to further enhance our programs, fulfill our future reporting requirements, and make progress toward our Corporate Citizenship goals.

Environmental

We are committed to expanding the circular economy, sharing our sustainability insights and achieving net-zero greenhouse gas emissions ("GHGs") in our global operations by 2045. By engaging our global co-workers and channel partners, we aspire to advance environmental sustainability—not only at TD SYNNEX but industry-wide. Some of our environmental achievements in fiscal year 2023 include:

- Submitted our near- and long-term emissions-reduction targets to the Science Based Targets initiative (SBTi).
- Expanded the number and reach of our co-worker-led Green Teams to include 40+ teams that are engaging our global sites.
- Hosted Sustainability Summits for co-workers in two regions: Latin America and the Caribbean (LAC), and Asia Pacific and Japan (APJ).
- Expanded sustainability-focused training and education with a third module on Carbon.
- Gained traction on our two towers of specialization: Sustainable Transportation & Logistics and Circular Economy.
- Earned a silver medal from *EcoVadis* in 2023. We also submitted our emissions data to *CDP* for the second time as TD SYNNEX.

Social

We believe in the power of people, and we invest in our co-workers and communities to help them thrive. Our culture is strengthened by our differences, oriented toward a common purpose and built on the idea that when we care for one another we all win. Some of our social achievements in fiscal year 2023 include:

- Launched our new *LEAD* program to promote leadership development.
- Achieved our goal to double co-worker participation in our business resource groups ("BRGs") two years ahead of schedule. In addition, several BRGs, such as Elevate and Spectrum, increased their number of chapters.
- Introduced *Deed*, our new volunteer platform, to create a central source of real-time data on co-workers' volunteer activities around the world.
- Made our largest contribution of devices to date to our community partner, *Human-I-T*.
- Since the launching of our new inclusive recruitment commitment in January 2023, approximately 50% of our new hires have been women, people from underrepresented groups, or both.

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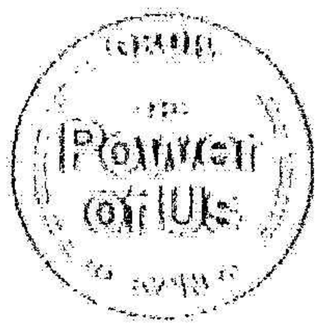
- On International Day of People with Disabilities, our Chief Executive Officer pledged on behalf of TD SYNNEX our commitment towards advancing a more inclusive workplace for people with disabilities.
- Received the "Equality 100 Award: Leader in LGBTQ+ Workplace Inclusion" for earning a score of 100 on the Human Rights Campaign's Foundation's 2023-2024 Corporate Equality Index.
- *CRN* (part of *The Channel Company*) recognized 19 TD SYNNEX leaders on its annual *Women of the Channel* list. Two of our leaders were also named to the *Power 100* list, which spotlights female executives whose insight and influence are helping to drive channel success.
- For the second year in a row, we are proud to be certified as a *Great Place to Work*; more than 74% of our co-workers said TD SYNNEX was a great place to work, compared to 57% of employees at the average U.S. company.



Governance

Our values of inclusion, collaboration, integrity and excellence shape our approach to corporate governance. They guide us to be accountable for our performance, transparent with our stakeholders and committed to doing what is right.

We are helping our co-workers put these values into action by building a culture where ethics and compliance are top of mind. We are also dedicated to safeguarding information and providing strong, savvy leadership to help our company succeed while maintaining our stakeholders' trust. Some of our governance achievements in fiscal year 2023 include:

- Launched our Global Human Rights Policy, building on our Global Code of Conduct and core policies for ethical business conduct, and underscoring our commitment to ethical business practices, respect for human rights and responsible sourcing.
- Further harmonized our cybersecurity controls to provide more consistent processes throughout the business.
- Self-certified to adhere to the new EU-U.S. Data Privacy Framework Principles, the UK extension to the EU-US Data Privacy Framework and the Swiss-US Data Privacy Framework.
- Enhanced ethical leadership skills throughout the organization by implementing a quarterly compliance training schedule, as well as short animated videos posted on our Company intranet, quick guide toolkits, and interactive guidance modules for key topics. Our risk-based approach to awareness building also included in-person training during selected site visits in 2023.
- On top of other governing bodies, our Corporate Citizenship-Steering Committee—composed of a cross-functional group of senior leaders—has continued driving our ESG efforts throughout fiscal year 2023.

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Incentive Compensation Recoupment Policy

The Compensation Committee adopted an Incentive Compensation Recoupment Policy to comply with New York Stock Exchange recoupment policy requirements effective as of October 2, 2023. Our recoupment policy generally provides, subject to certain exceptions, that if we are required to prepare a restatement of our financial statements owing to material error, we will recover from our executive officers any incentive-based compensation that was awarded in excess of the amount that otherwise would have been awarded based on the restated financial statements. The recovery period is the three completed fiscal years immediately preceding the date that the Compensation Committee concludes that we are required to restate our financial statements. Incentive-based compensation includes any compensation that is earned based on the attainment of a financial reporting measure of the Company and any other equity-based compensation.

In addition, our Management Incentive Plan provides that the Compensation Committee is authorized to recover from an executive officer any MIP award or portion thereof made in the previous 36 months in the event of (a) the executive officer's engagement in fraud or other intentional misconduct that is detrimental to the Company resulting in the officer's termination of employment with the Company or (b) payment of an award under the MIP that is based on materially inaccurate financial results or performance metrics.

Director Orientation and Continuing Education

We provide directors with an orientation and education program to familiarize them with our business operations and plans, industry trends and corporate governance practices, as well as ongoing education on issues facing us and on subjects that assist the directors in discharging their duties. The program includes, among other things, biannual visits to different company locations to foster more director interaction with co-workers and familiarity with various company sites and businesses. Directors also are encouraged to attend courses provided by outside organizations covering various governance matters, best practices, and issues of concern to directors of publicly-traded companies. It is our policy that directors are to share with the Board or fellow committee members what they have learned.

Director Nominations

The Board nominates directors for election at each Annual Meeting and elects new directors to fill vacancies when they arise. The Nominating and Corporate Governance Committee has the responsibility to identify, evaluate, recruit and recommend qualified candidates to the Board for nomination or election.

The Nominating and Corporate Governance Committee has a policy and process regarding consideration of director candidates recommended by stockholders. The Nominating and Corporate Governance Committee reviews suggestions for director candidates recommended by stockholders and considers such candidates for recommendation based upon an appropriate balance of knowledge, experience and capability. The assessment of candidates include the candidates' relevant industry experience, general business experience, relevant financial experience, interpersonal and communication skills, as well as the candidates' roles and contributions that are valuable to the business community, personal qualities of leadership, character, judgment and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards. In addition to considering an appropriate balance of knowledge, experience and capability, the Board has as an objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, skills and other individual qualities that contribute to the Board's perspective and effectiveness. The Nominating and Corporate Governance Committee selects candidates for director based on their character, judgment, diversity of experience and backgrounds, relevance of experience, business acumen, interpersonal and communication skills, and ability to act on behalf of all stockholders. The Nominating and Corporate Governance Committee believes that nominees for director should have experience, such as experience in management or accounting and finance, or industry and technology knowledge, that may be useful to TD SYNNEX and the Board, high personal and professional ethics, and the willingness and ability to devote sufficient time to effectively carry out his or her duties as a director. The Nominating and Corporate Governance Committee believes it is appropriate for at least one member of the Board to meet the criteria for an "audit committee financial expert" as defined by SEC rules, and for a majority of the members of the Board to meet the definition of "independent director" under the rules of the NYSE. The Nominating and Corporate Governance Committee also believes it appropriate for certain key members of our management to participate as members of the Board.

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The Nominating and Corporate Governance Committee is aware that some corporate governance groups have set a maximum on the number of public company boards on which a public company director should sit regardless of the individual circumstances of the director or nature of the companies involved. The Board recognizes the concern of overboarding, where a director sits on an excessive number of boards, and, has set a limit requiring directors to sit on no more than four boards of companies (in addition to our Board) that are publicly traded on any U.S. stock exchange without express approval of the Board. In nominating candidates for director the Nominating and Corporate Governance Committee has considered the following factors, among others, in looking at the time availability of each prospective director nominee on an individual basis: (1) the size and location of the other companies, (2) the director's board duties at those companies and extent of board committee service, (3) the extent of service on large private company boards, (4) board tenure, and (5) board meeting attendance. Based on these factors, the Nominating and Corporate Governance Committee determined no director nominee should be removed from consideration due to the number of public company boards on which the director nominee serves.

Prior to each Annual Meeting, the Nominating and Corporate Governance Committee identifies nominees first by reviewing the current directors. Pursuant to the Investor Rights Agreement (as defined below), the Nominating and Corporate Governance Committee also considers the nominees proposed by the Apollo Entities. All candidates, however nominated, are evaluated based on the criteria described above, including each candidate's demonstrated prior service as a director, and the needs of the Board with respect to the particular talents and experience of its directors. In the event that a director does not wish to continue in service, the Nominating and Corporate Governance Committee determines not to nominate the director, or a vacancy is created on the Board as a result of a resignation, an increase in the size of the Board, or other event, subject to the terms of the Investor Rights Agreement, the Nominating and Corporate Governance Committee will consider various candidates for Board membership, including those suggested by the Nominating and Corporate Governance Committee members, by other Board members, by any executive search firm engaged by the Nominating and Corporate Governance Committee and by stockholders. A stockholder who wishes to suggest a prospective nominee for the Board should notify our Corporate Secretary, any member of the Nominating and Corporate Governance Committee, or the persons referenced below in "Communications with the Board of Directors" in writing with any supporting material the stockholder considers appropriate. For more information about the Investor Rights Agreement, see the section entitled "Certain Relationships and Related Party Transactions—Transactions Entered Into in Connection with the Mergers—Related Agreements."

In addition, our Bylaws contain provisions that address the process by which a stockholder may nominate an individual to stand for election to the Board at an Annual Meeting. In order to nominate a candidate for director, a stockholder must give timely notice in writing to our Corporate Secretary and otherwise comply with the provisions of our Bylaws. To be timely, our Bylaws provide that the stockholder's notice must be delivered to, or mailed and received, not more than 120 days nor less than 90 days in advance of the anniversary of the date the proxy statement was provided to the stockholders in connection with the previous year's Annual Meeting. However, in the event that no Annual Meeting was held in the previous year or the Annual Meeting is called for a date that is more than 30 days before or after the anniversary date of the previous year's Annual Meeting, notice by the stockholder must be received by the Corporate Secretary no later than the close of business on the later of (i) the 90th day prior to such Annual Meeting and (ii) the 10th day following the day on which public announcement of the date of such meeting is first made. Information required by our Bylaws to be in the notice include, among other requirements, the name and contact information for the candidate and the person making the nomination and other information about the nominee that must be disclosed in proxy solicitations under Section 14 of the Securities Exchange Act of 1934 and the related rules and regulations under that Section. The nominee must also complete a signed questionnaire, representation and agreement as described in our Bylaws.

Stockholder nominations must be made in accordance with the procedures outlined in, and include the information required by, our Bylaws and must be addressed to: TD SYNNEX Corporation, 44201 Nobel Drive, Fremont, California 94538, Attention: Corporate Secretary. You can obtain a copy of our Bylaws by writing to the Corporate Secretary at this address.

Stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must also provide notice that sets forth the information required by Rule 14a-19 of the Securities Exchange Act of 1934 no later than January 19, 2025.

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Communications with the Board of Directors

The Board has a process for stockholders and other interested persons to send communications to directors. If you wish to communicate with the Board as a whole or to non-management directors, you may send your communication in writing to: David Vetter, Corporate Secretary, or the Chair of the Audit Committee, at 16202 Bay Vista Drive, Clearwater, Florida 33760. You must include your name and address in the written communication and indicate whether you are a stockholder of TD SYNNEX or other interested person. Mr. Vetter or the Chair of the Audit Committee will review any communication received from a stockholder or other interested person, and all material communications from stockholders or other interested persons will be forwarded to the appropriate director or directors or Board committee based on the subject matter.

2023 Directors' Compensation Table

The following tables set forth the compensation amounts paid to each person who served as a non-executive director during the fiscal year ended November 30, 2023 for their service in such fiscal year. The table does not include the compensation amounts paid to Mr. Hume, who currently is President and Chief Executive Officer, as well as to Mr. Polk, who currently is Hyve Solutions Executive, as both are named in the Summary Compensation Table.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)[1][2]	All Other Compensation ($)[3]	Total ($)
Fred Breidenbach	100,000	184,979	1,712	286,691
Kathleen Crusco[4]	17,582	92,470	345	110,397
Robert Kalsow-Ramos[5]	—	—	—	—
Hau Lee	120,000	184,979	1,712	306,691
Matthew Miau	100,000	184,979	1,712	286,691
Nayaki Nayyar	120,000	184,979	1,712	306,691
Matthew Nord[5]	—	—	—	—
Claude Pumilia[4]	17,582	92,470	345	110,397
Merline Saintil	100,000	184,979	1,712	286,691
Ann Vezina	163,750	184,979	1,712	350,441
Duane Zitzner	135,000	184,979	1,712	321,691

(1) Amounts listed in these columns represent the grant date fair value of stock awards recognized by us under FASB ASC Topic 718 for the fiscal year ended November 30, 2023 rather than the amounts realized by the named individuals. See Note 5 "Share-Based Compensation" for valuation assumptions used to calculate the fair value included in our Annual Report on Form 10-K for the fiscal year ended November 30, 2023. There were no new stock options granted during the fiscal year ended November 30, 2023

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(2) The table below sets forth the aggregate number of outstanding stock awards held by our non-executive directors that have not vested as of November 30, 2023. There were no outstanding option awards held by our non-executive directors as of November 30, 2023.

Name	Stock Awards (#)
Fred Breidenbach	493
Kathleen Crusco	694
Robert Kalsow-Ramos	—
Hau Lee	493
Matthew Miau	493
Nayaki Nayyar	493
Matthew Nord	—
Claude Pumilia	694
Merline Saintil	493
Ann Vezina	493
Duane Zitzner	493

(3) The amounts in this column represent the dollar value of dividends paid during the fiscal year ended November 30, 2023 (as part of a dividend paid to all of our stockholders) on unvested restricted stock awards; such dividends were not factored into the grant date fair value of stock awards required to be reported in the stock awards column of the table.

(4) Ms. Crusco and Mr. Pumilia joined the Board after the start of the term and received prorated retainers and grants.

(5) Board members representing Apollo are uncompensated. Therefore, Mr. Nord and Mr. Kalsow-Ramos did not receive any compensation from the Company for their service as directors during the fiscal year ended November 30, 2023.

Narrative to Directors' Compensation Table

The compensation and benefit program for our non-executive directors is designed to achieve the following goals: (1) compensation should fairly pay directors for work required of directors serving an entity of our size and scope; (2) compensation should align directors' interests with the long-term interests of stockholders; and (3) the structure of compensation should be transparent and easy for stockholders to understand. We review director compensation every year.

For the fiscal year ended November 30, 2023, other than Mr. Nord and Mr. Kalsow-Ramos, each non-executive director serving a full term received an annual retainer of $100,000 payable quarterly and an annual restricted stock grant under the 2020 Stock Incentive Plan valued at approximately $185,000. Ms. Crusco and Mr. Pumilia joined the Board after the start of the term and received prorated retainers and grants.

The annual grant is prorated based upon the expected service period between the director's service commencement date and the immediately following Annual Meeting. The valuation of the stock price in determining the number of shares of restricted stock is based upon the closing price on the first trading day following the director's appointment or election (or, if during a trading black-out period, upon the expiration of the third trading day following the opening of the trading window that follows the quarterly earnings call) and vests quarterly based upon our fiscal quarters.

For the fiscal year ended November 30, 2023, other than Matthew Nord and Robert Kalsow-Ramos, each non-executive director received the following compensation. These retainer amounts are reviewed and revised from time to time to reflect compensation practices among our peers based on information provided by our compensation consultant Compensia, Inc. ("Compensia"). Also, all directors are reimbursed for their reasonable out-of-pocket expenses in serving on the Board or any committee of the Board.

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Compensation Components	Amount ($)
Annual Cash Retainer[1][2]	100,000
Annual Equity Retainer[1][3]	185,000
Board Chair Retainer[4][6]	150,000
Lead Independent Director Retainer[5][6]	35,000
Committee Chair Retainers[6]	
Audit Committee Chair	35,000
Compensation Committee Chair	20,000
Nominating & Corporate Governance Committee Chair	20,000

(1) The annual retainer is prorated based upon the expected service period between the director's service commencement date and the immediately following Annual Meeting.

(2) Payable in quarterly installments.

(3) Approximate value of annual restricted stock grant under the 2020 Stock Incentive Plan. The valuation of the stock price in determining the number of shares of restricted stock is based upon the closing price on the first trading day following the director's appointment or election (or, if during a trading black-out period, upon the expiration of the third trading day following the opening of the trading window that follows the quarterly earnings call) and vests quarterly based upon our fiscal quarters.

(4) Annual Board Chair Retainer as of September 1, 2023. Board Chair received prorated amount of $37,500 for remainder of fiscal year 2023.

(5) Annual Lead Independent Director Retainer (until August 31, 2023). Lead Independent Director received prorated amount of $26,250 through August 31, 2023.

(6) Payable quarterly in advance.

We request each current member of the Board, other than the uncompensated Apollo Directors, to hold an equity position in TD SYNNEX of the equivalent value of at least five times the annual base retainer (excluding committee chair retainers) in common stock, whether vested or unvested, or vested in-the-money stock options on the date of each Annual Meeting, commencing with the 2023 Annual Meeting. For any director initially elected after the 2020 Annual Meeting, we provide a five-year period within which to meet the equity ownership request.

In the fiscal year ended November 30, 2023, Matthew Miau received the same standard retainer and equity compensation as the other outside directors, as approved by the Nominating and Corporate Governance Committee, which had responsibility for review of director compensation.

Compensation Committee Interlocks and Insider Participation

Fred Breidenbach, Hau Lee, and Nayaki Nayyar, served as members of the Compensation Committee during the fiscal year ended November 30, 2023. None of the members who served on the Compensation Committee during the fiscal year ended November 30, 2023 has served as an officer or been an employee of TD SYNNEX and we do not have any related person transactions with any of the members of the Compensation Committee. In addition, the Board has determined that these members and nominees have no material relationship with us, that each of these directors is an independent director and that each of these directors meets the heightened independence standards applicable to members of the Compensation Committee. None of our executive officers currently serves, or in the past year has served, on the board of directors or compensation committee of any entity that has one or more executive officers serving, or proposed to serve, who is a member of our Board or Compensation Committee.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures for Review of Related Party Transactions

A "Related Party Transaction" is a transaction, arrangement or relationship in which we or any of our subsidiaries was, is or will be a participant, the amount of which involved exceeds $120,000, and in which any Related Person had, has or will have a direct or indirect material interest. A "Related Person" means:

- any person who is, or at any time during the applicable period was, one of our executive officers or directors or a director nominee;
- any person who is known by us to be the beneficial owner of more than 5% of any class of our voting securities;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in- law or sister-in-law of an executive officer, director, director nominee or a beneficial owner of more than 5% of any class of our voting securities, and any person (other than a tenant or employee) sharing the household of such executive officer, director, director nominee or beneficial owner of more than 5% of any class of our voting securities; or
- any firm, corporation or other entity in which any of the foregoing persons is a partner or principal or in a similar position of control or in which such person has a 10% or greater beneficial ownership interest.

We have adopted a written policy requiring material transactions relating to related party transactions to be approved by the Audit Committee, which is composed of disinterested members of the Board. The Audit Committee will review such Related Person Transactions at its regularly scheduled meetings or at special meetings called for that purpose. The Audit Committee will approve, ratify or disapprove a Related Person Transaction, and will decide if any amendments, modifications, remedies, or conditions to ensure the Related Person Transaction is conducted in a fair manner should be made. The Audit Committee will review and consider the relevant facts and circumstances of a Related Person Transaction and whether the Related Person Transaction has an impact on any other regulatory or listing standards, or policy of the Company. Transactions will be approved or ratified if the Audit Committee determines, in its business judgment based on the review of the available information, that the Related Person Transaction is fair, reasonable and consistent with the best interests of the Company.

Transactions Related to the Acquisition of Tech Data

The Mergers

On September 1, 2021, legacy SYNNEX Corporation acquired legacy Tech Data Corporation through a series of two mergers, which are described below, and such acquisition is described herein as the "Mergers". As a result of the Mergers, Tech Data became an indirect subsidiary of TD SYNNEX Corporation. The acquisition was completed pursuant to the terms and conditions of the Agreement and Plan of Merger (the "Merger Agreement"), dated March 22, 2021 by and among the Company, Spire Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of the Company ("Merger Sub I"), Spire Sub II, LLC, a Delaware limited liability company and a wholly owned subsidiary of the Company ("Merger Sub II"), and Tiger Parent (AP) Corporation, a Delaware corporation ("Tiger Parent"), which is the parent corporation of Tech Data, pursuant to which, subject to the terms and conditions of the Merger Agreement, Merger Sub I merged with and into Tiger Parent (the "Initial Merger"), with Tiger Parent surviving the Initial Merger as a wholly owned subsidiary of the Company (such surviving corporation, the "Surviving Corporation"), followed immediately by the merger of the Surviving Corporation with and into Merger Sub II (the "Subsequent Merger" and together with the Initial Merger, the "Mergers"), with Merger Sub II surviving the Subsequent Merger as a wholly owned subsidiary of the Company.

Pursuant to the Merger Agreement at the effective time of the Initial Merger and in consideration for all the issued and outstanding common shares of Tiger Parent, we paid to Tiger Parent Holdings, L.P. ("Tiger Holdings"), an affiliate of Apollo Management IX, L.P. and Tiger Parent's sole stockholder, consideration of $1,610,000,000 in cash ($1,110,000,000 in cash after giving effect to the $500,000,000 equity contribution by Tiger Holdings to Tiger Parent prior to the effective time) and 44,000,000 shares of our common stock. As a result of the Mergers, Tiger Holdings became the holder of approximately 46% of our common stock at the time.

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Following the closing of the Mergers, Tiger Holdings distributed or transferred an aggregate of 43,248,620 shares of our common stock to various individuals and entities. As part of these distributions and transfers, Tiger Holdings transferred an aggregate of 42,601,585 shares of our common stock to entities affiliated with Apollo Management IX, L.P. as follows: 26,651,552 shares to AP IX Tiger Holdings, L.P., 10,309,583 shares to AP IX Tiger Coinvest (ML), L.P. and 5,640,450 shares to AP IX Tiger Coinvest L.P. (these funds, collectively with Tiger Holdings, the "Apollo Entities") and also transferred initially to Richard Hume 45,727 shares, Patrick Zammit 22,824 shares, David Vetter 12,334 shares, John Henry 2,731 shares, and Nayaki Nayyar 1,729 shares. Apollo subsequently restructured its holdings among its affiliates and also sold a portion of its holdings pursuant to its registration rights provided in the Investor Rights Agreement.

Related Agreements

Investor Rights Agreement

In connection with the completion of the Mergers, we entered into an Investor Rights Agreement with Tiger Holdings dated as of September 1, 2021 (the "Investor Rights Agreement"). The Investor Rights Agreement includes certain rights and obligations as set forth below.

Board of Directors

Pursuant to the Investor Rights Agreement, the Apollo Entities have the right to nominate a certain number of directors for our Board, depending on the percentage held at the time by the Apollo Entities of the number of outstanding shares of our common stock on September 1, 2021. Specifically, the Apollo Entities have the right to nominate:

(i) up to four directors, if the Apollo Entities collectively own 30% or more of the outstanding shares of our common stock, two of which must be "independent" directors, within the meaning of the New York Stock Exchange;
(ii) up to three directors, if the Apollo Entities collectively own between 20% and 30% of the outstanding shares of our common stock, one of which must be an independent director;
(iii) up to two directors, if the Apollo Entities collectively own between 10% and 20% of the outstanding shares of our common stock; and
(iv) up to one director, if the Apollo Entities collectively own between 5% and 10% of the outstanding shares of our common stock.

The directors nominated by the Apollo Entities shall be referred to herein as "Apollo Directors." The initial Apollo Directors were Robert Kalsow-Ramos, Nayaki Nayyar, Matthew Nord, and Merline Saintil. Pursuant to the Investor Rights Agreement, any replacement Apollo Director must be approved by a majority of the directors on the Board that are not Apollo Directors.

The Investor Rights Agreement also provides that, of the remaining directors who are not Apollo Directors, one director shall be the then-serving Chief Executive Officer of the Company, currently Richard Hume, and the other directors will be nominated in accordance with the provisions of our bylaws and Certificate of Incorporation, at that time Dennis Polk, Fred Breidenbach, Hau Lee, Matthew Miau, Ann Vezina and Duane Zitzner. In the event the size of the Board is increased or decreased to other than eleven directors (the number at the time of the Mergers), the number of Apollo Directors will be proportionately increased or decreased to most closely equal the percentage of the Board originally consisting of Apollo Directors. The Board may determine the composition and makeup of any committees of the Board. The Chair or any Lead Independent Director will also be selected by the Board. Apollo Directors must fulfill their pro rata portion of any diversity requirements pursuant to law, stock exchange rules, or other regulatory requirements based on the percentage of the Board consisting of Apollo Directors.

Directors' and Officers' Insurance

Under the Investor Rights Agreement, we must maintain directors' and officers' liability insurance as determined by the Board, with the Company serving as the primary indemnitor for all directors, including the Apollo Directors.

Information Rights

Under the Investor Rights Agreement, for so long as the Apollo Entities own at least 10% of our common stock, the Apollo Entities have certain inspection and information rights, including, among other things, access to our or our material subsidiaries' books and records, access to our auditors and officers, access to quarter-ends reports, and information on significant corporate actions.

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Certain Actions Requiring Approvals

Under the Investor Rights Agreement, we or our material subsidiaries may not, without approval of a majority of the directors on the Board, which must include the approval of a majority of the Apollo Directors, amend any provision of our charter, bylaws or similar organizational documents in a way that adversely affects the Apollo Entities.

Restricted Activities; Voting

Under the Investor Rights Agreement, the Apollo Entities may not, without our prior written consent:

- make any statement or proposal to the Board or our stockholders with respect to any business combination, tender offer, or sale of substantially all assets;
- form any voting groups with any of our stockholders other than solely among affiliates of the Apollo Entities;
- seek to control or change the management of the Board or the Company;
- acquire any additional shares of our stock entitled to vote; or
- publicly disclose any arrangement relating to the foregoing or knowingly facilitate any of the foregoing.

These restrictions will automatically terminate on the first date following the 90th day after the Apollo Entities collectively beneficially own less than 5% of the outstanding shares of our common stock.

Corporate Opportunity Waiver

Under the Investor Rights Agreement, we have waived the corporate opportunity doctrine to the extent permitted under the Delaware General Corporation Law with respect to the Apollo Directors and Apollo Entities, so long as such person is not an employee of the Company or our subsidiaries (the "Covered Persons"). Specifically, we agreed that the Covered Persons do not have a duty to refrain from: (i) investing in or conducting any business of any kind, (ii) doing business with our or any of our affiliates' clients, customers, vendors or lessors, or (iii) making any investments in any kind of property in which we may make investments. Further, we agreed, among other things, subject to any express agreement otherwise that may from time to time be in effect, that if a Covered Person acquires knowledge of a potential transaction which may constitute a corporate opportunity for both (a) the Covered Person outside of his or her capacity as a member of the Board and (b) the Company, then the Covered Person shall not have any duty to offer or communicate information regarding such corporate opportunity to us, and we renounced any interest or expectancy in any potential transaction or matter of which the Covered Person acquires knowledge, except for any corporate opportunity which is expressly offered to a Covered Person in writing solely in his or her capacity as a member of the Board, or as expressly agreed otherwise.

Registration Rights

Pursuant to the Investor Rights Agreement, we filed an automatically effective registration statement registering the resale of the Registrable Securities (as defined below) on September 2, 2021. Additionally, pursuant to the Investor Rights Agreement, the Apollo Entities have the right to require us to register a sale of any Registrable Securities held by the Apollo Entities with a dollar value of $100 million or greater. The Apollo Entities are entitled to make up to two registration demands in any rolling twelve-month period, including short form registration demands, that we register such securities for sale under the Securities Act of 1933. We also agreed that the Apollo Entities will have "piggy-back" registration rights to include their Registrable Securities in certain other registration statements filed by us.

For purposes of the Investor Rights Agreement, "Registrable Securities" means shares of our common stock; provided that any Registrable Securities shall cease to be Registrable Securities when (a) a registration statement with respect to the sale of such Registrable Securities has been declared effective under the Securities Act and such Registrable Securities have been disposed of in accordance with the plan of distribution set forth in such registration statement, (b) such Registrable Securities are distributed pursuant to Rule 144 or (c) such Registrable Securities shall have been otherwise transferred and new certificates for them not bearing a legend restricting further transfer under the Securities Act shall have been delivered by us; and provided, further, that any securities that have ceased to be Registrable Securities shall not thereafter become Registrable Securities and any security that is issued or distributed in respect of securities that have ceased to be Registrable Securities is not a Registrable Security.

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Pursuant to the Apollo Entities' registration rights, and as previously reported on Current Reports on Form 8-K filed on January 30, 2023, October 13, 2023 and January 31, 2024, the Apollo Entities sold shares of our common stock in three separate secondary public offerings, a portion of which was purchased by the Company in concurrent share repurchases.

Interests of the Company's Directors and Executive Officers in the Mergers

In connection with the Mergers, on September 1, 2021, we issued common stock to Tiger Parent as part of the Merger Consideration. The general partner of Tiger Holdings had adopted resolutions prior to the Mergers, pursuant to which, immediately following the effectiveness of the Mergers, all profits interests of Tiger Holdings, all of which were held by certain members of management of Tech Data Corporation, were cancelled and exchanged for the right to receive an aggregate of 1,206,549 shares of our common stock. On September 9, 2021, Tiger Holdings transferred 455,207 shares of that common stock to those management members and placed in an escrow account administered by Tiger GP the other 751,342 shares, which would be distributed to those management members pending satisfaction of certain time-based vesting requirements by them. Fifty percent of the escrowed shares vested one year following the closing date of the Mergers. The remaining fifty percent of the escrowed shares vested two years following the closing date of the Mergers; therefore, during our fiscal year 2023 Tiger Parent transferred a certain number of shares of our common stock to certain of our officers and directors, as indicated below:

Name	Shares (#)	Approximate Value of Shares[(1)] ($)
Richard Hume	81,194	8,602,504
David Vetter	16,896	1,790,131
Patrick Zammit	35,200	3,729,440
John Henry	3,599	381,314

(1) Based on the closing price of our common stock on January 22, 2024, $105.95.

MiTAC Transactions Overview

We have a business relationship with MiTAC International Corporation ("MiTAC International"), a publicly-traded company in Taiwan that began in 1992 when it became our primary investor through its affiliates. In September 2013, MiTAC Holdings Corporation ("MiTAC Holdings") was established through a stock swap from MiTAC International and became a publicly traded company on the Taiwan Stock Exchange. MiTAC International is now a wholly owned subsidiary of MiTAC Holdings. As of January 22, 2024, and as detailed in the table below, MiTAC Holdings and its affiliates (companies listed in the table below) beneficially owned approximately 9.3% of our common stock. Matthew Miau, our Chair Emeritus of the Board and a director, is the Chairman of MiTAC Holdings and a director of MiTAC Holdings' affiliates.

Until July 31, 2010, we worked with MiTAC Holdings on OEM outsourcing and jointly marketed MiTAC Holdings' design and electronic manufacturing services and our contract assembly capabilities. On July 31, 2010, MiTAC Holdings purchased certain assets related to the contract assembly business including inventory and customer contracts, primarily related to customers then being jointly serviced by MiTAC Holdings and us. We made payments of $1.0 million and $0.4 million to MiTAC Holdings and its affiliates for reimbursement of rent and overhead costs for facilities used by us during fiscal years ended November 30, 2023 and 2022, respectively.

We purchased inventories and services from MiTAC Holdings and its affiliates totaling $174.1 million and $257.7 million during fiscal years 2023 and 2022, respectively. Our sales to MiTAC Holdings, and its affiliates during fiscal years 2023 and 2022 totaled $12.3 million and $1.3 million, respectively. Most of the purchases and sales in 2023 and 2022 were pursuant to the agreements mentioned under the heading "Agreements with MiTAC Holdings and Affiliates" below.

Our business relationship with MiTAC Holdings and its affiliates has been informal and is not governed by long-term commitments or arrangements with respect to pricing terms, revenue or capacity commitments.

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We negotiate pricing and other material terms on a case-by-case basis with MiTAC Holdings and its affiliates. We have adopted a policy requiring that material transactions with MiTAC Holdings or its related parties be approved by the Audit Committee, which is composed solely of independent directors. In addition, Matthew Miau's compensation was approved by the Nominating and Corporate Governance Committee and will be approved by the Compensation Committee going forward, which are also composed solely of independent directors.

Beneficial Ownership of our Common Stock by MiTAC Holdings

As noted above, MiTAC Holdings and its affiliates in the aggregate beneficially owned approximately 9.3% of our common stock as of January 22, 2024. These shares are owned by the following MiTAC affiliates:

MiTAC Affiliate	Shares (#)
MiTAC Holdings[(1)]	4,769,980
Synnex Technology International Corporation[(2)]	3,473,888
Total	8,243,868

(1) Represents 2,403,229 shares held via MiTAC Holdings, 2,064,649 shares held via MiTAC International, a wholly owned subsidiary of MiTAC Holdings, and 302,102 shares held via Silver Star Developments Ltd., a wholly-owned subsidiary of MiTAC International. Excludes 145,542 shares directly held by Matthew Miau, 217,050 shares indirectly held by Matthew Miau through a charitable remainder trust, and 189,603 shares indirectly held through his wife.

(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, entity, or entities that hold a majority interest in MiTAC Incorporated.

While the ownership structure of MiTAC Holdings and its affiliates is complex, it has not had a material adverse effect on our business in the past, and we do not expect it to do so in the future.

Synnex Technology International is a separate entity from us and 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. Neither MiTAC Holdings nor Synnex Technology International is restricted from competing with us.

Agreements with MiTAC Holdings and Affiliates

We have entered into several additional agreements with affiliates of MiTAC Holdings. These agreements do not constitute contracts or obligations by any party to purchase products or services from the other parties, nor do they restrict our ability to conduct our business, except where so noted below. Accordingly, we do not believe that the termination of any of these agreements would have a material adverse effect on our business. Pursuant to these agreements, the terms for contracted services or purchased products are individually negotiated and, if agreed upon by the parties, such terms are included in a purchase order. In the fiscal year ended November 30, 2023, we paid an aggregate of approximately $174.1 million to MiTAC Holdings and its affiliates, most of which was paid pursuant to the distribution and supply agreements described below.

Distribution Agreement. In April 2009, we entered into a distribution agreement with MiTAC Digital Corp. Pursuant to the agreement, we may purchase certain MiTAC Digital products for distribution in the United States. The agreement had an initial term of one year and automatically renews for subsequent one year terms. The agreement may be terminated without cause by either party upon 90 days prior written notice of termination to the other party.

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Logistics Services Agreements. In March 2010, we entered into a logistical services agreement with MiTAC Digital Corp. Pursuant to the agreement, we provide certain reverse logistics services related to products returned by MiTAC Digital's customers in Canada. The agreement had an initial term of two years and automatically renews for subsequent one year terms. The agreement may be terminated without cause either by the mutual written agreement of the parties or, following the initial two year term, by either party without cause upon 90 days prior written notice of termination to the other party.

Distribution Agreement—Stocking. In October 2006, we entered into a distribution and stocking agreement with MiTAC International. Pursuant to the agreement, we may purchase certain MiTAC International products for distribution in the United States. The agreement had an initial term of one year and automatically renews for subsequent one year terms. The agreement may be terminated without cause either by the mutual written agreement of both parties or by either party without cause upon 30 days prior written notice of termination to the other party.

Manufacturing Supply Agreement. In October 2014, our subsidiary Hyve Solutions Corporation and its affiliates and subsidiaries entered into a manufacturing supply agreement with MiTAC Computing Technology Corporation. Pursuant to the agreement, Hyve Solutions may purchase and use certain MiTAC Computing Technology products to fulfill manufacturing contracts for third party customers worldwide. The agreement had an initial term of one year and automatically renews for subsequent one year terms. The agreement may be terminated without cause by the mutual written agreement of both parties or by either party without cause upon 30 days prior written notice of termination to the other party. During fiscal 2019, we also embarked upon a collaboration with MiTAC Computing Technology Corporation in furtherance of our design and supply program. During fiscal 2022 we ceased the collaboration and are now in the process of finalizing the termination of the agreement and dissolution of the affected entities, but MiTAC Computing Technology Corporation continues to provide support to Hyve Solutions Corporation's design and supply program under existing agreements.

Logistics Services Agreement. In November 2011, we entered into a logistics services agreement with Getac, Inc., a subsidiary of Getac Technology Corporation, where we provide integration services and pick, pack and ship services for Getac. The agreement had an initial term of two years and automatically renews for subsequent one year terms. The agreement may be terminated without cause by the mutual written agreement of both parties or by either party without cause upon 90 days prior written notice of termination to the other party.

Distribution Agreement. In February 2012, we entered into a distribution agreement with Getac, Inc. Pursuant to the agreement, we may purchase certain Getac products for distribution in the United States and Canada. The agreement has an initial term of one year and automatically renews for subsequent one year terms. The agreement may be terminated without cause by either party upon 30 days prior written notice of termination to the other party.

Strategic Distribution Agreement-Non-Consignment. In January 2018, we entered into a strategic distribution agreement-non-consignment with Getac Video Solutions, Inc., a subsidiary of Getac Technology Corporation. Pursuant to this Agreement, we may purchase certain Getac Video Solutions Products for distribution in the United States and Canada. The agreement had an initial term of one year and automatically renews for subsequent one-year terms. The agreement may be terminated without cause by the mutual written agreement of both parties or by either party without cause upon 30 days prior written notice of termination to the other party.

Letter Agreement. In connection with the Mergers and the Investor Rights Agreement, we entered into a letter agreement (the "Letter Agreement") with Silver Star Developments Ltd., Peer Developments Ltd., and any of their affiliates that becomes an owner of TD SYNNEX common stock (the "MiTAC Stockholders"). Under the Letter Agreement, we have agreed that, in the event we file a registration statement with respect to an underwritten offering or a shelf registration statement, whether on our own account or otherwise, or we receive an underwritten shelf take-down notice, then the MiTAC Stockholders shall be given notice thereof, and shall be entitled to include in such filings the shares of TD SYNNEX common stock held by them, subject to certain underwriter cutbacks.

Distribution Agreement. In July 2023, we entered into a distribution agreement with MiTAC Computing Technology Corporation. Pursuant to the agreement, we may purchase certain datacenter solution products for distribution in the United States. In September 2023, a parallel distribution agreement was entered into for distribution in certain regions outside of the United States. These agreements have an initial term of one year and automatically renew for subsequent one-year terms. The agreements may be terminated without cause by either party upon 30 days prior written notice of termination to the other party.

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Indemnification Agreements

We entered into indemnification agreements with directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We also may enter into indemnification agreements with our future directors and executive officers.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of January 22, 2024, the record date, as to shares of our common stock beneficially owned by: (i) each person who is known by us to own beneficially more than 5% of our common stock, (ii) each of our executive officers listed in the 2023 Summary Compensation Table on page 46, (iii) each of our directors and (iv) all of our current directors and executive officers as a group. Unless otherwise stated below, the address of each beneficial owner listed on the table is c/o TD SYNNEX Corporation, 44201 Nobel Drive, Fremont, California 94538. Subsequent to the record date, and as previously reported on a Current Report on Form 8-K filed by us on January 31, 2024, entities managed by affiliates of Apollo Global Management, Inc. sold shares of our common stock, a portion of which were repurchased by the Company in a concurrent share repurchase, which reduced the percentage beneficially owned by such holders in the aggregate to approximately 20% of our outstanding shares immediately following such sale and concurrent repurchase. The percentage of common stock beneficially owned in the table below is based on 89,133,390 shares outstanding as of January 22, 2024.

	Amount and Nature of Beneficial Ownership			
Name and Address of Beneficial Owner	Shares Beneficially Owned[1] (#)	Right To Acquire Beneficial Ownership within 60 days of January 22, 2024[2] (#)	Total (#)	Percentage Beneficially Owned[1][2] (%)
5% Stockholders:				
Entities managed by affiliates of Apollo Global Management, Inc.[3] See note (3) for address	26,153,049	—	26,153,049	29.3
Entities affiliated with MiTAC Holdings Corporation and related parties[4] See note (4) for address	8,796,063	—	8,796,063	9.9
FMR LLC[5] 245 Summer Street Boston, MA 02210	6,034,128	—	6,034,128	6.8
BlackRock, Inc.[6] 50 Hudson Yards New York, NY 10001	4,888,648	—	4,888,648	5.5
Directors and Named Executive Officers:				
Fred Breidenbach	18,148	—	18,148	*
Kathleen Crusco	926	—	926	*
Richard Hume	259,363	65,761	325,124	*
Robert Kalsow-Ramos	—	—	—	*
Hau Lee	29,126	—	29,126	*
Matthew Miau[4][7]	552,195	—	552,195	*
Nayaki Nayyar	6,264	—	6,264	*
Matthew Nord	—	—	—	*
Dennis Polk	134,706	109,847	244,553	*
Claude Pumilia	926	—	926	*
Merline Saintil	4,535	—	4,535	*
Michael Urban	26,386	48,338	74,724	*
Ann Vezina	6,068	—	6,068	*
Marshall Witt	55,046	64,926	119,972	*
Patrick Zammit	144,119	—	144,119	*

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Duane Zitzner[8]	28,616	—	28,616	*
All current directors and executive officers as a group (19 persons)	1,392,976	310,220	1,703,196	1.9

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* Amount represents less than 1% of our common stock.

(1) We have determined beneficial ownership in accordance with the SEC rules. To our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws, where applicable, and the information contained in the footnotes to this table.

(2) For purposes of computing the percentage of outstanding shares held by each person or group of persons named above, shares which such person or group has the right to acquire upon exercise of stock options within 60 days of January 22, 2024 are deemed to be outstanding, but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person.

(3) Based on information reported on Amendment No. 6 to Schedule 13D and Form 4 filed with the SEC on January 17, 2024 by Apollo Management Holdings GP, LLC and the other Reporting Persons therein.

The following is based on information reported on Form 4 filed with the SEC on January 17, 2024 by Apollo Management Holdings GP, LLC and the other Reporting Persons therein.

AP IX Tiger Holdings, L.P. ("AP IX Tiger"), AP IX Tiger Co-Invest II, L.P. ("Tiger Co-Invest II") and AP IX Tiger Co-Invest (ML), L.P. ("Tiger Co-Invest ML") each hold the shares. AP IX Tiger Co-Invest (ML) GP, LLC ("Tiger Co-Invest ML GP") is the general partner of Tiger Co-Invest ML. AP IX Tiger Holdings GP, LLC ("AP IX Tiger GP") is the general partner of AP IX Tiger and Tiger Co-Invest II, and the sole member of Tiger Co-Invest ML GP. Apollo Management IX, L.P. ("Management IX") is the non-member manager of AP IX Tiger GP. The general partner of Management IX is AIF IX Management, LLC ("AIF IX LLC"). Apollo Management, L.P. ("Apollo LP") is the sole member and manager of AIF IX LLC. Apollo Management GP, LLC ("Management GP") is the general partner of Apollo LP. Apollo Management Holdings, L.P. ("Management Holdings") is the sole member of Management GP. Apollo Management Holdings GP, LLC ("Management Holdings GP") is the general partner of Management Holdings. Scott Kleinman, Marc Rowan and James Zelter are the managers, as well as executive officers, of Management Holdings GP. Each of the entities listed herein, other than AP IX Tiger, Tiger Co-Invest II and Tiger Co-Invest ML, and each of Messrs. Kleinman, Rowan and Zelter, disclaims beneficial ownership of any shares of the common stock owned of record by AP IX Tiger, Tiger Co-Invest II and Tiger Co-Invest ML, except to the extent of any pecuniary interest therein.

The following is based on information reported on Amendment No. 6 to Schedule 13D filed with the SEC on January 17, 2024 by Tiger Parent Holdings, L.P. ("Tiger Holdings") and the other Reporting Persons therein.

(a) AP IX Tiger Holdings, L.P. shares dispositive and voting power as to 16,734,645 of the shares.

(b) AP IX Tiger Co-Invest II, L.P. shares dispositive and voting power as to 3,602,146 of the shares.

(c) AP IX Tiger Co-Invest (ML), L.P. shares dispositive and voting power as to 6,189,555 of the shares.

(d) AP IX Tiger Co-Invest (ML) GP, LLC shares dispositive and voting power as to 6,189,555 of the shares.

(e) AP IX Tiger Holdings GP, LLC shares dispositive and voting power as to 26,153,049 of the shares.

(f) Apollo Management IX, L.P. shares dispositive and voting power as to 26,153,049 of the shares.

(g) AIF IX Management, LLC shares dispositive and voting power as to 26,153,049 of the shares.

(h) Apollo Management, L.P. shares dispositive and voting power as to 26,153,049 of the shares.

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(i) Apollo Management GP, LLC shares dispositive and voting power as to 26,153,049 of the shares.

(j) Apollo Management Holdings, L.P. shares dispositive and voting power as to 26,153,049 of the shares.

(k) Apollo Management Holdings GP, LLC shares dispositive and voting power as to 26,153,049 of the shares.

Tiger Holdings, AP IX Tiger Holdings, L.P. ("AP IX Tiger"), AP IX Tiger Co-Invest, L.P. ("Tiger Co-Invest"), AP IX Tiger Co-Invest II, L.P. ("Tiger Co-Invest II") and AP IX Tiger Co-Invest (ML), L.P. ("Tiger Co-Invest ML") each hold the shares. Tiger Parent Holdings GP, LLC ("Tiger GP") is the general partner of Tiger Holdings. AP IX Tiger is the sole member of Tiger GP. AP IX Tiger Co-Invest (ML) GP, LLC ("Tiger Co-Invest ML GP") is the general partner of Tiger Co-Invest ML. AP IX Tiger Holdings GP, LLC ("AP IX Tiger GP") is the general partner of AP IX Tiger, Tiger Co-Invest and Tiger Co-Invest II, and the sole member of Tiger Co-Invest ML GP. Apollo Management IX, L.P. ("Management IX") is the non- member manager of AP IX Tiger GP. The general partner of Management IX is AIF IX Management, LLC ("AIF IX LLC"). Apollo Management, L.P. ("Apollo LP") is the sole member and manager of AIF IX LLC. Apollo Management GP, LLC ("Management GP") is the general partner of Apollo LP. Apollo Management Holdings, L.P. ("Management Holdings") is the sole member of Management GP. Apollo Management Holdings GP, LLC ("Management Holdings GP") is the general partner of Management Holdings. Each of the entities listed herein, other than AP IX Tiger, Tiger Co-Invest II and Tiger Co-Invest ML, disclaims beneficial ownership of any shares of the common stock owned of record by AP IX Tiger, Tiger Co-Invest II and Tiger Co-Invest ML, except to the extent of any pecuniary interest therein.

The address of the principal office of Tiger GP, Tiger Co-Invest ML GP, and AP IX Tiger GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address of the principal office of Tiger Holdings, AP IX Tiger, Tiger Co-Invest, Tiger Co-Invest II, Tiger Co-Invest ML, Management IX, AIF IX LLC, Apollo LP, Management GP, Management Holdings, and Management Holdings GP is 9 West 57th Street, New York, NY 10019.

(4) Based on information reported on a Schedule 13G/A filed with the SEC on February 13, 2023 and subsequent Form 4s filed with the SEC on October 23, 2023, the amount includes 2,064,649 shares held by MiTAC International Corporation, 2,403,229 shares held by MiTAC Holdings Corporation, 302,102 shares held by Silver Star Developments Ltd. and 3,473,888 shares held by Peer Developments Ltd. Silver Star Developments Ltd. is a wholly-owned subsidiary of MiTAC International Corporation. MiTAC International Corporation is a wholly owned subsidiary of MiTAC Holdings Corporation. Silver Star Developments Ltd. and MiTAC International Corporation are wholly-owned subsidiaries of MiTAC Holdings Corporation. The principal business office for MiTAC International Corporation, Silver Star Developments Ltd., and MiTAC Holdings Corporation is No. 202 Wenhua 2nd Road, Guishan Dist., Taoyuan City 333, Taiwan (R.O.C.). Peer Developments Ltd. is a wholly-owned subsidiary of Synnex Technology International Corporation. The principal business office for Synnex Technology International Corporation and Peer Developments Ltd. is 4F, No. 75 Sec. 3, Minsheng E. Rd., Zhongshan Dist., Taipei City 104, Taiwan (R.O.C.). Matthew F.C. Miau is the Chairman of the board of directors of MiTAC Holdings Corporation, MiTAC International Corporation and Synnex Technology International Corp. and a director of TD SYNNEX. Each of the reporting persons disclaims membership in a group. The beneficial ownership of the 552,195 shares Matthew F.C. Miau claims, and which is included in the amount reported above, includes 145,542 shares directly held by Mr. Miau, 217,050 shares indirectly held by MASJ Holding Charitable Remainder Trust, and 189,603 shares indirectly held by Mr. Miau's spouse. In addition, MiTAC Holdings Corporation disclaims beneficial ownership of the 3,473,888 shares directly held by Peer Developments Ltd. and disclaims beneficial ownership of the 552,195 shares held by Mr. Miau. Synnex Technology International Corporation disclaims beneficial ownership of the 4,769,980 shares held by MiTAC Holdings Corporation and disclaims beneficial ownership of the 552,195 shares held by Mr. Miau. Mr. Miau disclaims beneficial ownership of the 4,769,980 shares held by MiTAC Holdings Corporation and disclaims beneficial ownership of the 3,473,888 shares directly held by Peer Developments Ltd.

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(5) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 9, 2023 by FMR LLC, this amount reflects securities beneficially owned, or that may be deemed to be beneficially owned, by FMR LLC, certain of its subsidiaries and affiliates, and other companies. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act advised by Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees. FMR reports sole voting power with respect to 6,032,508 shares and sole dispositive power with respect to 6,034,128 shares. Abigail P. Johnson reports sole dispositive power with respect to 6,034,128 shares.

(6) Based solely on the information reported on a Schedule 13G filed with the SEC on January 31, 2024 by BlackRock, Inc., BlackRock, Inc. has sole voting power with respect to 4,588,139 shares and sole dispositive power with respect to 4,888,648 shares.

(7) Mr. Miau's share ownership total includes indirect beneficial ownership of 217,050 shares held by MASJ Holding Charitable Remainder Trust, for which his wife serves as trustee, and 189,603 shares held by his wife.

(8) Mr. Zitzner's share ownership total includes indirect beneficial ownership of 3,000 shares held by the Zitzner 1998 Revocable Trust.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Committee has overall responsibility for TD SYNNEX's executive compensation policies as provided in a written charter adopted by the Board. The Compensation Committee is empowered to review and approve the compensation and related procedures for our executive officers.

The Compensation Discussion and Analysis describes TD SYNNEX's executive compensation program and reviews compensation decisions for our Chief Executive Officer and Chief Financial Officer, and our three other most highly compensated executive officers, all of whom were serving as of November 30, 2023 (collectively, our Named Executive Officers or "NEOs"). For fiscal year 2023, our NEOs and their respective titles were as follows:

Name	Title
Richard Hume	President and Chief Executive Officer
Dennis Polk	Hyve Solutions Executive
Marshall Witt	Chief Financial Officer
Michael Urban[(1)]	President, Americas
Patrick Zammit[(2)]	President, Europe and APJ

(1) Mr. Urban will leave the Company effective March 1, 2024.

(2) Mr. Zammit was promoted to Chief Operating Officer of TD SYNNEX on January 1, 2024.

Executive Summary

Among the Company's most notable achievements during fiscal year 2023 were completion of major integration efforts and attainment of synergies to which we committed when we announced the Mergers in 2021. The achievement of our primary business priorities and financial objectives help align the Company's performance with the long-term interests of shareholders.

The Compensation Committee has reviewed both legacy executive compensation programs as well as current market and competitive trends with the support of its independent compensation advisor, Compensia, to implement a progressively more integrated approach to compensation during our fiscal years 2023 and 2024.

Objectives and Philosophy of Our Compensation Program

In June 2017, the Board determined that, consistent with the stockholders' advisory vote in March 2017, it will include in our proxy materials a stockholder vote on executive compensation every year until the next required stockholder vote on the frequency of stockholder votes concerning executive compensation. At last year's Annual Meeting, our stockholders approved our executive compensation programs, as disclosed in last year's proxy statement, in an advisory "say on pay" vote, with 86,312,020 votes cast in favor of approval and approximately 2,611,511 votes cast against. As the Compensation Committee evaluated our compensation principles and policies during fiscal year 2023, it was mindful of this favorable outcome and the stockholders' strong support of our compensation objectives and compensation programs.

Our compensation philosophy is to pay for performance as well as to offer competitive compensation to attract and retain talented executive officers. Our program is designed to align the interests of our executive officers with those of our stockholders. A significant portion of an executive officer's total compensation depends on the executive officer's performance relative to operational and financial objectives. We stress a compensation philosophy that is performance-driven, with relatively moderate base salaries, bonuses through our Management Incentive Plan and awards through our long-term incentive equity program that are performance-based, and equity compensation where value depends on stock price performance.

We believe that the compensation of our executive officers should reflect their success as a management team, as well as on an individual basis, in attaining key operating objectives, such as growth of sales, growth of operating earnings and earnings per share, return on invested capital, growth or maintenance of market share, long-term competitive advantage, and, ultimately, an increased market price for our common stock. We believe that the performance of our executive officers in managing TD SYNNEX, considered in light of general economic conditions, our company, our industry, and competitive conditions, should be the basis for determining their overall compensation.

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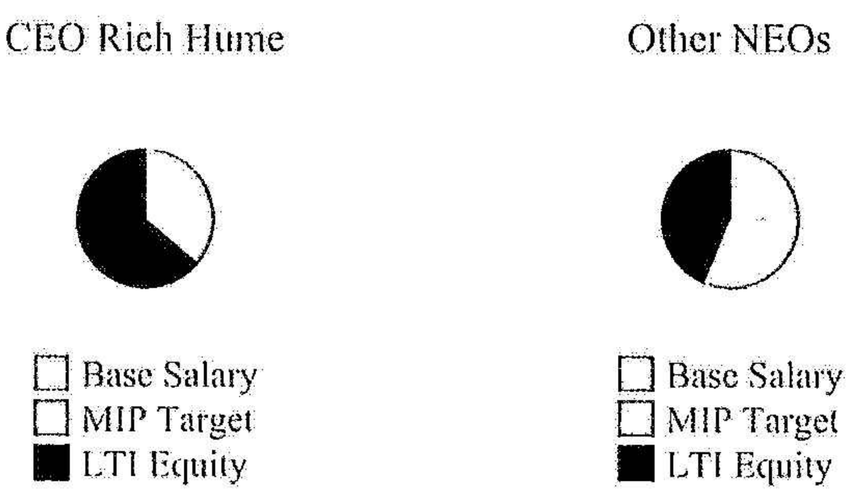
We also believe that their compensation should not be based on the short-term performance of our stock, as we expect the long-term performance of our stock to be reflective of our operating performance and the management of TD SYNNEX by our executive officers. We seek to have the long-term performance of our stock be a predominant factor in our executive compensation.

Competitive compensation is important if we are to attract and retain the talent necessary to lead TD SYNNEX in the competitive and changing business environment in which we operate. In this regard, we are mindful of the median level of compensation of our competitors. We strive for internal equity among co-workers according to job responsibilities, experience, capability, and individual performance. Our executive compensation program impacts all co-workers by setting general levels of compensation and helping to create an environment of goals, rewards and expectations. As we believe the performance of every co-worker is important to our success, we are mindful of the effect that our executive compensation and incentive program has on all of our co-workers.

The differences in compensation among the various executive officers are based primarily upon individual differences in job responsibility, contribution, performance, increase in the global scope of the business and complexity, and demands of understanding, managing and influencing global operations and integrated success. An executive with responsibility over a broader, more difficult or more profitable business unit or corporate division will have potential for greater compensation than an executive with responsibility over a narrower, less complex or less profitable business unit or corporate division.

Our compensation philosophy emphasizing performance permeates total compensation for both executive officers and non-executive co-workers. While we do not have an exact formula for allocating between cash and non-cash compensation, we try to balance long-term equity versus short-term cash compensation and variable compensation versus fixed compensation. As noted above, executive officers who have greater ability to influence the overall performance of TD SYNNEX receive more long-term equity as a percentage of total compensation than non-executive co-workers who have less ability to influence the overall performance of TD SYNNEX. Similarly, performance-related cash compensation for such executive officers as a percentage of total compensation is greater than performance-related cash compensation of non-executive co-workers. The goal is to create a balanced culture of high performance without undue risk assumption.

Our executive compensation program is predominantly variable and performance-based. As an executive's ability to impact operational performance increases, so does the proportion of at-risk, variable compensation. Target long-term incentive equity opportunity grows proportionately as job responsibilities increase, which encourages our executive officers to focus on TD SYNNEX's long-term success and aligns with the long-term interests of our shareholders. The graphics below illustrate the mix of fixed and variable compensation, and the annual MIP and long-term incentive equity compensation opportunities we provided to our CEO and other NEOs for fiscal year 2023.



Elements of Our Compensation Program

Last year, following review by our Compensation Committee, we continued a compensation program for executive officers that consists primarily of four components:

(1) base salary;

(2) Management Incentive Plan ("MIP") bonus;

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(3) time-based vesting equity grants; and

(4) performance-based vesting long-term incentive equity grants ("LTI").

The compensation elements are usually administered in four cycles. Merit raises for base salaries are generally considered and implemented in the April-May period. Annual equity grants in the form of restricted stock awards or restricted stock units ("RSUs"), other than LTI awards, are generally awarded in the September-October period. Management Incentive Plan bonuses are generally paid in the December-January period and LTI awards in the form of performance-based RSUs are generally granted in the January-February period. However, all of the above elements are reviewed and determined on at least an annual basis by the Compensation Committee.

The components of the compensation program are described as follows:

Base Salary. Base salaries are designed to provide a consistent cash flow throughout the year as compensation for day-to-day responsibilities. Base salaries generally remain near the 25th percentile for the Chief Executive Officer position and near the 50th-75th percentile for the other comparable positions in our peer group.

Base salaries for our executive officers are reviewed, and, if deemed appropriate, adjusted, on an annual basis. Merit increases are based on, among other things, individual performance, any new responsibilities assumed and the overall financial forecast that helps define the ability to provide a merit increase budget for the year. With respect to each executive's individual performance, we assess the breadth and complexity of the area of responsibility and the individual contributions and seek to quantify the same. Determination of base salary is not made in accordance with a strict formula that measures weighted qualitative and quantitative factors, but rather is based on objective data synthesized to competitive ranges and to internal policies and practices.

The Compensation Committee increased the base salary of the Chief Financial Officer and President, Americas at the start of fiscal year 2023. The Compensation Committee also increased the base salary of the Chief Executive Officer at the start of fiscal year 2023; the Chief Executive Officer requested due to certain industry conditions at the time that he forgo the increase to his base salary starting March 2023.

Management Incentive Plan. The MIP cash bonuses reward individuals for achieving financial goals, in keeping with a performance-driven environment conducive to increasing stockholder value. Bonuses granted to executive officers under our MIP are determined by the Compensation Committee based upon quantitative considerations. The Compensation Committee establishes in writing specific performance goals for each participant, which must be achieved in order for an award to be earned under our MIP for that fiscal year. According to the terms of the MIP, performance goals may be based upon any one or more of the following: net income per share, revenue, cash flow, earnings per share, return on equity, total stockholder return, share price performance, return on capital, return on assets or net assets, income or net income, operating income or net operating income, operating profit or net operating profit, operating margin or profit margin, return on operating revenue, return on invested capital, sales productivity, sales growth, market segment share or similar financial performance measures as may be determined by the Compensation Committee. The Compensation Committee sets reasonably stringent minimum Management Incentive Plan hurdles and performance metrics. The Compensation Committee is also authorized to recoup any bonuses or portion thereof to mitigate the potential for undue risk assumption. We believe that our integrated MIP directly links pay to the scope and impact of each job, offers programs and practices that keep pace with the changing needs of the business, and maintains a fair, equitable and global framework that allows for regional differences.

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The selected performance measures and weightings for MIP bonuses to the NEOs for fiscal year 2023 were as follows:

Name	Worldwide Non-GAAP Net Income (%)	Worldwide Next Gen Direct Contribution Margin (%)	Regional Non-GAAP Operating Income (%)	Business Unit Non-GAAP Net Income (%)	Regional Return on Working Capital (%)	Worldwide or Business Unit Return on Invested Capital (%)
Richard Hume	60	20	—	—	—	20
Marshall Witt	60	20	—	—	—	20
Dennis Polk	—	—	—	60	—	40
Michael Urban	30	20	30	—	20	—
Patrick Zammit	30	20	30	—	20	—

A set of financial metrics, based on the executive's role and, as applicable, region or business unit, drives what the executive earns as part of the Management Incentive Plan. The final payout an executive officer earns is based on the performance with respect to each metric. There is a payout "acceleration curve" that applies to each metric. We must achieve at least 70% of the metric to trigger any payout. A 70% achievement will mean a 30% payout for that metric. If we meet the performance metric target, then the executive will earn a 100% payout for that metric. If we overachieve on a metric, the executive officer could earn up to 200% of the payout, depending on the degree of over achievement. At 101%, the payout would be 110%.

The MIP bonus for each NEO generally is based upon a certain percentage of the NEO's annual base salary for the applicable fiscal year. With respect to Mr. Polk's bonus, the amount of the target is equal to $800,000, as stated in Mr. Polk's January 2023 amended offer letter. In the event that the minimum threshold performance target is met, then our executive officers receive a bonus based on the following approximate percentage of base salary for fiscal year 2023, as applicable:

Name	Minimum Payment (if Threshold is Met) as Percentage of Base Salary[1] (%)	Target Payment as Percentage of Base Salary[1] (%)	Maximum Payment as Percentage of Base Salary[1] (%)
Richard Hume	75.0	250.0	500.0[2]
Marshall Witt	37.5	125.0	250.0
Dennis Polk	30.0	100.0	200.0
Michael Urban	52.5	175.0	350.0
Patrick Zammit	37.5	125.0	250.0

(1) The applicable base salary is each officer's then-current base salary at the end of the fiscal year.

(2) Management Incentive Plan maximum payout is capped at $3.5 million.

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Our fiscal year 2023 MIP targets related to financial metrics that we publicly report, the attainment of these target metrics, the over/under attainment percentage and the payout percentage for our NEOs were:

Performance Measure	Fiscal 2023 Target (currency in millions)	Fiscal 2023 Attainment	Fiscal 2023 Attainment	Fiscal 2023 Bonus Payout
Worldwide Non-GAAP Net Income	$ 1,088	$ 1,054	97 %	97 %
Worldwide Return on Invested Capital	10.4 %	10.1 %	97 %	97 %

The above performance targets are tied directly to our financial results in relation to our annual operating plan for fiscal year 2023. The Compensation Committee certified the above achievement levels after the completion of fiscal year 2023. Performance targets and achievement levels for purposes of the MIP were calculated using non-GAAP measures as described more fully in Appendix A of this Proxy Statement, where we also have included reconciliations to GAAP.

For the fiscal year ended November 30, 2023, the following NEOs received the following bonuses:

Name	Total MIP Bonus Payment ($)	Amount Attributable to Worldwide Non-GAAP Net Income ($)	Amount Attributable to Worldwide Next Gen Direct CM ($)	Amount Attributable to Regional Non-GAAP Operating Income ($)	Amount Attributable to Business Unit Non-GAAP Net Income ($)	Amount Attributable to Regional Return on Working Capital ($)	Amount Attributable to Worldwide or Business Unit Return on Invested Capital ($)
Richard Hume	2,486,400	1,396,800	624,000	—	—	—	465,600
Marshall Witt	730,380	410,310	183,300	—	—	—	136,770
Dennis Polk	1,600,000	—	—	—	960,000	—	640,000
Michael Urban	978,223	350,225	312,916	174,029	—	141,053	—
Patrick Zammit	572,507	196,184	175,285	97,485	—	103,553	—

Equity Grants. Long-term incentives involve time-based vesting equity grants and performance-based vesting grants, including restricted stock awards and RSUs. The Compensation Committee believes that the long-term incentive equity program ties executive compensation to long-term business performance and also aligns total compensation closer to the market comparatives in value and in form. The Compensation Committee grants equity incentives to our NEOs under our shareholder-approved 2020 Stock Incentive Plan.

Equity grants are based on a number of considerations. The Compensation Committee considered the following principal elements:

- corporate performance;
- dilution to stockholders;
- related expense to our company;
- job responsibilities and past performance of the executive officer;
- likely future contributions by the executive officer;
- potential reward to the executive officer if the stock price appreciates in the public market;

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- management tier classification;
- equity grants made by competitors; and
- existing vested and unvested equity holdings.

Determination of equity grant amounts is based on objective data synthesized to competitive ranges and to internal policies and practices, including an overall review of both co-worker and corporate performance and the value of equity grants of comparable officers at comparable companies. We evaluate our corporate performance objective primarily by our financial performance, including growth, return on equity, ROIC, and diluted earnings per share, or EPS. Equity grants may also be made to new executive officers upon commencement of employment and, on occasion, to executive officers in connection with a significant change in job responsibility.

To further ensure that the long-term interests of executive officers are closely aligned with those of stockholders, we request that all of our executive officers, except our President and Chief Executive Officer, hold an equity position in TD SYNNEX of the lesser of the following: (1) at least two times annual base salary or (2) $1,000,000. This equity position can be satisfied by holding shares of common stock, whether vested or unvested, or vested in-the-money stock options. With respect to our President and Chief Executive Officer, we request that he hold an equity position in TD SYNNEX of the lesser of the following: (1) at least two times the sum of annual base salary plus target bonus as in effect from time to time or (2) $2,000,000. Stock ownership for our President and Chief Executive Officer includes common stock owned personally or in trust for his benefit but does not include unvested restricted stock or stock units, or stock options that are not vested and in-the-money. Performance-based RSUs are not included in the calculation for any executive officer.

In addition, to avoid any impropriety or even the appearance of such, the Compensation Committee in most cases times the equity grants to be valued only during open trading windows. If the date of an equity grant falls within a trading black-out period, then the effective grant date is upon the expiration of the third trading day after the trading black-out period ends. The exception to this standard procedure is the granting of long-term incentive RSUs, as discussed below, which are valued as of the first business day of the fiscal year. In addition, annual equity grants to executive officers are generally awarded each year in the September-October period. As part of our harmonization of legacy SYNNEX and legacy Tech Data equity programs, we continue to review certain aspects of our equity grant process for implementation during fiscal year 2024.

Time-Based, Long-Term Equity Incentives. The value of the annual time-based vesting equity incentive award is set as a percentage of target total cash compensation. The awards generally vest over three years, with one-third vesting on each of the first three grant date anniversaries. The time-based vesting element of the awards enables executives to focus on long-term goals. The size of the fiscal year 2023 annual equity grant as a percentage of target total cash compensation for each NEO was determined by the Compensation Committee based upon effectiveness of each NEO's performance in the prior year, as well as an analysis of target total cash and direct compensation compared to the peer group.

For fiscal year 2023, the NEOs were granted time-based vesting restricted stock or restricted stock unit awards as follows:

	Number of RSAs or RSUs granted (#)	Value of RSAs or RSUs ($)
Richard Hume	44,859	4,349,977
Marshall Witt	7,424	719,905
Dennis Polk	7,218	699,929
Michael Urban	8,049	780,512
Patrick Zammit	8,353	809,990

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Performance-Based, Long-Term Equity Incentives. Our annual long-term incentive ("LTI") program implemented through our 2020 Stock Incentive Plan is designed to provide long-term retention incentives to our executive officers and to create an alignment between the interests of our executive officers with those of our stockholders because appreciation in the stock price of our shares will benefit both our executive officers and our stockholders. Under the 2020 Stock Incentive Plan, the Compensation Committee may grant LTI awards that require, as a condition to vesting, the attainment of one or more performance targets specified by the Compensation Committee from the list of possible financial and operational performance metrics specified in the 2020 Stock Incentive Plan.

The Compensation Committee considers LTI program awards during the meeting held following the end of a fiscal year. The RSUs vest based upon (1) achievement, on a cumulative basis, of the applicable minimum threshold financial performance measure based on a formula derived from non-GAAP diluted EPS target performance ("non-GAAP diluted EPS formula") and (2) the achievement of adjusted ROIC target performance, with performance metrics measured over a 3-year period ending November 30. The minimum threshold non-GAAP diluted EPS formula percentage is 75% and the maximum target performance percentage is 166.7% for all executive officers.

The actual number of performance-based RSUs that will vest, if the applicable minimum threshold non-GAAP diluted EPS formula percentage is met, will be determined, on a sliding scale based on the non-GAAP diluted EPS formula performance percentage actually achieved. This amount is then adjusted by the percentage increase or decrease corresponding with our performance as measured by the adjusted ROIC performance percentage, provided that in no event will an executive officer be entitled to receive more than the maximum award (as set forth in table below). To the extent that we fail to meet our performance targets for the 3-year period, then that portion of the shares underlying the performance-based RSUs are canceled and do not vest, regardless of the adjusted ROIC performance percentage. If, for example, we achieve 75% of the Non-GAAP EPS Formula target and achieve adjusted ROIC performance at target, then our executive officers would receive 50% of the targeted shares. Similarly, if we achieve 166.67% of non-GAAP diluted EPS Formula target and achieve adjusted ROIC performance at target, then our executive officers would receive 200% of the targeted shares.

Executive officers were granted 100% of the target award with the ability to receive up to 200% of the target award if goals are exceeded. If the minimum performance threshold is not met, however, then the portion of the granted award will be fully forfeited.

For fiscal year 2023 for the LTI Program, based upon the per share price on the first business day of fiscal year 2023 (December 1, 2022) of $102.80, the executive officers were granted performance-based RSUs as follows:

	RSUs vesting at 200% target performance (#)	LTIs at maximum award of 200% of target award ($)	RSUs vesting at 100% target performance (#)	LTIs at 100% target performance ($)	RSUs vesting at 75% of target performance (represents 50% of target award) (#)	LTIs at 75% target performance (represents 50% of target award) ($)
Richard Hume	29,182	2,999,910	14,591	1,499,955	7,295	749,926
Marshall Witt	9,338	959,946	4,669	479,973	2,334	239,935
Michael Urban	10,124	1,040,747	5,062	520,374	2,531	260,187
Patrick Zammit	10,504	1,079,811	5,252	539,906	2,626	269,953

In addition, the vesting of the LTI awards is contingent upon the NEO remaining employed by us on the date of vesting. Mr. Polk did not participate in the 2023-2025 LTI program, in accordance with the description of his compensation in his employment agreement.

In considering the appropriate performance metric for the LTI awards for fiscal year 2023, the Compensation Committee, with the assistance of senior management, concluded that applicable non-GAAP diluted EPS and adjusted ROIC performance metrics be the same for all executive officers. The Compensation Committee also considered the aggregate projected cost of the equity grants to the executive officers under FASB ASC Topic 718.

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Our non-GAAP diluted EPS for the three-year performance period ended November 30, 2023 was $32.60, and our adjusted ROIC for the three-year performance period ended November 30, 2023 was 11.74%. Therefore, for the fiscal pre-Mergers 2021 LTI grant with the performance period ended November 30, 2023, the performance-based RSUs settled and vested based upon achievement of performance goals as follows:

	RSUs at 100% target performance (#)	LTIs at 100% target performance* ($)	Achievement of target (%)	RSUs vesting upon achievement of performance goals (#)
Marshall Witt	2,740	208,295	146	4,009
Dennis Polk	7,947	604,131	146	11,630
Michael Urban	4,823	366,644	146	7,058

*Based on closing stock price on December 1, 2020 of $76.02.

With respect to both our equity grants and the LTI program, the Compensation Committee considers at least annually whether to approve specific long-term equity awards based on the recommendations of our President and Chief Executive Officer (except with respect to his own awards). When determining awards, the Compensation Committee considers factors such as the individual's position with us, their prior and expected future performance and responsibilities, our retention and succession needs, and the long-term incentive award levels for comparable executives and key co-workers at companies that compete with us for executive and managerial talent. The Compensation Committee also considers the total value of equity awards previously granted and the existing equity ownership of each executive officer when determining restricted stock award levels, with particular attention paid to the value of unvested awards. In addition, the Compensation Committee considers the potential dilution and accounting costs of long-term equity awards as compared to those granted at other publicly traded companies that compete with us for business and executive talent. The 2020 Stock Incentive Plan does not state a formulaic method for weighing these factors, nor does the Compensation Committee employ one.

Deferred Compensation Plan. Our deferred compensation plan permits designated co-workers to accumulate income for retirement and other personal financial goals by deferring present income through a nonqualified plan. Our deferred compensation plan became effective on January 1, 1994 and was amended on January 7, 2008 to conform with changes required by Section 409A of the Code. Currently, none of our executive officers participate in this plan.

Benefits, Perquisites and Other. Other benefits to our executive officers include medical, dental and life insurance, as well as 401(k) plan participation. These benefits are generally available to all our co-workers.

Executive Compensation by TD SYNNEX for the Named Executive Officers

President and Chief Executive Officer. Richard Hume is our President and Chief Executive Officer and has served in this capacity since September 1, 2021. Mr. Hume's base salary was $990,277 in fiscal year 2023. Mr. Hume also received a bonus of $2,486,400 under our Management Incentive Plan, a grant of 44,859 time-based RSUs, and a grant of 14,591 performance-based RSUs. Some of the primary factors affecting Mr. Hume's compensation include, among other things, our combined company performance during fiscal year 2023 compared to our pre-established financial goals, comparative compensation of competitor companies, his contribution to the Mergers and related integration, his responsibility for the strategy of our Company, and his overall leadership responsibility of our Company.

Chief Financial Officer. Marshall Witt has served as our Chief Financial Officer since April 2013. Mr. Witt's annual base salary was $565,773 in fiscal year 2023. For fiscal year 2023, Mr. Witt also received a bonus of $730,380 under our Management Incentive Plan, a restricted stock award of 7,424 shares, and a grant of 4,669 performance-based RSUs. Some of the primary factors affecting Mr. Witt's compensation include, among other things, our performance toward our pre-established financial goals, his contribution to the overall leadership of our Company, his contribution to the Mergers effort and related integration, and his leadership of the worldwide finance organization.

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Hyve Solutions Executive. Dennis Polk is a member of our Company's Executive Leadership Team and is our Hyve Solutions Executive. Mr. Polk served as the Company's Executive Chair of the Board from September 2021 to August 2023. He is also a Director and has served in this capacity since February 2012. Mr. Polk previously served as President and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Senior Vice President of Corporate Finance since joining us in February 2002. Mr. Polk's annual base salary was $803,077 in fiscal year 2023. Mr. Polk also received a bonus of $1,600,000 under our Management Incentive Plan and a restricted stock award of 7,218 shares. Some of the primary factors affecting Mr. Polk's compensation include, among other things, our fiscal year 2023 financial performance that exceeded our pre-established financial goals, comparative compensation of competitor companies, his participation on our leadership team and his responsibilities related to our Hyve Solutions business.

President, Americas. Michael Urban has served as our President, Americas since September 2021 and, pre-Mergers served as our President, Worldwide Technology Solutions Distribution since February 2019. Mr. Urban is responsible for our Americas distribution business and Global Service business. Mr. Urban's base salary was $689,418 in fiscal year 2023. For fiscal year 2023, Mr. Urban also received a bonus of $978,223 under our Management Incentive Plan, a restricted stock award of 8,049 shares, and a grant of 5,062 performance-based RSUs. Some of the primary factors affecting Mr. Urban's compensation include, among other things, our performance toward our pre-established financial goals, his contribution to the overall leadership of our Company, and his leadership in the merger of SYNNEX and Tech Data since day one and related integration.

Chief Operating Officer (Former President, Europe and APJ). Patrick Zammit has served as our Chief Operating Officer since January 2024. He previously served as our President, Europe and APJ from September 2021 to December 2023. Mr. Zammit's base salary was $539,338 in fiscal year 2023 and he received a bonus of $572,507 under our Management Incentive Plan, both using a weighted average Euro-to-Dollar exchange rate for the twelve months ended November 30, 2023. Mr. Zammit also received a grant of 8,353 time-based RSUs, and a grant of 5,252 performance-based RSUs. Some of the primary factors affecting Mr. Zammit's compensation include, among other things, our performance toward our pre-established financial goals, his contribution to the overall leadership of our Company, and his leadership of the Europe and APJ distribution function of our Company.

Risk Assessment of Our Compensation Program

We have assessed our compensation programs and have concluded that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on our company. The risk assessment process included a review of program policies and practices; program analysis to identify risk and risk control related to the programs; and determinations as to the sufficiency of risk identification, the balance of potential risk to potential reward, risk control and the support of the program and their risks to our company strategy. Although we reviewed all compensation programs, we focused primarily on the programs with variability of payout, with the ability of an executive officer to directly affect payout and the controls on executive officer action and payout. By way of examples, we reviewed our compensation programs for certain design features that have been identified by experts as having the potential to encourage excessive risk-taking, including:

- too much focus on equity;
- compensation mix overly weighted toward annual incentives;
- highly leveraged payout curve and uncapped payouts;
- unreasonable goals or thresholds; and
- steep payout cliffs at certain performance level that may encourage short-term business decisions to meet payout thresholds.

We are satisfied that these potential pitfalls have been avoided or mitigated, as listed below. We continue to monitor our compensation programs and reserve the right to adjust them as we judge necessary to avoid creating undue risk.

In addition, we have internal controls over financial reporting and the measurement and calculation of compensation goals, and other financial, operational, and compliance policies and practices that are designed to keep our compensation programs from being susceptible to manipulation by any employee, including our executive officers.

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Other risk-mitigating factors considered by the Compensation Committee include the following:

- the use of different types of compensation that provide a balance of short-term and long-term incentives with fixed and variable components;
- our minimum equity holding guidelines;
- our recoupment policy which, in the event of a restatement of our financial results, requires the Compensation Committee to seek to recover excess incentive-based compensation;
- our Insider Trading Policy prohibits our directors, officers, and all other co-workers from entering into hedging or monetization transactions with respect to our securities;
- caps on performance-based awards to limit windfalls;
- every executive officer must obtain permission from our Legal Department before the sale of any shares of our common stock, even during an open trading window;
- our prohibition of trading our securities on a short-term basis, on margin, or in a short sale transaction;
- our policy against buying or selling puts or calls on our common stock;
- our Code of Conduct; and
- the Compensation Committee's consideration of ethical behavior as integral in assessing the performance of all executive officers.

Ultimately, our incentive compensation is designed to reward executive officers for committing to and delivering goals that are intended to be challenging yet provide them a reasonable opportunity to reach the threshold amount, while requiring meaningful growth to reach the target level and substantial growth to reach the maximum level. The amount of growth required to reach the maximum level of compensation is developed within the context of the normal business planning cycle and, while difficult to achieve, is not viewed to be at such an aggressive level that it would induce our executive officers to take inappropriate risks that could threaten our financial and operating stability.

What We Do	What We Do Not Do
Provide an annual bonus that is a significant portion of total direct compensation and that is performance-based and not guaranteed	No repricing of underwater stock options
Mitigate undue risk in compensation programs	No tax gross-ups related to change in control
Maintain equity ownership guidelines for executives	No significant perquisites
Provide reasonable post-employment and change in control protection to executives	No hedging and pledging of Company securities by directors and executive officers
Use an independent compensation consultant who does not provide other services to the Company	
Maintain a recoupment policy which requires us to seek the repayment of performance-based compensation in the event of a restatement of the Company's financial results	

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Tax Deductibility Considerations

Section 162(m) of the Code, as amended by the Tax Cuts and Jobs Act of 2017, generally disallows a deduction for federal tax purposes to any publicly traded corporation for any remuneration in excess of $1,000,000 paid in any taxable year to its chief executive officer, chief financial officer and other covered employees who are among the most highly compensated executive officers. While we consider the deductibility of awards in determining executive compensation, we also reserve the Compensation Committee's flexibility to provide one or more covered executive officers with the opportunity to earn compensation that is nondeductible under Section 162(m) when the Compensation Committee believes that such compensation is appropriate to attract and retain executive talent.

Compensation Committee

The Compensation Committee has overall responsibility for our executive compensation policies as provided in a written charter adopted by the Board. The Compensation Committee is empowered to review and approve the annual compensation and compensation procedures for our executive officers. The Compensation Committee does not delegate any of its functions to others in setting compensation.

Compensation Consultant and Peer Group Analysis. To assist in this process, the Compensation Committee retained the services of Compensia, Inc. as its compensation consultant during fiscal year 2023. Compensia reported directly to the Compensation Committee and the Compensation Committee directly approved Compensia's fees. Management had no role in the selection of the compensation consultant. The Compensation Committee retained the services of Compensia to outline executive compensation trends and developments, review and analyze TD SYNNEX's executive compensation philosophy and programs, and provide summary of findings and considerations for use in fiscal year 2023. The Compensation Committee also retained Compensia to review non-executive director compensation. Neither TD SYNNEX nor the Compensation Committee engaged any compensation consultants during fiscal year 2023 whose fees exceeded $120,000. The Compensation Committee believes that Compensia's advice was independent of management, and Compensia has certified the same in writing, and benefited our company and stockholders. In reaching this conclusion, the Compensation Committee considered all factors relevant to Compensia's independence from management, including factors suggested by the New York Stock Exchange in its rules related to compensation advisor independence.

Compensia provided the Compensation Committee with a review of the overall compensation climate in the United States, best practices, and trends specific to our industry. Compensia provided analyses of base salaries, bonuses, long-term incentives and benefit practices of comparable peer companies. Compensia's work did not raise any conflict of interest.

The following comparable technology distribution, electronic manufacturing services, IT consulting, and other peer companies were used in our competitive benchmarking for fiscal year 2023 executive compensation.

Arrow Electronics, Inc.
Avnet, Inc.
Cardinal Health, Inc.
CDW Corporation
DXC Technology Company
Hewlett Packard Enterprise Company
Insight Enterprises, Inc.
Jabil Inc.
Western Digital Corporation

Beginning with its determination of fiscal year 2024 executive compensation, the Compensation Committee has added Flex, Ltd. to the compensation peer group.

In addition to talking to members of the Compensation Committee, Compensia also contacted certain of our executive officers and other co-workers in our human resources department to obtain historical data and insight into previous compensation practices. The Compensation Committee took information provided by Compensia into consideration when setting executive compensation for fiscal years 2021, 2022 and 2023.

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Tally Sheets and the Role of President and Chief Executive Officer. In fiscal year 2023, the Compensation Committee continued the practice of reviewing the total remuneration of the executive officers using summary tables, or tally sheets. These tally sheets allowed the Compensation Committee to undertake a comprehensive review across all forms of compensation, and to understand the effect that changing profit and stock price scenarios could have on such remuneration forms.

Our President and Chief Executive Officer also made recommendations to the Compensation Committee as to the compensation of the other named executive officers. The Compensation Committee can accept or adjust such recommendations for these officers. However, in general, the Compensation Committee considered the recommendations of our President and Chief Executive Officer, the named executive officer's role, responsibilities and performance during the past year, and the amount of compensation paid to named executive officers in similar positions at comparable companies. These recommendations were considered in relation to annual performance reviews and played an important role in the compensation determinations by the Compensation Committee. For our President and Chief Executive Officer, the Compensation Committee solely determined the compensation of the President and Chief Executive Officer based on competitive benchmarking provided by Compensia.

In general, we believe that the current executive compensation program meets the objectives of rewarding executive officers for measurable results in meeting and exceeding goals.

Compensation Committee Report

The following report of the Compensation Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other filing by TD SYNNEX under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with TD SYNNEX's management. Based on this review and these discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in TD SYNNEX's proxy statement on Schedule 14A and incorporated by reference into its Annual Report on Form 10-K for the fiscal year ended November 30, 2023.

Respectfully submitted by the members of the Compensation Committee of the Board:

Mr. Hau Lee, Chair
Mr. Fred Breidenbach
Ms. Nayaki Nayyar

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2023 Summary Compensation Table

The table includes our principal executive officer, our principal financial officer, and the three highest compensated executive officers other than the principal executive officer and principal financial officer at the end of fiscal year 2023.

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)(3)	Option Awards($)(2)	Non-equity Incentive Plan Compensation Earnings ($)(3)	All Other Compensation ($)(4)	Total($)
Richard Hume *President and Chief Executive Officer*[6]	2023	990,277	—	5,759,614	—	2,486,400	18,343[7]	9,254,634
	2022	960,000	—	2,249,948	2,099,993	2,179,104	9,150	7,498,195
	2021	258,462	—	1,539,935	2,099,965	2,496,000	3,135,000[8]	9,529,362
Marshall Witt *Chief Financial Officer*	2023	565,773	—	1,170,977	—	730,380	46,092[10]	2,513,222
	2022	512,500	139,599	962,272	—	697,994	35,111	2,347,476
	2021	502,212	150,000	2,616,361[9]	714,959	960,938	20,802	4,965,272
Dennis Polk *Hyve Solutions Executive*[11]	2023	803,077	—	699,929	—	1,600,000	48,716[12]	3,151,722
	2022	743,125	—	1,033,226	333,314	1,974,813	113,573	4,198,051
	2021	735,457	581,000	9,368,964[9]	3,159,964	2,786,719	71,933	16,704,037
Michael Urban *President, Americas*	2023	689,418	—	1,269,551	—	978,223	43,661[13]	2,980,853
	2022	562,692	330,000	1,207,061	—	1,011,297	31,699	3,142,749
	2021	557,933	225,000	1,878,160[9]	1,019,960	1,691,250	10,336	5,382,639
Patrick Zammit *President, Europe and APJ*[14]	2023	539,338	—	1,317,386	—	572,507	193,786[15]	2,623,017
	2022	530,062	—	1,520,432	—	553,032	194,516	2,798,042
	2021	145,021	—	0	—	1,108,235	1,099,129[16]	2,352,385

(1) Amounts in this column in fiscal year 2022 represent a special cash bonus paid in support of integration efforts related to the Mergers. Amounts in this column in fiscal year 2021 represent the special cash bonus paid in special recognition of the effort and work related to the Mergers and integration work related to the Mergers.

(2) Amounts listed in these columns represent the grant date fair value of stock awards and option awards recognized by us under FASB ASC Topic 718, disregarding estimated forfeitures, rather than amounts realized by the named individuals. For valuation assumptions used to calculate the fair value of our stock and option awards, see Note 5 "Share-Based Compensation" included in our Annual Report on Form 10-K for the fiscal year ended November 30, 2023.

(3) Performance-based RSUs granted under our LTI program provide an opportunity for co-workers to receive common stock if a performance measure is met for the three-year or two-year performance period. If the minimum performance measure is not met, no award is earned. If at least the minimum performance measure is attained, awards can range from 50% to 200% of the target number of shares underlying the performance-based RSUs. The amounts in the table above reflect the aggregate grant date fair values at the target number of the performance-based RSUs granted under our LTI program described in the 2023 Summary Compensation Table Narrative on page 49, calculated in accordance with accounting guidance. Messrs. Hume and Zammit did not participate in our LTI program for fiscal year 2021 due to their joining our company in September 2021 and their continued participation in legacy Tech Data compensation programs. Messrs. Hume and Polk did not participate in the fiscal year 2022 LTI program, and Mr. Polk did not participate in the fiscal year 2023 LTI program.

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If our performance results in a future payout of the performance-based RSUs at the maximum level, the grant date fair value of the performance-based RSUs would have been as follows:

NEO	Fiscal Year 2023 (3-Year LTI) ($)	Fiscal Year 2022 (3-Year LTI) ($)	Fiscal Year 2021 (2 Year LTI) ($)	Fiscal Year 2021 (3-Year LTI) ($)
Mr. Hume	2,819,273	—	—	—
Mr. Witt	902,144	484,649	416,590	416,590
Mr. Polk	—	—	1,208,262	1,208,262
Mr. Urban	978,080	853,034	733,289	733,289
Mr. Zammit	1,014,791	892,147	—	—

The aggregate grant date fair value of the stock awards granted (including performance-based RSUs at the maximum attainment level *and* restricted stock awards *and* restricted stock units) would have been as follows:

NEO	Fiscal Year 2023 ($)	Fiscal Year 2022 ($)
Mr. Hume	7,169,250	2,249,948
Mr. Witt	1,622,049	1,204,597
Mr. Polk	699,929	1,033,226
Mr. Urban	1,758,591	1,633,578
Mr. Zammit	1,824,782	1,966,505

For additional information on grant date fair value and estimated future payouts of stock awards, see the 2023 Grants of Plan-Based Awards table on page 49, and to see the value of stock awards actually realized by the named executive officers in fiscal year 2023, see the 2023 Option Exercises and Stock Vested table on page 54.

(4) For each fiscal year, amounts in this column represent performance-based bonus awards under the Management Incentive Plan earned in that fiscal year, but paid in the subsequent fiscal year, as described in the Compensation Discussion and Analysis beginning on page 34.

(5) Amounts in this column represent all other additional compensation for fiscal year 2023 required by SEC rules to be separately quantified. The dividend amounts in this column represent the dollar value of dividends paid during the fiscal year ended November 30, 2023 (as part of a dividend paid to all of our stockholders) on unvested restricted stock awards; such dividends were not factored into the grant date fair value of stock awards required to be reported in the stock awards column of the table.

(6) Mr. Hume became our President and Chief Executive Officer on September 1, 2021 and had served as President and Chief Executive Officer of Tech Data prior to that during the periods set forth in this table.

(7) For Mr. Hume, Company contributions to the 401(k) retirement savings plan of $9,900 and a taxable prize of $5,121, and tax gross-up payments of $3,322.

(8) For Mr. Hume, Company contributions of $20,000 to the legacy Tech Data Executive Choice Plan and long-term incentive cash award of $3,115,000 paid by the Company, granted pre-Mergers by legacy Tech Data and, triggered by the change of control of legacy Tech Data on September 1, 2021 due to the Mergers.

(9) Due to the Company's pending spin-off of the Concentrix business in December 2020, for our fiscal year ended November 30, 2020, annual equity grants to co-workers, including executive officers, were structured so that the co-workers had no vested right to underlying equity before January 2021, although they received service credit from October 2020. Therefore, these annual equity grants were not included in the Summary Compensation Table for fiscal 2020, but they are included in the Summary Compensation Table for fiscal 2021.

(10) For Mr. Witt, Company contributions to the 401(k) retirement savings plan of $9,900 and dividend payments on unvested RSAs of $36,192.

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(11) Mr. Polk is our Hyve Solutions Executive. He was our President and Chief Executive Officer from March 1, 2018 until September 1, 2021 and was Executive Chair from September 1, 2021 to August 31, 2023.

(12) For Mr. Polk, Company contributions to the 401(k) retirement savings plan of $9,900 and dividend payments on unvested RSAs of $38,816.

(13) For Mr. Urban, Company contributions to the 401(k) retirement savings plan of $9,900 taxable prizes of $3,967, tax gross-up payments of $2,574, and dividend payments on unvested RSAs of $27,220.

(14) Mr. Zammit became President, Europe and APJ on September 1, 2021 and had served as President, Europe of Tech Data prior to that during the periods set forth in this table. He was appointed our Chief Operating Officer effective as of January 1, 2024. The dollar value of Mr. Zammit's compensation has been calculated using a weighted average Euro-to-Dollar exchange rate.

(15) For Mr. Zammit, this amount is comprised of the Company's contribution to a French retirement insurance program on behalf of Mr. Zammit in the amount of $47,127; premium payments by the Company to a third-party administrator for a retirement arrangement in Belgium in the amount of $115,767; $23,299 for use of a Company-provided vehicle; $1,005 of medical/hospitalization insurance; $6,330 fees paid to service provider for services related to Mr. Zammit's tax returns and equity related matters; and $258 for travel insurance.

(16) For Mr. Zammit, this amount is comprised of the Company's contribution to a French retirement insurance program on behalf of Mr. Zammit in the amount of $12,638; premium payments by the Company to a third-party administrator for a retirement arrangement in Belgium in the amount of $31,128; $6,265 for use of a Company-provided vehicle; $540 of medical/hospitalization insurance, and long-term incentive cash award of $1,048,558 paid by the Company, granted pre-Mergers by legacy Tech Data and triggered by the change of control of legacy Tech Data on September 1, 2021 due to the Mergers.

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2023 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1][2]			Estimated Future Payouts Under Equity Incentive Plan Awards[2][3]			All Other Stock Awards: Number of Shares of Stock or Units (#)[4]	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($ Sh)	Grant Date Fair Value of Stock and Option Awards ($)[5]
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Richard Hume	1/3/23	720,000	2,400,000	3,500,000	7,295	14,591	29,182	—	—	—	1,409,637
	10/3/23	—	—	—	—	—	—	44,859	—	—	4,349,977
Marshall Witt	1/3/23	211,500	705,000	1,410,000	2,334	4,669	9,338	—	—	—	451,072
	10/3/23	—	—	—	—	—	—	7,424	—	—	719,905
Dennis Polk	1/3/23	240,000	800,000	1,600,000	—	—	—	—	—	—	—
	10/3/23	—	—	—	—	—	—	7,218	—	—	699,929
Michael Urban	1/3/23	361,057	1,203,522	2,407,044	2,531	5,062	10,124	—	—	—	489,040
	10/3/23	—	—	—	—	—	—	8,049	—	—	780,512
Patrick Zammit	1/3/23	202,252	674,173	1,348,345	2,626	5,252	10,504	—	—	—	507,396
	10/3/23	—	—	—	—	—	—	8,353	—	—	809,990

(1) The target incentive amounts shown in this column reflect our annual bonus awards originally provided under our Management Incentive Plan and represent pre-established target awards as a percentage of base salary for fiscal year ended November 30, 2023, with the potential for actual awards under the plan to either exceed or be less than such target amount depending upon corporate performance. Actual award amounts are not guaranteed and are determined at the discretion of the Compensation Committee, which may consider an individual's performance during the period. For additional information, please refer to the Compensation Discussion and Analysis section. Actual Management Incentive Plan payouts are reflected in the Non-Equity Incentive Plan Compensation column of the 2023 Summary Compensation Table.

(2) The threshold illustrates the smallest payout that can be made if all of the pre-established performance objectives are achieved at the minimum achievement level. The target is the payout that can be made if the pre-established performance objectives have been achieved at the target achievement level. The maximum is the greatest payout that can be made if the pre-established maximum performance objectives are achieved or exceeded at the outperform achievement levels. Actual payouts may be more or less than these amounts and are at the discretion of the Compensation Committee.

(3) The shares related to the January 3, 2023 awards represent the range of shares that may be released at the end of the performance period for the LTI awards, which is December 1, 2022 to November 30, 2025. If the minimum threshold performance percentage of the internally established financial goals are not achieved, no performance-based RSUs will vest for the executive officers.

(4) Unless noted otherwise, executive officer restricted stock awards and time-based RSUs vest as to one-third of the shares on the first three anniversaries of the grant date.

(5) Fair value of performance-based RSU grants is calculated using the closing stock price on the date of the grant, based on the probable outcome of the performance conditions, adjusted for the exclusion of dividend equivalents. We pay dividends on restricted stock awards, and, accordingly, no adjustment is required to the stock price of the restricted stock awards.

Narrative to 2023 Summary Compensation Table and 2023 Grants Plan-Based Awards Table

See Compensation Discussion and Analysis above for a complete description of compensation plans pursuant to which the amounts listed under the 2023 Summary Compensation Table and 2023 Grants of Plan-Based Awards Table were paid or awarded and the criteria for such payment, including targets for payment of annual incentives, as well as performance criteria on which such payments were based. The Compensation Discussion and Analysis also describes the options, restricted stock awards and RSU grants.

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Except as otherwise noted, stock awards granted prior to October 2021 vest as to 20% of the shares on each of the first five anniversaries of the grant date. Beginning with the grants in October 2021, except as otherwise noted, all stock awards vest as to 25% of the shares on each of the first four anniversaries of the grant date. Beginning with the grants in October 2022, except as otherwise noted, all stock awards vest as to 33% of the shares on each of the first three anniversaries of the grant date. Except as otherwise noted, all stock options vest as to 20% of the shares on the first anniversary of the date of grant and vest as to 1/60th of the shares monthly thereafter.

2023 Outstanding Equity Awards at Fiscal Year-End Table

The following table sets forth information regarding outstanding equity-based awards, including the potential dollar amounts realizable with respect to each award.

	Option Awards[1]				Stock Awards[2]			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights that have not Vested ($)
Richard Hume	30,793	26,055[3]	107.32	10/5/2031	—	—	—	—
	23,267	40,043[4]	87.82	10/4/2032	—	—	—	—
	—	—	—	—	7,174[5]	707,643	—	—
	—	—	—	—	16,909[6]	1,667,904	—	—
	—	—	—	—	44,859[7]	4,424,892	—	—
	—	—	—	—	—	—	14,591[8]	1,439,256
Total	**54,060**	**66,098**	—	—	**68,942**	**6,800,439**	**14,591**	**1,439,256**
Marshall Witt	7,549	—	45.64	10/6/2025	—	—	—	—
	10,333	—	57.34	10/4/2026	—	—	—	—
	9,141	—	65.83	10/3/2027	—	—	—	—
	16,032	—	38.89	10/11/2028	—	—	—	—
	8,591	1,928	56.50	10/2/2029	—	—	—	—
	7,042	4,377[9]	90.52	1/20/2031	—	—	—	—
	4,117	5,763	107.32	10/5/2031	—	—	—	—
	—	—	—	—	488	48,136	—	—
	—	—	—	—	1,192[10]	117,579	—	—
	—	—	—	—	11,047[15]	1,089,676	—	—
	—	—	—	—	465[11]	45,868	—	—
	—	—	—	—	1,565	154,372	—	—
	—	—	—	—	5,410[12]	533,642	—	—
	—	—	—	—	7,424[13]	732,303	—	—
	—	—	—	—	—	—	5,480[14]	540,547
	—	—	—	—	—	—	4,131[16]	407,482
	—	—	—	—	—	—	4,669[8]	460,550
Total	**62,805**	**12,068**	—	—	**27,591**	**2,721,576**	**14,280**	**1,408,579**
Dennis Polk	235	—	45.64	10/6/2025	—	—	—	—
	778	—	57.34	10/4/2026	—	—	—	—
	12,188	—	65.83	10/3/2027	—	—	—	—
	5,851	—	49.35	4/9/2028	—	—	—	—
	29,101	—	38.89	10/11/2028	—	—	—	—
	18,047	8,541	56.50	10/2/2029	—	—	—	—
	31,185	19,385[9]	90.52	1/20/2031	—	—	—	—
	18,160	25,424	107.32	10/5/2031	—	—	—	—
	3,361	5,801	106.35	1/19/2032	—	—	—	—
	—	—	—	—	1,403	138,392	—	—

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Name	Option Awards[1]				Stock Awards[2]			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value or Unearned Shares, Units or Other Rights that have not Vested ($)
	—	—	—	—	3,424[10]	337,743	—	—
	—	—	—	—	1,804[11]	177,947	—	—
	—	—	—	—	4,500	443,880	—	—
	—	—	—	—	2,507	247,290	—	—
	—	—	—	—	5,260[12]	518,846	0	—
	—	—	—	—	7,218[13]	711,984	—	—
	—	—	—	—	—	—	15,894[14]	1,567,784
Total	**118,906**	**59,151**	—	—	**26,116**	**2,576,082**	**15,894**	**1,567,784**
Michael Urban	16,256	855	49.69	2/1/2029	—	—	—	—
	12,273	2,755	56.50	10/2/2029	—	—	—	—
	10,061	6,252[9]	90.52	1/20/2031	—	—	—	—
	5,866	8,210	107.32	10/5/2031	—	—	—	—
	—	—	—	—	926	91,341	—	—
	—	—	—	—	814	80,293	—	—
	—	—	—	—	1,988[10]	196,096	—	—
	—	—	—	—	698[11]	68,851	—	—
	—	—	—	—	2,627	259,127	—	—
	—	—	—	—	5,866[12]	578,622	—	—
	—	—	—	—	8,049[13]	793,953	—	—
	—	—	—	—	—	—	9,646[14]	951,481
	—	—	—	—	—	—	7,271[16]	717,211
	—	—	—	—	—	—	5,062[8]	499,316
Total	**44,456**	**18,072**	—	—	**20,968**	**2,068,284**	**21,979**	**2,168,009**
Patrick Zammit	—	—	—	—	4,864[17]	479,785	—	—
	—	—	—	—	3,043[6]	300,162	—	—
	—	—	—	—	8,353[7]	823,940	—	—
	—	—	—	—	—	—	4,322[16]	426,322
	—	—	—	—	—	—	5,252[8]	518,057
Total	—	—	—	—	**16,260**	**1,603,886**	**9,574**	**944,379**

(1) Unless otherwise noted, all option awards listed in these columns vest and become exercisable as to 20% of the shares on the first anniversary of the grant date and vest as to 1/60th of the shares monthly thereafter over the remaining four-year period. The exercise prices of the awards stated in the table are as of the 2023 fiscal year end. Option awards granted before the Spin-off were bifurcated as of the Spin-off at the beginning of the 2021 fiscal year to become options for common stock of both TD SYNNEX and Concentrix Corporation, in each case subject to the same terms as applied prior to the Spin-off. As a result, the exercise prices of stock options in the table were adjusted in fiscal year 2021 in accordance with the terms of the Employee Matters Agreement related to the Spin-off and the 2020 Stock Incentive Plan and are lower, reflecting the bifurcation of TD SYNNEX options.

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(2) Unless otherwise noted, all stock awards listed in this table vest as to 20% of the shares on each of the first five anniversaries of the grant date. Market value was determined by multiplying the number of shares of stock or units, as applicable, by $98.64, the closing price of our Common Stock on November 30, 2023, the last trading day of our last completed fiscal year. Except as otherwise noted, stock awards were bifurcated as of the Spin-off to become stock awards for common stock of both TD SYNNEX and Concentrix Corporation, in each case subject to the same terms as applied prior to the Spin-off.

(3) This stock option vests as to 25% of the shares on the first anniversary of September 1, 2021 and vests as to 1/48th of the shares monthly thereafter.

(4) This stock option vests as to 1/3 of the shares on the first anniversary of October 4, 2022 and vests as to 1/36th of the shares monthly thereafter.

(5) Represents shares of common stock issuable upon settlement of restricted stock units awarded under the 2020 Stock Incentive Plan. The restricted stock units vest as to 25% of the shares on each of the first four anniversaries of September 1, 2021.

(6) Represents shares of common stock issuable upon settlement of restricted stock units awarded under the 2020 Stock Incentive Plan. The restricted stock units vest as to 1/3 of the shares on each of the first three anniversaries of October 4, 2022.

(7) Represents shares of common stock issuable upon settlement of restricted stock units awarded under the 2020 Stock Incentive Plan. The restricted stock units vest as to 1/3 of the shares on each of the first three anniversaries of October 3, 2023.

(8) These performance-based RSUs under the 3-Year fiscal year 2023 LTI program will vest based upon (1) the achievement, on a cumulative basis, of the applicable minimum threshold financial performance measure based on a formula derived from non-GAAP diluted earnings per share ("non-GAAP diluted EPS formula") target performance and (2) the achievement of an average adjusted return on invested capital ("adjusted ROIC") target performance, with both performance metrics measured over a three-year period ending November 30, 2025. The minimum threshold non-GAAP diluted EPS formula target performance percentage is 75% and the maximum target performance percentage is 166.7% for each Officer under each program. The actual number of RSUs that will vest if the applicable minimum threshold non-GAAP diluted EPS formula percentage is met will be determined on a sliding scale based on the non-GAAP diluted EPS formula performance percentage actually achieved. The resulting number of shares that will vest under either program based on the non-GAAP diluted EPS formula metric will then be adjusted by a percentage increase or decrease corresponding with TD SYNNEX's performance as measured by the adjusted ROIC performance percentages, but in no event will an officer be entitled to receive more than the number of shares set forth in the table above (the "Maximum Amount"). If the minimum threshold non-GAAP diluted EPS formula target performance is not achieved, no RSUs will vest, regardless of the achievement of the adjusted ROIC performance.

At 100% target non-GAAP diluted EPS formula and adjusted ROIC performance, the officers' RSUs will vest as to 50% of the Maximum Amount. Any unvested shares underlying the RSUs will not vest and will be canceled. In addition, the vesting of the RSUs is contingent upon the Officer remaining employed by TD SYNNEX on the date of vesting. In the event of an officer's death prior to the vesting date, TD SYNNEX will transfer to such officer's estate the number of shares that would have vested on or prior to such officer's death.

(9) This stock option vests as to 20% of the shares on the first anniversary of October 7, 2020 and vests as to 1/60th of the shares monthly thereafter.

(10) Represents shares of restricted stock awarded under the 2020 Stock Incentive Plan. The restricted stock vests as to 20% of the shares on each of the first five anniversaries of October 7, 2020.

(11) Represents shares of restricted stock awarded under the 2020 Stock Incentive Plan. The restricted stock vests as to 1/3 of the shares on December 1, 2021, December 1, 2022 and December 1, 2023.

(12) Represents shares of restricted stock awarded under the 2020 Stock Incentive Plan. The restricted stock vests as to 1/3 of the shares on each of the first three anniversaries of October 4, 2022.

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(13) Represents shares of restricted stock awarded under the 2020 Stock Incentive Plan. The restricted stock vests as to 1/3 of the shares on each of the first three anniversaries of October 3, 2023.

(14) These performance-based RSUs under the 3-Year FY2021 LTI program will vest based upon (1) the achievement, on a cumulative basis, of the applicable minimum threshold financial performance measure based on a formula derived from non-GAAP diluted earnings per share ("non-GAAP diluted EPS formula") target performance and (2) the achievement of an average adjusted return on invested capital ("adjusted ROIC") target performance, with both performance metrics measured over a three-year period ending November 30, 2023. The minimum threshold non-GAAP diluted EPS formula target performance percentage is 75% and the maximum target performance percentage is 166.7% for each officer under each program. The actual number of RSUs, if the applicable minimum threshold non-GAAP diluted EPS formula percentage is met, will vest on a sliding scale of the non-GAAP diluted EPS formula target performance percentage actually achieved. The resulting number of shares that will vest under either program based on the non-GAAP diluted EPS formula metric will then be adjusted by a percentage increase or decrease corresponding with TD SYNNEX's performance as measured by the adjusted ROIC performance percentages, but in no event will an officer be entitled to receive more than the number of shares set forth in the table above (the "Maximum Amount"). If the minimum threshold non-GAAP diluted EPS formula target performance is not achieved, no RSUs will vest, regardless of the achievement of the adjusted ROIC performance.

At 100% target non-GAAP diluted EPS formula and adjusted ROIC performance, the officers' RSUs will vest as to 50% of the Maximum Amount. Any unvested shares underlying the RSUs will not vest and will be canceled. In addition, the vesting of the RSUs is contingent upon the officer remaining employed by TD SYNNEX on the date of vesting. In the event of an officer's death prior to the vesting date, TD SYNNEX will transfer to such officer's estate the number of shares that would have vested on or prior to such officer's death.

(15) Represents shares of restricted stock awarded under the 2020 Stock Incentive Plan. The restricted stock vests on the third anniversary of the date of grant.

(16) These RSUs under the 3-Year FY2022 LTI program will vest based upon (1) the achievement, on a cumulative basis, of the applicable minimum threshold financial performance measure based on a formula derived from earnings per share ("non-GAAP diluted EPS Formula") target performance and (2) the achievement of an average return on invested capital ("adjusted ROIC") target performance, with both performance metrics measured over a three-year period ending November 30, 2024. The minimum threshold non-GAAP diluted EPS Formula target performance percentage is 75% and the maximum target performance percentage is 166.7% for each officer under each program. The actual number of RSUs that will vest if the applicable minimum threshold Non-GAAP EPS Formula percentage is met will be determined on a sliding scale based on the non-GAAP diluted EPS Formula performance percentage actually achieved. The resulting number of shares that will vest under either program based on the non-GAAP diluted EPS Formula metric will then be adjusted by a percentage increase or decrease corresponding with TD SYNNEX's performance as measured by the adjusted ROIC performance percentages, but in no event will an officer be entitled to receive more than 200% of the target number of shares (the "Maximum Amount"). If the minimum threshold non-GAAP diluted EPS Formula target performance is not achieved, no RSUs will vest, regardless of the achievement of the adjusted ROIC performance.

At 100% target non-GAAP diluted EPS Formula and adjusted ROIC performance, the officers' RSUs will vest as to 50% of the Maximum Amount. Any unvested shares underlying the RSUs will not vest and will be canceled. In addition, the vesting of the RSUs is contingent upon the officer remaining employed by TD SYNNEX on the date of vesting. In the event of an officer's death prior to the vesting date, TD SYNNEX will transfer to such officer's estate the number of shares that would have vested on or prior to such officer's death.

(17) Represents shares of restricted stock units awarded under the 2020 Stock Incentive Plan. The restricted stock units vests as to 25% of the shares on each of the first and second anniversaries of the date of grant and 50% of the shares on the third anniversary of the date of grant.

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2023 Option Exercises and Stock Vested Table

The following table sets forth the dollar amounts realized pursuant to the vesting or exercise of equity-based awards during fiscal year 2023.

	Option Awards		Stock Awards	
Name	Acquired on Exercise (#)	Value Realized On Exercise ($)[1]	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)[2]
Richard Hume	—	—	93,492	9,575,791
Marshall Witt	4,328	293,785	9,600	985,525
Dennis Polk	64,000	2,754,366	80,558	8,664,593
Michael Urban	—	—	14,424	1,500,302
Patrick Zammit	—	—	38,390	3,932,603

(1) Amounts reflect the difference between the exercise price of the option and the market price at the time of exercise.

(2) Amounts reflect the aggregate market value of shares on the vesting date.

Pension Benefits

None of our named executive officers participate in qualified or non-qualified defined benefit plans sponsored by us. The Compensation Committee may elect to adopt qualified or non-qualified defined benefit plans if the Compensation Committee determines that doing so is in our best interests. During the period from December 1, 2022 to November 30, 2023, the Company contributed to a French retirement insurance program on behalf of Mr. Zammit in the amount of $47,127 and made premium payments on behalf of Mr. Zammit to a third-party administrator for a retirement arrangement in Belgium in the amount of $115,767.

Nonqualified Deferred Compensation Plans

As discussed above, we maintain a deferred compensation plan, which became effective on January 1, 1994. The deferred compensation plan is designed to permit designated officers and directors to accumulate additional income for retirement and other personal financial goals through a nonqualified deferred compensation plan that enables the officer or director to make elective deferrals of a specified amount of salary or bonus to which he or she will become entitled in the future. The balance in a participant's account will be distributed in full after the earlier of their termination of employment with us or upon attaining the age of 65. The distribution may be paid in one lump sum or in equal monthly or annual installments over a period not to exceed 15 years. Under certain circumstances, a participant may receive an early distribution in the form of a lump sum payment, subject to certain penalties. As noted above, this plan was amended effective January 1, 2005 to conform with changes required under Section 409A of the Code. As a result, for account balances earned after 2004, distributions to officers upon termination of employment are generally subject to a six-month delay, and accelerated distributions are generally prohibited. None of our named executive officers participate in or have account balances under the nonqualified deferred compensation plan.

Employment Contracts, Termination of Employment and Change-of-Control Arrangements

The following summarizes our employment arrangements with our executive officers, including potential payments payable to our executive officers upon termination of employment or a change of control of us under their current employment agreements and our other compensation programs. The Compensation Committee may in its discretion revise, amend or add to these benefits if it deems advisable. Although much of the compensation for our executive officers is performance-based and largely contingent upon achievement of financial goals, we believe our change of control arrangements provide important protection to our executive officers, are consistent with practice of our peer companies, and are appropriate for the attraction and retention of executive talent.

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Richard Hume. In connection with Mr. Hume's appointment as President and Chief Executive Officer, we entered into an offer letter with him dated August 31, 2021 which provided for certain severance benefits. If Mr. Hume's employment with us is terminated without "cause," "disability," or death, or by Mr. Hume for "good reason" (as such terms are defined in the offer letter) and signs a standard release of claims, Mr. Hume (A) will receive salary continuation for twelve (12) months at a rate equal to the greater of (i) the average of total amount of base salary and bonus over the prior three years or, if employed less than three years, the average of total amount of base salary and bonus over the lesser number of years or (ii) the total amount of the annual base salary and target bonus in effect, and (B) will be paid COBRA for up to twelve (12) months. If Mr. Hume's employment with us is terminated without "cause," "disability," or death, or by Mr. Hume for "good reason" (as such terms are defined in the offer letter) during the two (2) months before or on or within twelve (12) months after a change of control of us and signs a standard release of claims, Mr. Hume (A) will receive salary continuation for up to twenty-four (24) months at a rate equal to the greater of (i) the average of total amount of base salary and bonus over the prior three years or, if employed less than three years, the average of total amount of base salary and bonus over the lesser number of years or (ii) the total amount of the annual base salary and target bonus in effect, and (B) will be paid COBRA for up to twenty-four (24) months. Pursuant to the terms of the offer letter, Mr. Hume will receive a starting annualized base salary of $960,000 and will be eligible to receive an annual cash bonus targeted at 2.5 times his base salary beginning in the fiscal year ending November 30, 2022 (but which shall be pro-rated for the fiscal year ending November 30, 2022) with the actual amount of the bonus based on the achievement of performance metrics established by the Compensation Committee of the Board. Mr. Hume receives his existing Tech Data bonus with respect to the 12-month period ending January 31, 2022, as determined by the Compensation Committee of the Board based on the Tech Data annual bonus plan for its fiscal year ending January 31, 2022 calculated based upon achievement as the Company's fiscal year end. In addition, the offer letter provides that Mr. Hume will be granted (i) an option to purchase shares of our common stock with a grant date fair value of approximately $2,100,000 and (ii) restricted stock or restricted stock unit awards for shares of our common stock with a fair market value of approximately $1,540,000. The offer letter contains certain restrictive covenants, including a non-competition and non-solicitation provision, for the benefit of TD SYNNEX. If Mr. Hume's employment with us is terminated for any reason other than "cause," "disability," or death, then, subject to conditions outlined in the offer letter, eighty percent (80%) of his then unvested equity awards will be accelerated upon his date of termination, except any unvested equity awards with an effective date less than three (3) months prior to termination.

Dennis Polk. In connection with Mr. Polk's employment with TD SYNNEX, on January 4, 2018, Mr. Polk and our company executed an employment offer letter which provided for certain severance benefits. If Mr. Polk's employment with us is terminated without cause within two months before or twelve (12) months after a change of control of us (including a voluntary termination because of a reduction in salary or position or a relocation) and signs a standard release of claims, Mr. Polk will receive salary continuation at a rate equal to the average of total salary and bonus over the prior three years for up to twenty-four (24) months, and will be paid COBRA for up to twenty-four (24) months. On January 25, 2021, Mr. Polk's offer letter was amended, outlining the terms of the vesting of his unvested equity awards in the event that he terminates his employment with us for a reason other than for cause (as such term is defined in the amendment), disability (as such term is defined in the amendment) or death. The amendment provides for acceleration of the vesting of eighty percent (80%) of his unvested equity awards as of the date of his termination, except any unvested long-term performance-based RSU awards and any unvested equity awards that were granted less than three (3) months prior to termination, subject to conditions outlined in the amendment.

On September 28, 2021, we entered into a second amendment to Mr. Polk's January 4, 2018 offer letter. The amendment provides that, for the period of September 1, 2021 through November 30, 2022 (the "Initial Transition Period"), we would continue to pay Mr. Polk the same base salary then in effect, and he would be eligible to be considered for an incentive bonus for the Initial Transition Period, as determined by the Compensation Committee, in its sole discretion. We agreed not to change Mr. Polk's target bonus already set for the fiscal year ending November 30, 2021, and his target bonus for the fiscal year ending November 30, 2022 was $1,812,500 with the same performance metrics as the Chief Executive Officer of TD SYNNEX, provided Mr. Polk remain employed through November 30, 2022. The amendment further provides that, effective December 1, 2022 through November 30, 2023 (the "Final Transition Period"), we would pay Mr. Polk an annual base salary of $800,000. In addition, the amendment provides that, for the Initial Transition Period, Mr. Polk would be granted (i) two option awards to purchase shares of TD SYNNEX common stock with grant dates on or around October 5, 2021 and January 4, 2022, respectively, and grant date fair values of approximately $1,610,000 and $333,333, respectively and (ii) two restricted stock awards for shares of TD SYNNEX common stock with grant dates on or around September 21, 2021 and January 4, 2022, respectively, and fair market values of approximately $805,000 and $333,333, respectively. The options vest over five years with 20% of the underlying shares vesting on the one-year anniversary of the grant date, and the remainder vesting monthly thereafter. The restricted stock awards vest over five (5) years with 20% vesting on each one-year anniversary of the grant date. For the Final Transition

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Period, Mr. Polk was granted TD SYNNEX restricted stock as part of our annual equity grant cycle in October of 2022, with a fair market value of approximately $700,000, which vests over three (3) years with one-third vesting on each one-year anniversary of the grant date.

On January 4, 2023, we entered into a third amendment to Mr. Polk's January 4, 2018 offer letter. The amendment provides that, for the Final Transition Period, in light of Mr. Polk's continued duties as an employee with respect to our business, his target bonus for the fiscal year ending November 30, 2023 will be $800,000 with the same performance metrics established by the Compensation Committee for executive officers having similar business responsibilities, provided he remains employed by us through November 30, 2023.

Patrick Zammit. During fiscal year 2023, Mr. Zammit was based in Europe and the terms of his potential separation from the Company were subject to his Manager's Agreement and local law in Europe. Mr. Zammit's Manager's Agreement provides that, in the event of his termination, he will receive payment of a six-month notice period, a severance payment equal to his total annual compensation inclusive of base salary and performance bonus at target, ongoing insurance benefits and car allowance for eighteen and a half (18.5) months plus (1) one additional month for every fully completed year measured from October 2016. In addition, if the Company were not to elect to waive its rights under the Manager's Agreement to have Mr. Zammit's agreement not to compete with the Company apply, Mr. Zammit would receive a lump-sum payment of one (1) year of Mr. Zammit's then base salary or a lesser prorated amount if the Company elected to reduce the number of months of Mr. Zammit's agreement not to compete. Mr. Zammit's Manager's Agreement terminated effective December 31, 2023.

In connection with Mr. Zammit's appointment as Chief Operating Officer effective January 1, 2024, we entered into an offer letter with him dated November 30, 2023 which provided for certain severance benefits. If Mr. Zammit's employment with us is terminated without "cause," "disability," or death, or by Mr. Zammit for "good reason" (as such terms are defined in the offer letter) and signs a standard release of claims, Mr. Zammit (A) will receive salary continuation for twelve (12) months at a rate equal to the greater of (i) the average of total amount of base salary and bonus over the prior three (3) years or, if employed less than three (3) years, the average of total amount of base salary and bonus over the lesser number of years or (ii) the total amount of the annual base salary and target bonus in effect, and (B) will receive reimbursement for group health continuation coverage premiums for up to twelve (12) months. If Mr. Zammit's employment with us is terminated without "cause," "disability," or death, or by Mr. Zammit for "good reason" (as such terms are defined in the offer letter) during the two (2) months before or on or within twelve (12) months after a change of control of us and signs a standard release of claims, Mr. Zammit (A) will receive salary continuation for up to twenty-four (24) months at a rate equal to the greater of (i) the average of total amount of base salary and bonus over the prior three (3) years or, if employed less than three (3) years, the average of total amount of base salary and bonus over the lesser number of years or (ii) the total amount of the annual base salary and target bonus in effect, and (B) will receive reimbursement for group health continuation coverage premiums for up to twenty-four months. Pursuant to the terms of the offer letter, Mr. Zammit will receive a starting annualized base salary of $650,000 and will be eligible to receive an annual cash bonus targeted at one and a half (1.5) times his base salary beginning in the fiscal year ending November 30, 2024 with the actual amount of the bonus based on the achievement of performance metrics established by the Compensation Committee. In addition, the offer letter provides that Mr. Zammit will be granted a restricted stock or restricted stock unit award for our common stock with a fair market value at grant of approximately $2,376,000, split sixty percent (60%) as time-based vesting RSUs and forty percent (40%) as a performance-based vesting RSU. The offer letter contains certain restrictive covenants, including a non-competition and non-solicitation provision, for the benefit of TD SYNNEX.

Other Named Executive Officers. If Marshall Witt or Michael Urban is terminated without cause within two (2) months before or twelve (12) months after a change of control of us (including a voluntary termination because of a reduction in salary or position or a relocation) and signs a standard release of claims, the officer is entitled to salary continuation at a rate equal to the average of total salary and bonus over the prior three (3) years for a minimum of eighteen (18) months plus one (1) month per year of employment after the eighteenth (18th) year of employment, up to a maximum of twenty-four (24) months, and paid COBRA for twenty-four (24) months. Severance payments will be delayed for six (6) months following termination of employment to the extent required by Section 409A. For these officers, we believe that structuring their severance benefits in connection with a change of control as described above and tying each individual's severance payment with their length of service with us encourages their retention, rewards them for their individual contributions, loyalty, teamwork and integrity, and motivates them to achieve returns for our stockholders. For each of these officers, if their employment with us terminates other than as a result of termination without cause within two (2) months before or twelve (12) months after a change of control of, then they will not be entitled to receive the above severance benefits. They are entitled to receive compensation and benefits through the date of termination in accordance with our established plans.

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Potential Payments upon Termination or Change of Control

The following table sets forth potential payments payable to our current executive officers upon termination of employment or a change in control if the triggering event were to have occurred on November 30, 2023. For accelerated stock options, the amounts reflect the difference between the per share exercise price as of fiscal year end and the closing market price per share as of fiscal year end, $98.64. The Compensation Committee may in its discretion revise, amend or add to the benefits if it deems advisable. The severance payment to Mr. Zammit assumes that the Company opted for the full twelve (12) months of Mr. Zammit's agreement not to compete as governed by his Manager's Agreement which calls for a lump sum payment of $548,450. The dollar value has been calculated using the spot exchange rate for Euros to U.S. dollars as of November 30, 2023.

Name	Benefit	Termination for Good Reason/Without Cause; No Change of Control ($)	Termination for Good Reason/Without Cause: with Change of Control ($)
Richard Hume	Salary	3,360,000	5,040,000
	Bonus	—	—
	Equity award acceleration	2,247,050	2,247,050
	Benefits continuation	8,604	17,209
	Total value	**5,615,654**	**7,304,259**
Marshall Witt	Salary	—	2,128,812
	Bonus	—	—
	Equity award acceleration	—	—
	Benefits continuation	—	40,515
	Total value	—	**2,169,327**
Dennis Polk	Salary	3,073,705	5,378,983
	Bonus	—	—
	Equity award acceleration	1,905,138	1,905,138
	Benefits continuation	24,979	49,959
	Total value	**5,003,822**	**7,334,080**
Michael Urban	Salary	—	3,022,061
	Bonus	—	—
	Equity award acceleration	—	—
	Benefits continuation	—	33,813
	Total value	—	**3,055,874**
Patrick Zammit	Salary	3,787,733	3,787,733
	Bonus	—	—
	Equity award acceleration	—	—
	Benefits continuation	500,389	500,389
	Total value	**4,288,122**	**4,288,122**

Chief Executive Officer Pay Ratio

Pursuant to Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are providing the following information about the relationship of the annual total compensation of our co-workers (other than our Chief Executive Officer) and the annual total compensation of our Chief Executive Officer, Richard Hume. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of SEC Regulation S-K. In our calculation, we did not include any independent contractors.

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To calculate the ratio, we used an employee in the same pay range and in a similar position to the median employee that we had identified last year as of the October 31, 2022 determination date. We believe there has been no change in our employee population or employee compensation arrangements from fiscal year 2022 that would result in a material change in our pay ratio disclosure or our median employee. However, we did not use the original median employee this year that we had used last year because the original employee no longer works for us. As a result, we identified a different employee whose compensation is substantially similar to the original employee based on the selection compensation measure. To determine the median employee for fiscal year 2022, we considered the base salary paid to each of the employees, not including our Chief Executive Officer, for the twelve (12) month period ending October 31, 2022. We used exchange rates in effect as of October 31, 2022 to convert the base salaries of our non-U.S. employees to U.S. dollars, and we did not make any cost-of-living adjustments. Using this approach, we selected an individual at the median of the employee population. We then calculated total compensation for this individual using the same methodology we use for our named executive officers as set forth in our Summary Compensation Table.

Of the more than 23,000 co-workers included in our analysis, approximately sixty-four (64%) were located outside the United States, which is where our CEO is located. The compensation elements and pay levels of our co-workers differ from country to country based on market trends as well as fluctuations in currency exchange rates. For the fiscal year ended November 30, 2023, the annual total compensation of our median employee in fiscal year 2023 was approximately $45,514, calculated using the same methodology we use for our named executive officers set forth in our Summary Compensation Table.

For the year ended November 30, 2023, the total compensation for our CEO, Mr. Hume, was $9,254,634 as reported in the "Total" column of the Summary Compensation Table. The annual compensation of our Chief Executive Officer, Mr. Hume, was approximately two hundred and three (203) times that of the median of the annual total compensation of all co-workers, as discussed above. The form and amount of our Chief Executive Officer's annual total compensation is largely influenced by prevailing compensation practices in the United States and the competitive market for senior executive talent.

Because SEC rules for identifying the median of our annual total compensation of all co-workers of our company and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee population and compensation practices, the pay ratio reported by other companies may not be comparable to our pay ratio, as other companies have different employee populations and compensation practices and may have used different methodologies, exclusions, estimates and assumptions in calculating their pay ratios. As explained by the SEC when it adopted these rules, the rule was not designed to facilitate comparisons of pay ratios among different companies, even companies within the same industry, but rather to allow stockholders to better understand and assess each particular company's compensation practices and pay-ratio disclosures.

PAY VERSUS PERFORMANCE

Provided below is the Company's "Pay Versus Performance" disclosure as required pursuant to Item 402(v) of Regulation S-K under the Exchange Act, including:

- **Tabular List of Financial Performance Measures**: A list of the most important financial measures that our Compensation Committee used in fiscal year 2023 to link Compensation Actually Paid ("CAP") to Company performance;
- **Pay vs. Performance table**: Compares the total compensation of our Named Executive Officers ("NEOs") which includes our Principal Executive Officer ("PEO") and Non-PEO NEOs as presented in the Summary Compensation Table for each year to CAP, and that compares CAP to specified performance measures; and
- **Clear Description of Relationship Between Pay and Financial Performance**: Graphs and narratives that describe:
  - the relationship between PEO and the average of Non-PEO NEOs CAP, Company Total Shareholder Return ("TSR"), and Peer Group TSR
  - the relationship between PEO and the average of Non-PEO NEOs CAP and net income; and
  - the relationship between PEO and the average of Non-PEO NEOs CAP and non-GAAP net income, which is our Company Selected Measure.

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Tabular List of Financial Performance Measures

The following table identifies the three most important financial performance measures used by the Compensation Committee to link the Compensation Actually Paid to our PEO and the average of other NEOs in 2023 to company performance. The role of each of these performance measures in our executive compensation programs is more thoroughly discussed in the "Executive Compensation" section in the CD&A along with a description of how executive compensation relates to Company performance and how the Compensation Committee makes its decisions.

Financial Performance Measures
Non-GAAP Net Income [1]
Adjusted Return on Invested Capital (ROIC)
Next Gen Contribution Margin

(1) Non-GAAP net income is a non-GAAP financial measure, which is considered to be the most important measure used by the Company to link compensation actually paid to our PEO and the average of Non-PEO NEOs to Company performance, also known as our Company Selected Measure. For a reconciliation of non-GAAP net income to the most directly comparable GAAP financial measure, net income, refer to Appendix A to this Proxy Statement.

Pay Versus Performance Table

The following table provides information regarding compensation paid to the PEO and the average of the Non-PEO NEOs, along with the cumulative TSR of the Company and a peer group index, the Company's net income, and the Company Selected Measure, non-GAAP net income.

							Value of Initial Fixed $100 Investment Based On:		(In Millions)	
Year[1]	Summary Compensation Table Total for PEO 1[2] ($)	Summary Compensation Table Total for PEO 2[2] ($)	Compensation Actually Paid to PEO 1[3] ($)	Compensation Actually Paid to PEO 2[3] ($)	Average Summary Compensation Table Total for Non-PEO NEOs[2] ($)	Average Compensation Actually Paid to Non-PEO NEOs[3] ($)	Total Shareholder Return[4] ($)	Peer Group Total Shareholder Return[4] ($)	Net Income[5] ($)	Company Selected Measure: Non-GAAP Net Income[6] ($)
2023	9,254,634	n/a	8,193,274	n/a	2,817,204	2,526,184	130.68	86.03	626.9	1,053.6
2022	7,498,195	n/a	8,456,768	n/a	3,121,580	2,909,564	133.63	85.51	651.6	1,147.9
2021	9,529,362	16,704,037	9,334,615	23,273,315	4,709,006	7,450,077	133.45	108.24	395.1	595.7

(1) NEOs included in these columns reflect the following:

Year	PEOs	Non-PEO NEOs
2023	Rich Hume (PEO 1)	Dennis Polk, Marshall Witt, Michael Urban, Patrick Zammit
2022	Rich Hume (PEO 1)	Dennis Polk, Marshall Witt, Michael Urban, Patrick Zammit
2021	Rich Hume (PEO 1) Dennis Polk (PEO 2)	Marshall Witt, Michael Urban, Patrick Zammit, Peter Larocque, Simon Leung

(2) Amounts reflect the table labeled "2023 Summary Compensation Table" for our NEOs for each corresponding year, as follows:

(i) the total compensation reported in the 2023 Summary Compensation Table for the applicable year for PEO 1 and PEO 2, and

(ii) the average of the total compensation reported in the 2023 Summary Compensation Table for the applicable year for the Non-PEO NEOs reported for the applicable year.

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(3) The amounts shown for CAP have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually realized or received by the Company's NEOs. These amounts reflect total compensation as set forth in the Summary Compensation Table above for each year, adjusted for exclusions and inclusions of certain amounts for the PEO and the Non-PEO NEOs as set forth below. Equity values in the Summary Compensation Table are calculated in accordance with FASB ASC Topic 718, using the grant date fair value of stock and option awards granted during the year, whereas CAP represents the year over year change in the fair value of stock and option awards that are unvested as of the end of the year, or were vested or forfeited during the year.

Year	Summary Compensation Table Total[(a)] ($)	(Minus) Grant Date Fair Value of Stock Option and Stock Awards Granted in Fiscal Year[(b)] ($)	Plus Fair Value at Fiscal Year-End of Outstanding and Unvested Stock Option and Stock Awards Granted in Fiscal Year[(c)] ($)	Plus (Minus) Change in Fair Value of Outstanding and Unvested Stock Option and Stock Awards Granted in Prior Fiscal Years[(c)] ($)	Plus Fair Value at Vesting of Stock Option and Stock Awards Granted in Fiscal Year that Vested During Fiscal Year[(c)] ($)	Plus/(Minus) Change in Fair Value as of Vesting Date of Stock Option and Stock Awards Granted in Prior Years for which Applicable Vesting Conditions were Satisfied During Fiscal Year[(c)] ($)	(Minus) Fair Value as of Prior Fiscal Year-End of Stock Option and Stock Awards Granted in Prior Fiscal Years that Failed to Meet Applicable Vesting Conditions During Fiscal Year[(c)] ($)	Equals Compensation Actually Paid ($)
PEO 1								
2023	9,254,634	(5,759,614)	5,677,045	(701,565)	—	(277,226)	—	8,193,274
2022	7,498,195	(4,349,941)	5,409,421	11,252	—	(112,159)	—	8,456,768
2021[(d)]	9,529,362	(3,639,900)	3,445,153	—	—	—	—	9,334,615
PEO 2								
2023	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2022	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
2021[(d)]	16,704,037	(12,528,928)	14,611,088	1,574,513	643,291	2,269,314	—	23,273,315
Non-PEO NEOs (Average)								
2023	2,817,204	(1,114,461)	1,086,993	(301,906)	—	38,354	—	2,526,184
2022	3,121,580	(1,264,076)	1,344,275	(110,432)	—	(181,782)	—	2,909,564
2021[(d)]	4,709,006	(2,716,425)	4,132,599	375,500	187,951	761,446	—	7,450,077

(a) Represents Total Compensation as reported in the Summary Compensation Table for the indicated fiscal year for the PEOs. For Non-PEO NEOs, amounts shown represent averages.

(b) Represents the grant date fair value of the stock options and stock awards granted during the indicated fiscal year, calculated in accordance with ASC 718 as reported on the Summary Compensation Table. See Note 5 "Share-Based Compensation" to the Audited Financial Statements included in our Form 10-K for the fiscal year ended November 30, 2023 for a discussion of the relevant assumptions used in calculating these amounts.

(c) The fair values of unvested and outstanding equity awards to our NEOs were remeasured starting on November 30, 2020, and subsequently as of each vesting date of vested awards, and as of the end of each fiscal year for unvested awards during the indicated fiscal year. Fair values as of each measurement date were determined using valuation assumptions and methodologies that are generally consistent with those used to estimate fair value on the grant date under US GAAP. For stock awards subject to performance-based vesting conditions, fair value was calculated based on an estimate of the probable outcome of such performance-based vesting conditions as of the last day of the fiscal year. For stock options, a Black-Scholes model was used to estimate the fair value as of the various measurement dates based on the same methodology as used to determine grant date fair value but using the closing stock price on the applicable revaluation date, as well as updated assumptions related to the expected term, expected volatility, risk-free interest rate and dividend yield.

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(d) On December 1, 2020, the Company completed the separation (the "Separation") of its customer experience services business 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. Concentrix is now an independent public company trading under the symbol "CNXC" on the Nasdaq Stock Market. After the Separation, SYNNEX did not beneficially own any shares of Concentrix' common stock. The closing stock price of SYNNEX common stock on November 30, 2020 was $160.31. As a result of the impacts of the Separation, the opening stock price of SYNNEX common stock on December 1, 2020 was $82.01. The Company has used the opening stock price on December 1, 2020 to calculate changes in fair value of equity awards in fiscal 2021 in order to provide a comparable basis of performance for the fair value measurements.

(4) Cumulative total shareholder return ("TSR") assumes an initial investment of $100 as of the market open on December 1, 2020, the beginning of fiscal year 2021, for the Company's common stock as well as the common stock of companies in our peer group. Our peer group is measured by the Computer and Peripheral Equipment index, which is based on the Standard Industrial Classification Code 5045 —Wholesale Computer and Computer Peripheral Equipment and Software. For 2021, the measurement period was one (1) year, for 2022, the measurement period was two (2) years, and for 2023, the measurement period was three (3) years.

(5) Reflects "Net Income" in our consolidated statements of income included in our Annual Reports on Form 10-K for the applicable year.

(6) While we use numerous financial and non-financial performance measures to evaluate performance under our compensation programs, non-GAAP net income is our Company Selected Measure, which is the financial performance measure that, in our assessment, represents the most important performance measure used to link CAP to NEOs to Company performance in 2023. For a reconciliation of non-GAAP net income to the most directly comparable GAAP financial measure, net income, refer to Appendix A of this Proxy Statement for the reconciliation of GAAP to non-GAAP net income.

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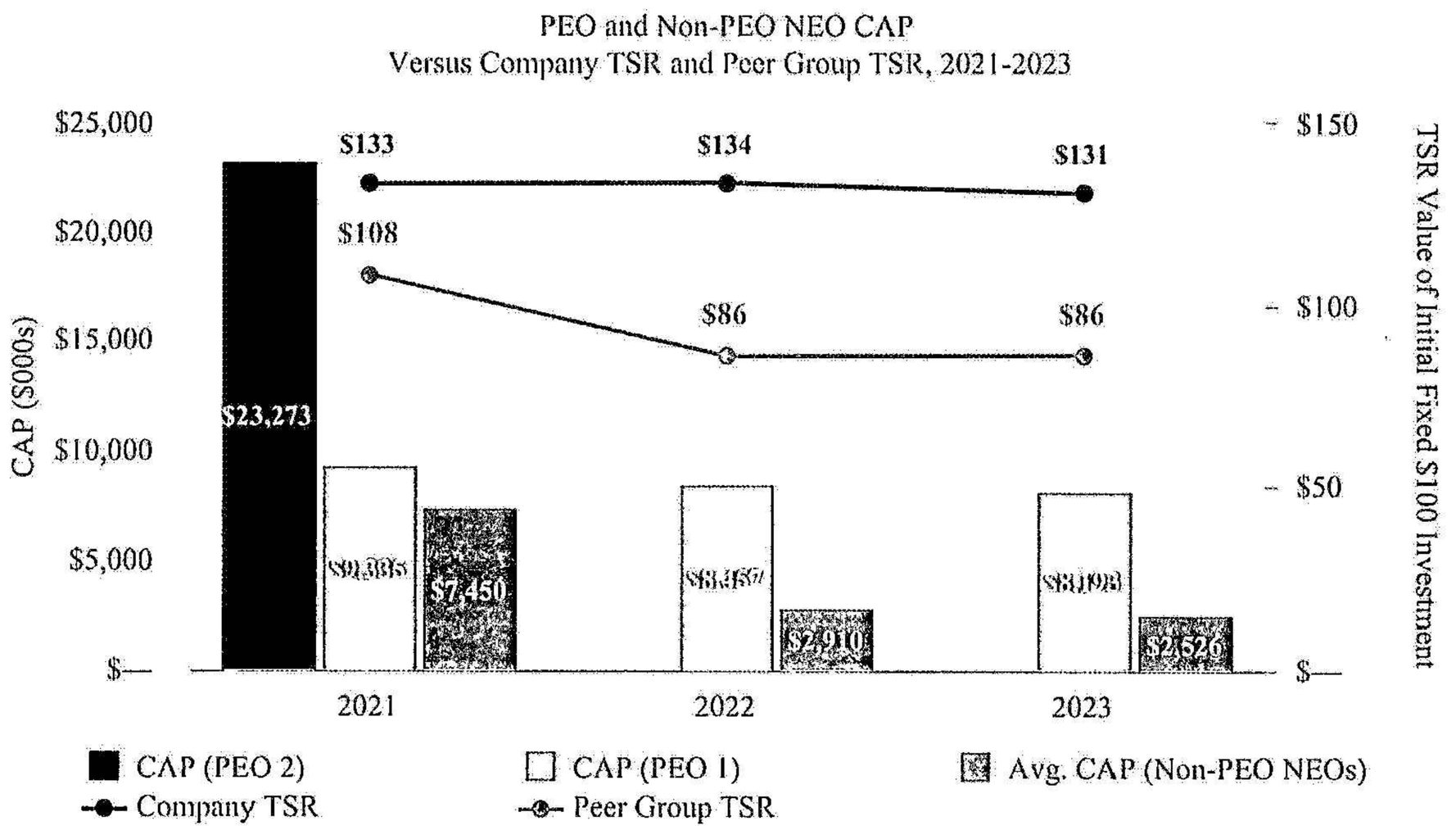
Clear Description of Relationship Between Pay and Financial Performance

As discussed in our CD&A, our executive compensation program philosophy is to pay for performance as well as to offer competitive compensation in order to attract and retain talented executive officers. Our program is designed to align the interests of our executive officers with those of our stockholders, for whom they work.

1. Relationship Between NEO CAP, Company TSR, and Peer Group TSR

The following chart sets forth the relationship between CAP to our PEOs, the average of CAP to our Non-PEO NEOs, the Company's cumulative TSR, and the Peer Group TSR.



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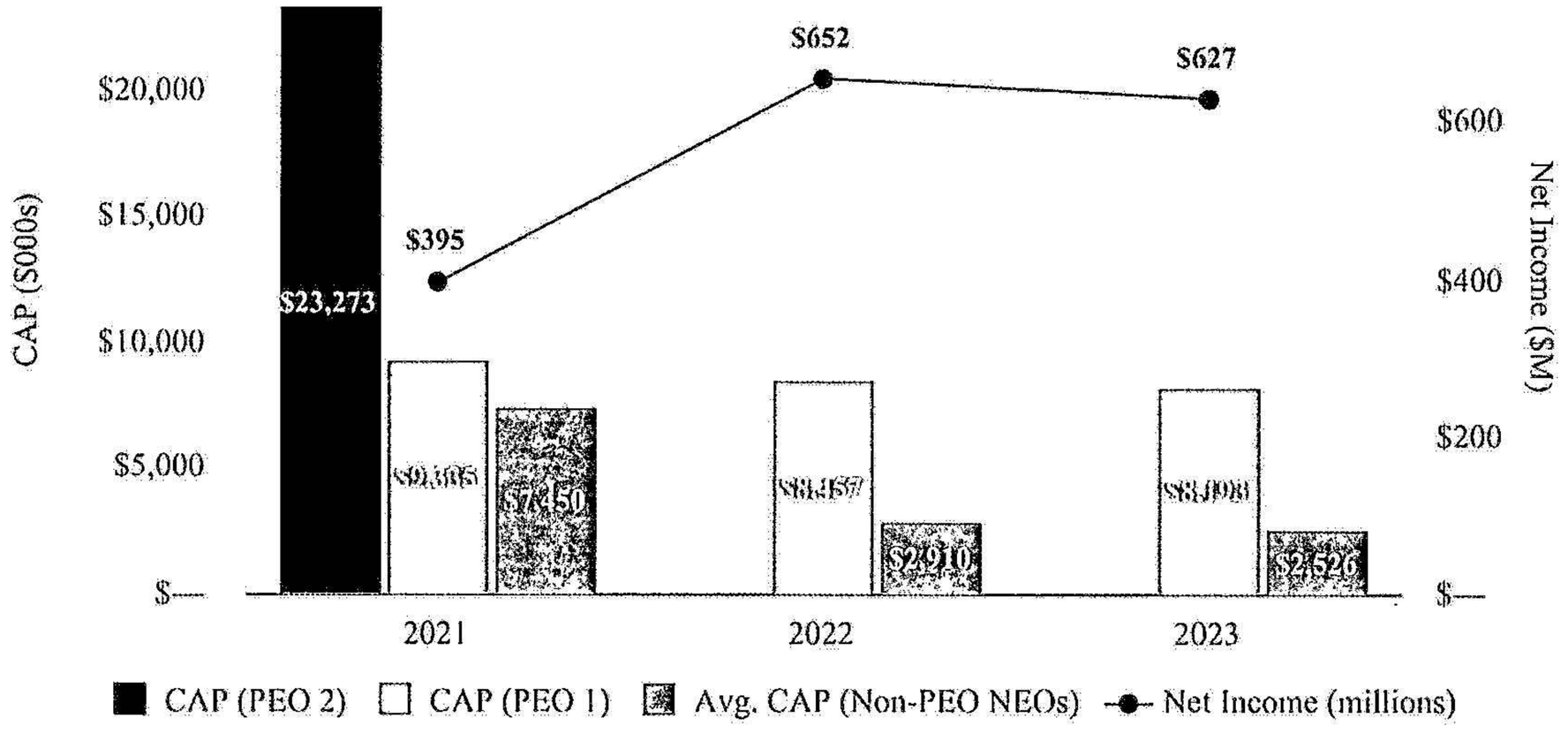
2. Relationship Between NEO CAP and Net Income

The following chart sets forth the relationship between CAP to our PEO, the average of CAP to our Non-PEO NEOs, and our non-GAAP net income.

PEO and Average NEO CAP
Versus TD SYNNEX Net Income, 2021-2023



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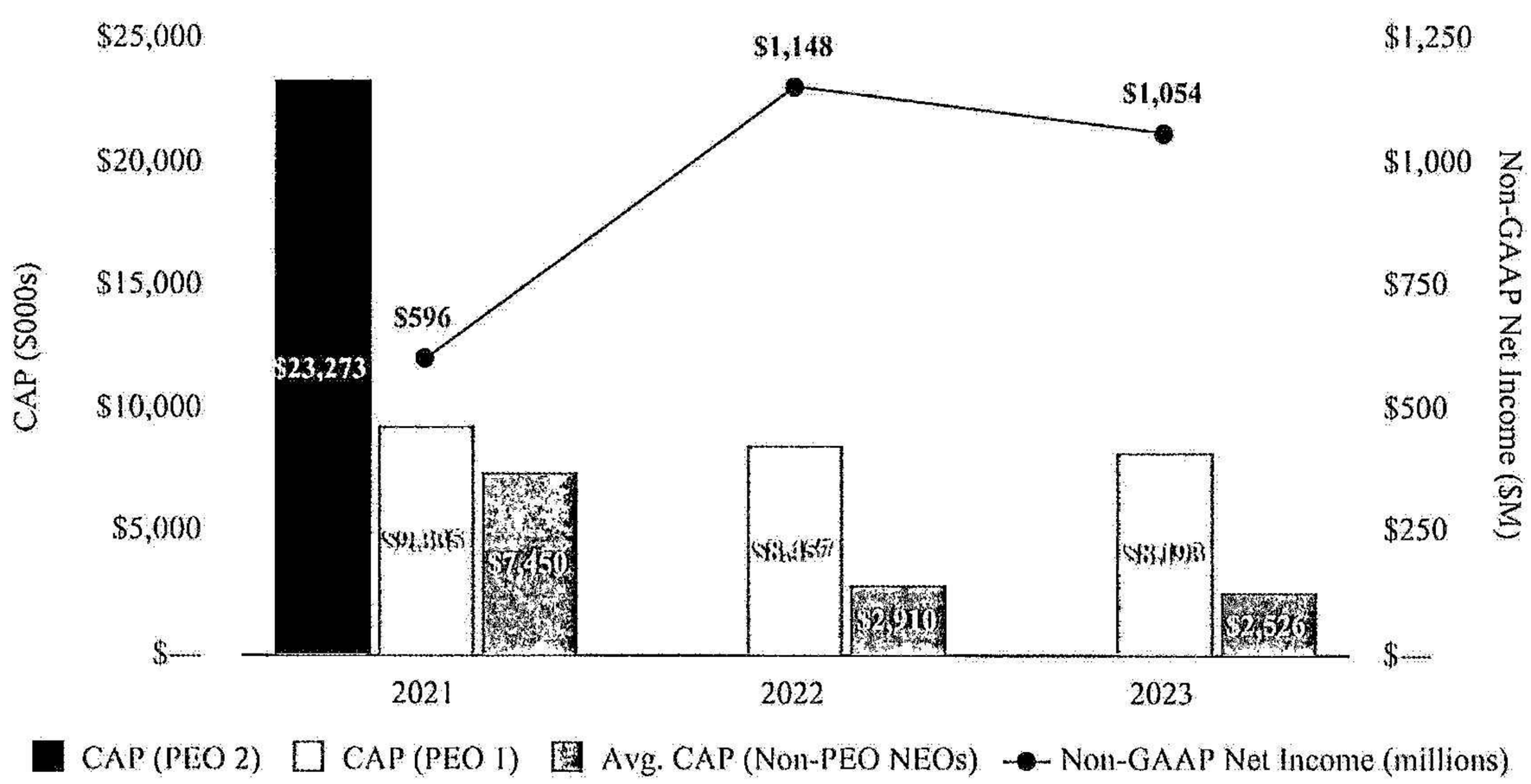
3. Relationship Between NEO CAP and Non-GAAP Net Income (Company Selected Measure)

The following chart sets forth the relationship between CAP to our PEO, the average of CAP to our Non-PEO NEOs, and non-GAAP net income, our Company Selected Measure.

PEO and Average NEO CAP
Versus TD SYNNEX Non-GAAP Net Income, 2021-2023



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PROPOSAL 2

ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION

General

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 requires us to obtain an advisory vote (non-binding) from our stockholders on our executive compensation as disclosed in this Proxy Statement, which is often referred to as a "say on pay" proposal. Consistent with the stockholders' 2023 advisory vote on the frequency of holding an advisory vote on TD SYNNEX's executive compensation, we are seeking an advisory vote on executive compensation every year until the next required stockholder vote on the frequency of stockholder votes on executive compensation.

As described in the "Executive Compensation — Compensation Discussion and Analysis" section of this Proxy Statement, our executive compensation programs and policies play an important role in achieving our objective of sustainable long-term growth in stockholder value. As a guiding principle, our executive compensation programs and policies are designed to motivate, retain and reward our executives for superior short- and long-term performance for our company and our stockholders.

We are asking that our stockholders indicate their support of our executive compensation as described in this Proxy Statement. While this advisory vote on executive compensation is non-binding, the Board and the Compensation Committee will review the outcome of this vote and take the vote into consideration when reviewing our compensation policies and procedures. This is not intended to address specific items of compensation, but rather the overall compensation of our named executive officers and our executive compensation policies and procedures as described in this proxy statement. Stockholders who want to communicate with the Board should refer to "Communications with the Board of Directors" in this Proxy Statement for additional information.

At the Annual Meeting we will ask our stockholders to approve the following resolution:

> "RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as described in the Company's proxy statement for the 2024 Annual Meeting of Stockholders pursuant to Item 402 of Regulation S-K and other compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2023 Summary Compensation Table and the other compensation related tables and disclosure."

Required Vote

Approval of our executive compensation, including the Compensation Discussion and Analysis, the 2023 Summary Compensation Table and the other compensation related tables and disclosure as described in the "Executive Compensation — Compensation Discussion and Analysis" section of this Proxy Statement requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy. Unless marked to the contrary, proxies received will be voted "FOR" approval.

The Board recommends a vote "FOR" the approval of our executive compensation as described in this Proxy Statement.

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PROPOSAL 3

APPROVAL OF THE 2024 TD SYNNEX CORPORATION EMPLOYEE STOCK PURCHASE PLAN

On January 10, 2024, our Board of Directors approved and adopted, subject to stockholder approval, the TD SYNNEX Corporation 2024 Employee Stock Purchase Plan (the "ESPP"). The ESPP will become effective on January 15, 2024. This summary is not a complete description of all provisions of the ESPP and is qualified in its entirety by reference to the ESPP itself. For a more complete description of the terms of the ESPP, you should read a copy of the ESPP which is set forth in Appendix B of this Proxy Statement.

General. The Company intends to make two types of offerings under the Plan: offerings that are intended to qualify as an "employee stock purchase plan" under Section 423 of the U.S. Internal Revenue Code, as amended, and offerings that are not intended to qualify under Code Section 423. It is currently intended that only participants who are not on a U.S. payroll will participate in the offerings that are not intended to qualify under Code Section 423, as described in more detail under the heading "*--International Participation*" below. During regularly scheduled "offerings" under the ESPP, participants will be able to request payroll deductions and then expend the accumulated deduction to purchase a number of shares of our common stock at a discount and in an amount determined in accordance with the ESPP's terms.

Shares Available for Issuance. The share reserve under the ESPP will consist of (i) the number of shares subject to an offering under the Company's 2014 Employee Stock Purchase Plan, as amended (the "Predecessor Plan") as of the Effective Date, to the extent that the offering expires or terminates or a participant withdraws from the offering without the purchase of such shares of stock; plus (ii) any reserved shares not purchased or subject to an offering under the Predecessor Plan on the effective date of the ESPP; provided, however, that the total number of shares available for issuance under the ESPP shall not exceed 750,000 (as adjusted for stock splits, stock dividends, combinations, and the like).

Administration. The ESPP will be administered by the Compensation Committee. The Compensation Committee has the authority to construe, interpret and apply the terms of the ESPP, to determine eligibility, to establish such limitations and procedures as it determines are consistent with the ESPP and to adjudicate any disputed claims under the ESPP.

Eligibility. Each full-time and part-time employee, including officers, employee directors, and employees of participating subsidiaries, who is employed by us on the day preceding the start of any offering period will be eligible to participate in the ESPP. The ESPP will permit an eligible employee to purchase our common stock through payroll deductions, which may not be less than 1% nor more than 15% of the employee's compensation, or such lower limit as may be determined by the Compensation Committee from time to time. Unless provided otherwise by the Compensation Committee prior to the commencement of an offering, in no event will a participant be eligible to purchase during any offering period that number of whole shares of our common stock determined by dividing $25,000 by the fair market value of a share of our common stock on the first date of such offering period (subject to any adjustment pursuant to the terms of the ESPP). In addition, under applicable tax rules, no employee is permitted to accrue, under the ESPP and all of our or our subsidiaries' similar purchase plans, a right to purchase stock having a fair market value in excess of twenty-five thousand dollars ($25,000) (determined at the time the right is granted) for each calendar year. Employees will be able to withdraw their accumulated payroll deductions prior to the end of the offering period in accordance with the terms of the offering. Participation in the ESPP will end automatically on termination of employment.

Offering Periods and Purchase Price. The ESPP will be implemented through a series of offerings of purchase rights to eligible employees. Under the ESPP, the Compensation Committee may specify offerings with a duration of not more than 27 months and may specify shorter purchase periods within each offering. During each purchase period, payroll deductions will accumulate, without interest. On the last day of the purchase period, accumulated payroll deductions will be used to purchase our common stock for employees participating in the offering.

The purchase price will be specified pursuant to the offering, but cannot, under the terms of the ESPP, be less than 85% of the fair market value per share of our common stock on either the offering date or on the purchase date, whichever is less. The fair market value of our common stock for this purpose will generally be the closing price on the New York Stock Exchange (or such other exchange as our common stock may be traded at the relevant time) for the date in question, or if such date is not a trading day, for the last trading day before the date in question.

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Reset Feature. The Compensation Committee may specify that, if the fair market value of a share of our common stock on any purchase date within a particular offering period is less than or equal to the fair market value on the start date of that offering period, then the offering period will automatically terminate and the employee in that offering period will automatically be transferred and enrolled in a new offering period which will begin on the next day following such purchase date.

Changes to Capital Structure. In the event that there is a specified type of change in our capital structure, such as a stock split, appropriate adjustments will be made to (1) the number of shares reserved under the ESPP, (2) the individual and aggregate participant share limitations described in the plan and (3) the price of shares that any participant has elected to purchase.

International Participation. To provide us with greater flexibility in structuring our equity compensation programs for our non-U.S. employees, the ESPP also permits us to grant employees of our non-U.S. subsidiary entities rights to purchase shares of our common stock pursuant to other offering rules or sub-plans adopted by the Compensation Committee in order to achieve tax, securities law or other compliance objectives. Any such international sub-plans or offerings are not required to satisfy the requirements of Code Section 423 and therefore may have terms that differ from the ESPP terms applicable in the U.S. However, the international sub-plans or offerings are subject to the ESPP terms limiting the overall shares available for issuance, the maximum payroll deduction rate, maximum purchase price discount and maximum offering period length. At this time, the Compensation Committee only intends to extend participation outside the U.S. to employees in Canada, but reserves the right to change or expand participation in the future.

Corporate Reorganization. Immediately before a corporate reorganization, the offering period and purchase period then in progress will terminate and either our common stock will be purchased with the accumulated payroll deductions or the accumulated payroll deductions will be refunded without occurrence of any common stock purchase, unless the surviving corporation (or its parent corporation) assumes the ESPP under the plan of merger or consolidation.

Amendment and Termination. Our Board of Directors and the Compensation Committee will each have the right to amend, suspend or terminate the ESPP at any time. Any increase in the aggregate number of shares of stock to be issued under the ESPP is subject to stockholder approval. Any other amendment is subject to stockholder approval only to the extent required under applicable law or regulation, including Code Section 423.

Required Vote

Approval of the ESPP requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy. Unless marked to the contrary, proxies received will be voted "FOR" approval.

The Board recommends a vote "FOR" the approval of the 2024 TD SYNNEX Corporation Employee Stock Purchase Plan.

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PROPOSAL 4

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee, which is composed entirely of non-employee independent directors, has selected KPMG LLP as independent registered public accountants to audit our consolidated financial statements and internal control over financial reporting for the fiscal year ending November 30, 2024. Representatives of KPMG LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions.

The Board has endorsed the appointment of KPMG LLP. Ratification of the selection of KPMG LLP by stockholders is not required by law. However, as a matter of good corporate governance, such selection is being submitted to the stockholders for ratification at the Annual Meeting. If the stockholders do not ratify the selection, the Board and the Audit Committee will reconsider whether or not to retain KPMG LLP, but may retain KPMG LLP. Even if the selection is ratified, the Audit Committee in its discretion may change the appointment at any time during the year if it determines that such change would be in the best interests of TD SYNNEX and our stockholders.

Audit and Non-Audit Fees

The following table presents the aggregate fees for professional services rendered for us by KPMG LLP for the fiscal years ended November 30, 2023 and 2022:

Services Provided	2023 ($)	2022 ($)
Audit	9,928,330	7,161,324
Audit Related	325,000	—
Tax	785,631	335,097
All Other	—	—
Total	11,038,961	7,496,421

Audit Fees. The aggregate fees billed for the fiscal years ended November 30, 2023 and 2022, were for professional services rendered for the audits of our consolidated financial statements, registration statements and comfort letters, statutory audits of our subsidiaries, reviews of our interim consolidated financial statements, and services provided in connection with statutory and regulatory filings.

Audit Related Fees. The aggregate fees billed for the fiscal year ended November 30, 2023 were for professional services rendered for SOC-1 attestation services and ESG limited assurance services.

Tax Fees. The aggregate fees billed for the fiscal years ended November 30, 2023 and 2022 were primarily for professional services rendered relating to domestic and foreign tax compliance and consulting services.

All Other Fees. Not applicable.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has implemented pre-approval policies and procedures related to the provision of audit and non-audit services. Under these procedures, the Audit Committee pre-approves both the type of services to be provided by KPMG LLP and the estimated fees related to these services. All of the services presented in the table above were approved in conformity with the Audit Committee's pre-approval policies and procedures.

During the approval process, the Audit Committee considers the impact of the types of services and the related fees on the independence of the registered public accountants. The services and fees must be deemed compatible with the maintenance of such accountants' independence, including compliance with SEC rules and regulations.

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Required Vote

Ratification of the appointment of KPMG LLP requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy. Unless marked to the contrary, proxies received will be voted "FOR" ratification of the appointment. In the event ratification is not obtained, your Audit Committee will review its future selection of our independent registered public accountants.

The Board recommends a vote "FOR" the ratification of KPMG LLP as our independent registered public accountants.

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PROPOSAL 5

STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE

John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, a beneficial owner of 40 shares of our common stock, has submitted the following proposal. The text of the stockholder proposal and supporting statement set forth appear as it was received by us. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent. The stockholder proposal will be voted upon at the Annual Meeting only if properly presented by Mr. Chevedden or his representative.

Proposal 5 – Simple Majority Vote

Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. This proposal topic also received overwhelming 98%-support at the 2023 annual meetings of American Airlines (AAL) and The Carlyle Group (CG).

With simple majority vote it will be less difficult to adopt improvements to the governance of TD SYNNEX. Simple majority vote is a win for the Board of Directors, management and shareholders.

Please vote yes:
Simple Majority Vote – Proposal 5

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Required Vote

Approval of the stockholder proposal regarding simple majority vote requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy. Unless marked to the contrary, proxies received will be voted "AGAINST" approval.

The Board unanimously recommends a vote "AGAINST" the stockholder proposal regarding simple majority vote.

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REPORT OF THE AUDIT COMMITTEE

The following report of the Audit Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other filing by TD SYNNEX under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Audit Committee provides assistance to the Board in fulfilling its legal and fiduciary obligations in matters involving TD SYNNEX's accounting, auditing, financial reporting, internal control and legal compliance functions by approving the services performed by TD SYNNEX's independent registered public accountants and reviewing their reports regarding TD SYNNEX's accounting practices and systems of internal accounting controls as set forth in a written charter adopted by the Board. TD SYNNEX's management is responsible for preparing TD SYNNEX's financial statements and the independent registered public accountants are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of these activities by TD SYNNEX's management and the independent registered public accountants.

In this context, the Audit Committee has met and held discussions with management and the independent registered public accountants. Management represented to the Audit Committee that TD SYNNEX's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accountants.

The Audit Committee reviewed with the independent registered public accountants their judgments as to the quality, not just the acceptability, of its accounting principles and has discussed with the independent registered public accountants the matters required to be discussed pursuant to the Public Company Accounting Oversight Board Auditing Standard No. 1301 "Communications with Audit Committees" and the SEC, including critical audit matters included in the report of the external auditor. The Audit Committee has also received the written disclosures from the independent registered public accountants as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accountants' communications with the Audit Committee concerning independence, and has discussed with the independent registered public accountants the independence of that firm. Additionally, the Audit Committee considered whether the provision of non-audit services was compatible with maintaining such accountants' independence. The Audit Committee has discussed with management the procedures for selection of consultants and the related competitive bidding practices and fully considered whether those services provided by the independent registered public accountants are compatible with maintaining such accountant's independence.

The Audit Committee has discussed with TD SYNNEX's internal auditors and independent registered public accountants, with and without management present, their evaluations of TD SYNNEX's internal control over financial reporting and the overall quality of TD SYNNEX's financial reporting.

In reliance on the reviews and discussions with management and the independent registered public accountants referred to above, the Audit Committee recommended to the Board, and the Board has approved, the inclusion of the audited financial statements in TD SYNNEX's Annual Report on Form 10-K for the fiscal year ended November 30, 2023, for filing with the SEC.

Respectfully submitted by the members of the Audit Committee of the Board:

Mr. Duane Zitzner, Chair
Ms. Kathleen Crusco
Mr. Claude Pumilia
Ms. Merline Saintil
Ms. Ann Vezina

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STOCKHOLDER PROPOSALS FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS

If a stockholder wishes to present a proposal to be included in our proxy statement for the 2025 Annual Meeting of Stockholders (the "2025 Annual Meeting"), the proponent and the proposal must comply with the proxy proposal submission rules of the SEC. One of the requirements is that the proposal be received by the Corporate Secretary no later than October 8, 2024. Proposals we receive after that date will not be included in the proxy statement for the 2025 Annual Meeting. We urge stockholders to submit proposals by Certified Mail—Return Receipt Requested.

A stockholder proposal not included in our proxy statement for the 2025 Annual Meeting will be ineligible for presentation at the 2025 Annual Meeting unless the stockholder gives timely notice of the proposal in writing to the Corporate Secretary of TD SYNNEX at the principal executive offices of TD SYNNEX. Under our Bylaws, in order for a matter to be deemed properly presented by a stockholder, timely notice must be delivered to, or mailed and received by, us not more than 120 days nor less than 90 days in advance of the anniversary of the date the proxy statement was provided to the stockholders in connection with the previous year's annual meeting; provided, however, in the event that no Annual Meeting was held in the previous year or the annual meeting is called for a date that is more than 30 days before or after the anniversary date of the previous year's annual meeting, notice by the stockholder must be received by the Corporate Secretary no later than the close of business on the later of (i) the 90th day prior to such annual meeting and (ii) the 10th day following the day on which public announcement of the date of such meeting is first made.

The stockholder's notice must set forth, as to each proposed matter, the following: (a) a brief description of the business desired to be brought before the meeting and reasons for conducting such business at the meeting; (b) the name and address, as they appear on our books, of the stockholder proposing such business; (c) the class and number of shares of our securities that are beneficially owned by the stockholder; (d) any material interest of the stockholder in such business; and (e) any other information that is required to be provided by such stockholder pursuant to proxy proposal submission rules of the SEC. The presiding officer of the meeting may refuse to acknowledge any matter not made in compliance with the foregoing procedure.

You may obtain a copy of the current rules for submitting stockholder proposals from the SEC at:

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, DC 20549

or through the Commission's Internet website: www.sec.gov. Request SEC Release No. 34-40018, May 21, 1998.

HOUSEHOLDING

The SEC allows companies and intermediaries (such as brokers) to implement a delivery procedure called "householding." Under this procedure, multiple stockholders who share the same address will receive only one copy of our proxy materials, including the Notice of Internet Availability of Proxy Materials, until such time as one or more of these stockholders notifies us that they want to receive separate copies. This procedure reduces duplicate mailings and saves printing costs and postage fees, as well as natural resources. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

If you receive a single set of proxy materials as a result of householding, and you would like to have separate copies mailed to you, please submit a request to our Corporate Secretary at 44201 Nobel Drive, Fremont, California 94538, Attention: Corporate Secretary, or call our Investor Relations department at (510) 668-8436 and we will promptly send you what you have requested. You can also contact our Investor Relations department at the phone number above if you received multiple copies of the annual meeting materials and would prefer to receive a single copy in the future, or if you would like to opt out of householding for future mailings.

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OTHER MATTERS

The Board does not know of any other business that will be presented at the Annual Meeting. If any other business is properly brought before the Annual Meeting, your proxy holders will vote on it as they think best unless you direct them otherwise in your proxy instructions.

Whether or not you intend to be present at the Annual Meeting, we urge you to vote or submit your proxy promptly.

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By Order of the Board,
David R. Vetter
Chief Legal Officer and Corporate Secretary

Fremont, California
February 5, 2024

TD SYNNEX's 2023 Annual Report has been made available to all stockholders entitled to vote at the Annual Meeting. We will provide copies of exhibits to the Annual Report on Form 10-K, but will charge a reasonable fee per page to any requesting stockholder. Stockholders may make such request in writing to TD SYNNEX Corporation at 44201 Nobel Drive, Fremont, California 94538, Attention: Investor Relations. The request must include a representation by the stockholder that as of January 22, 2024, the stockholder was entitled to vote at the Annual Meeting of Stockholders. Our Annual Report on Form 10-K and exhibits are also available at www.tdsynnex.com.

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APPENDIX A: USE OF 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 net income, which is net income, adjusted to exclude acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments and income taxes related to the aforementioned items.
- Non-GAAP diluted earnings per common share ("EPS"), which is diluted EPS excluding the per share impact of acquisition, integration and restructuring costs, amortization of intangible assets, share-based compensation expense, purchase accounting adjustments, legal settlements and other litigation, net, income taxes related to the aforementioned items, as well as a capital loss carryback benefit.
- Trailing fiscal four quarters ROIC is defined as the last four quarters' tax effected operating income divided by the average of the last five quarterly balances of borrowings and equity, net of cash. Adjusted ROIC is calculated by excluding the tax effected impact of non-GAAP adjustments from operating income and by excluding the cumulative tax effected impact of current and prior period non-GAAP adjustments on equity.

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

Our acquisition activities have resulted in the recognition of finite-lived intangible assets which consist primarily of customer relationships and vendor lists. Finite-lived intangible assets are amortized over their estimated useful lives and are tested for impairment when events indicate that the carrying value may not be recoverable. The amortization of intangible assets is reflected in our Consolidated 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 our 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 and non-employee members of our Board of Directors based on the estimated fair value of those awards. Although share-based compensation is an important aspect of the compensation of our employees, the fair value of the share-based awards may bear little resemblance to the actual value realized upon the vesting or future exercise of the related share-based awards and the expense can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Given the variety and timing of awards and the subjective assumptions that are necessary when calculating share-based compensation expense, we believe this additional information allows investors to make additional comparisons between our operating results from period to period.

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Purchase accounting adjustments are primarily related to the impact of recognizing the acquired vendor and customer liabilities from the Merger at fair value. These adjustments benefited our non-GAAP operating income through the third fiscal quarter of fiscal 2023 based on historical settlement patterns with our vendors and in accordance with the timing defined in our policy for releasing vendor and customer liabilities we deem remote to be paid.

Legal settlements and other litigation, net includes a benefit recorded in other income (expense), net during the fourth quarter of fiscal 2022 resulting from a decrease in our accrual for a legal matter in France.

In connection with the Mergers, 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, resulting in an income tax capital loss carryback benefit.

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.

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TD SYNNEX Corporation
Reconciliation of GAAP to Non-GAAP Financial Measures
(Currency in thousands except for per share amounts)
(Amounts may not add or compute due to rounding)

	Twelve Months Ended November 30, 2023
Non-GAAP Net Income	
Net income	$ 626,911
Acquisition, integration and restructuring costs	213,585
Amortization of intangibles	293,737
Share-based compensation	49,273
Purchase accounting adjustments	15,047
Income taxes related to the above	(144,994)
Non-GAAP net income	$ 1,053,559

	Twelve Months Ended		
	November 30, 2023	November 30, 2022	November 30, 2021
Non-GAAP Diluted EPS			
Diluted EPS[1]	$ 6.70	$ 6.77	$ 6.24
Acquisition, integration and restructuring costs	2.28	2.40	2.51
Amortization of intangibles	3.14	3.11	1.66
Share-based compensation	0.53	0.41	0.52
Purchase accounting adjustments	0.16	1.17	0.45
Legal settlements and other litigation, net	—	(0.11)	—
Income taxes related to above	(1.55)	(1.73)	(1.27)
Income tax capital loss carryback benefit	—	(0.09)	(0.71)
Non-GAAP diluted EPS	$ 11.26	$ 11.94	$ 9.40

[1] Diluted EPS is calculated using the two-class method. Unvested restricted stock awards granted to employees are considered participating securities. For purposes of calculating Diluted EPS, net income allocated to participating securities was immaterial in all periods presented.

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

		November 30, 2023
ROIC		
Operating income (trailing fiscal four quarters)	$	1,078,032
Income taxes on operating income[1]		(222,018)
Operating income after taxes	$	856,014
Total invested capital comprising equity and borrowings, less cash (last five quarters average)	$	11,510,953
ROIC		7.4 %
Adjusted ROIC		
Non-GAAP operating income (trailing fiscal four quarters)	$	1,642,324
Income taxes on non-GAAP operating income[1]		(371,130)
Non-GAAP operating income after taxes	$	1,271,194
Total invested capital comprising equity and borrowings, less cash (last five quarters average)	$	11,510,953
Tax effected impact of cumulative non-GAAP adjustments (last five quarters average)		1,068,366
Total non-GAAP invested capital (last five quarters average)	$	12,579,319
Adjusted ROIC		10.1 %

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

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Appendix B: 2024 TD SYNNEX Corporation Employee Stock Purchase Plan

TD SYNNEX CORPORATION

2024 EMPLOYEE STOCK PURCHASE PLAN

(Adopted by the Board of Directors on January 10, 2024)

Effective Date: January 15, 2024

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TD SYNNEX CORPORATION
2024 EMPLOYEE STOCK PURCHASE PLAN

SECTION 1. PURPOSE OF THE PLAN.

The Plan is effective on January 15, 2024 (the "**Effective Date**"). The purpose of the Plan is to provide a broad-based employee benefit to attract the services of new Eligible Employees, to retain the services of existing Eligible Employees, and to provide incentives for such individuals to exert maximum efforts toward the Company's success 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 and to be exempt from the application and requirements of Section 409A of the Code, and is to be construed accordingly.

The Company intends to make two types of offerings under the Plan: offerings that are intended to qualify as an "employee stock purchase plan" under Section 423 of the Code and to be exempt from the application and requirements of Section 409A of the Code, and to be construed accordingly (each, a "**Section 423 Offering**") and offerings that are not intended to qualify as an "employee stock purchase plan" under Section 423 of the Code (each, a "**Non-423 Offering**"). The Section 423 Offerings will be construed so as to extend and limit Plan participation in a uniform and nondiscriminatory basis consistent with the requirements of Section 423 of the Code. An option to purchase shares of Stock under the Non-423 Offering will be granted pursuant to any rules, procedures, agreements, appendices or sub-plans adopted by the Committee designed to achieve tax, securities laws, or any other objectives.

SECTION 2. DEFINITIONS.

(a) "**Affiliate**" means any entity that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under the common control with, the Company.

(b) "**Board**" means the Board of Directors of the Company, as constituted from time to time.

(c) "**Code**" means the United States Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder.

(d) "**Committee**" means the Compensation Committee of the Board, as described in Section 3.

(e) "**Company**" means TD SYNNEX Corporation, a Delaware corporation, including any successor thereto.

(f) "**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 Sections 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 or any other equity awards, and similar items. The Committee shall determine whether a particular item is included in Compensation. Further, the Committee shall have the discretion to determine the application of this definition to Participants outside the United States.

(g) "**Corporate Reorganization**" means:

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(1) 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

(2) 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.

(h) "**Eligible Employee**"

means any Employee of a Participating Company who meets the requirements set forth in the document(s) governing the Offering for eligibility to participate in the Offering, provided that such Employee also meets the requirements for eligibility to participate set forth in the Plan. The foregoing notwithstanding, an individual shall not be considered an Eligible Employee if such individual's participation in the Plan is prohibited by the law of any country which has jurisdiction over the employee.

(i) "**Employee**" means any person who is "employed" for purposes of Section 423(b)(4) of the Code by a Participating Company. However, service solely as a director, or payment of a fee for such services, will not cause a director to be considered an "Employee" for purposes of the Plan.

(j) "**Exchange Act**" means the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

(k) "**Fair Market Value**" means the fair market value of a share of Stock, determined as follows:

(1) if Stock was traded on any established national securities exchange, including the New York Stock Exchange or The Nasdaq Stock 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 with respect to the Stock) on such date as reported in the Wall Street Journal or such other source as the Committee deems reliable; or

(2) 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.

The determination of fair market value for purposes of tax withholding may be made in the Committee's discretion subject to applicable law and is not required to be consistent with the determination of Fair Market Value for other purposes.

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. Determination of the Fair Market Value pursuant to the foregoing provisions shall be conclusive and binding on all persons.

(l) "**Offering**" means the grant of options to purchase shares of Stock under the Plan to Eligible Employees.

(m) "**Offering Date**" means the first day of an Offering.

(n) "**Offering Period**" means a period with respect to which the right to purchase shares of Stock may be granted under the Plan, as determined pursuant to Section 4(a).

(o) "**Participant**" means an Eligible Employee who elects to participate in the Plan, as provided in Section 4(b).

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(p) "**Participating Company**" means (i) the Company and (ii) each present or future Subsidiary or Affiliate designated by the Committee as a Participating Company. The Committee may so designate any Subsidiary or Affiliate, or revoke any such designation, at any time and from time to time, either before or after the Plan is approved by the stockholders, and may further designate such companies or Participants as participating in the 423 Component or the Non-423 Component. The Committee may also determine which Affiliates or Eligible Employees may be excluded from participation in the Plan, to the extent consistent with Section 423 of the Code or as implemented under a Non-423 Offering, and determine which Participating Company or Companies will participate in separate Offerings (to the extent that the Company makes separate Offerings). For purposes of Section 423 Offerings, only the Company and its Subsidiaries may be Participating Companies; provided, however, that at any given time, a Subsidiary that is a Participating Company in a Section 423 Offering will not be a Participating Company in a Non-423 Offering.

(q) "**Plan**" means this TD SYNNEX Corporation 2024 Employee Stock Purchase Plan, as it may be amended from time to time.

(r) "**Plan Account**" means the account established for each Participant pursuant to Section 8(a).

(s) "**Predecessor Plan**" means the TD SYNNEX Corporation 2014 Employee Stock Purchase Plan, as amended.

(t) "**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.

(u) "**Purchase Period**" means one or more successive periods during an Offering, beginning on the Offering Date or on the day after a Purchase Date, and ending on the next succeeding Purchase Date.

(v) "**Purchase Price**" means the price at which Participants may purchase shares of Stock under the Plan, as determined pursuant to Section 8(b).

(w) "**Stock**" means the common stock of the Company.

(x) "**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 fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

(y) "**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) *Administrative Powers and Responsibilities*. The Plan shall be administered by the Committee. 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. Subject to the requirements of applicable law, the

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Committee may designate persons other than members of the Committee to carry out its responsibilities and may prescribe such conditions and limitations as it may deem appropriate. All decisions, interpretations and other actions of the Committee shall be final and binding on all Participants and all persons deriving their rights from a Participant. No member of the Committee shall be liable for any action that he has taken or has failed to take in good faith with respect to the Plan. 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.

(b) *International Administration*. The Committee may establish sub-plans (which need not qualify under Section 423 of the Code) and initiate separate Offerings 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, guidelines and forms of such sub-plans (or the Offerings thereunder) may take precedence over other provisions of the Plan, with the exception of Section 4(a)(i), Section 5(b), Section 8(b) and Section 14(a), but unless 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.

SECTION 4. ENROLLMENT AND PARTICIPATION.

(a) *Offering Periods*. While the Plan is in effect, the Committee may from time to time grant options to purchase shares of Stock pursuant to the Plan to Eligible Employees during a specified Offering Period. Each such Offering shall be in such form and shall contain such terms and conditions as the Committee shall determine, subject to compliance with the terms and conditions of the Plan (which may be incorporated by reference) and, as applicable, the requirements of Section 423 of the Code, including the requirement that all Eligible Employees participating in each Section 423 Offering have the same rights and privileges. The Committee shall specify prior to the commencement of each Offering (i) the period during which the Offering shall be effective, which may not exceed twenty-seven (27) months from the Offering Date and may include one or more successive Purchase Periods within the Offering, (ii) the Purchase Dates and Purchase Price for shares of Stock which may be purchased pursuant to the Offering, and (iii) if applicable, any limits on the number of shares purchasable by a Participant, or by all Participants in the aggregate, during any Offering Period or, if applicable, Purchase Period, in each case consistent with the limitations of the Plan. 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 terms and conditions of each Offering need not be identical, and shall be deemed incorporated by reference and made a part of the Plan.

(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 completing the enrollment process prescribed and communicated for this purpose from time to time by the Company to Eligible Employees.

(c) *Duration of Participation*. Once enrolled in the Plan, a Participant shall continue to participate in the Plan until the Participant 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 the Participant then is an Eligible Employee, by following the procedure described in Subsection (b) above. A Participant whose employee contributions were discontinued

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automatically under Section 9(b) shall automatically resume participation at the beginning of the earliest Offering Period ending in the next calendar year, if the Participant then is an Eligible Employee. Except as otherwise provided in the terms and conditions of an Offering, when a Participant reaches the end of an Offering Period but the Participant's 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; provided, however, that to the extent provided in the terms and conditions of an Offering, a Participant may also make contributions through payment by cash or check prior to one or more Purchase Dates during the Offering. Payroll deductions, subject to the provisions of Subsection (b) below or as otherwise provided under the terms and conditions of an Offering, shall occur on each payday during participation in the Plan.

(b) *Amount of Payroll Deductions*. An Eligible Employee shall designate during the enrollment process the portion of the Eligible Employee's Compensation that the Eligible Employee elects to have withheld for the purchase of Stock. Such portion shall be a whole percentage of the Eligible Employee's Compensation, but not less than one percent (1%) nor more than fifteen percent (15%) (or such lower rate of Compensation specified as the limit in the terms and conditions of the applicable Offering).

(c) *Changing Deduction Rate*. Unless otherwise provided under the terms and conditions of an Offering, (i) a Participant may not increase the rate of payroll deductions during the Offering Period, and (ii) a Participant may discontinue or decrease the rate of payroll deductions during the Offering Period to a whole percentage of the Participant's Compensation (including a reduction to zero percent (0%)) in accordance with such procedures and subject to such limitations as the Company may establish for all Participants. A Participant may also increase or decrease the rate of payroll deductions effective for a new Offering Period by submitting an authorization to change the payroll deduction rate pursuant to the process prescribed by the Company from time to time. The new deduction rate shall be a whole percentage of the Eligible Employee's Compensation consistent with Subsection (b) above.

(d) *Discontinuing Payroll Deductions*. If a Participant wishes to discontinue employee contributions entirely, the Participant 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).

SECTION 6. WITHDRAWAL FROM THE PLAN.

(a) *Withdrawal*. A Participant may elect to withdraw from the Plan by giving notice pursuant to the process prescribed and communicated by the Company from time to time. Such withdrawal may be elected at any time before the last day of an Offering Period, except as otherwise provided in the Offering. In addition, if payment by cash or check is permitted under the terms and conditions of an Offering, Participants may be deemed to withdraw from the Plan by declining or failing to remit timely payment to the Company for the shares of Stock. 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, except as may be required by applicable law. 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 the Participant re-enrolls in the Plan under Section 4(b). Re-enrollment may be effective only at the commencement of an Offering Period.

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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 three (3) months after the Participant goes on a leave, unless a contract or statute guarantees the Participant's 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 the Participant's Plan Account shall be paid to the Participant's estate.

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, except where applicable law requires that amounts credited to Plan Accounts be held separately or deposited with a third party. No interest shall be credited to Plan Accounts, except as may be required by applicable law.

(b) *Purchase Price.* The Purchase Price for each share of Stock purchased during an Offering Period shall be the lesser of:

(1) eighty-five percent (85%) of the Fair Market Value of such share on the Purchase Date; or

(2) eighty-five percent (85%) of the Fair Market Value of such share on the Offering Date.

The Committee may specify an alternate Purchase Price amount or formula in the terms and conditions of an Offering, but in no event may such amount or formula result in a Purchase Price less than that calculated pursuant to the immediately preceding formula.

(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 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 (rounded down to the nearest whole share, unless otherwise set forth in the terms and conditions of an Offering). Unless provided otherwise by the Committee prior to the commencement of an Offering, in no event will a Participant be eligible to purchase during any Offering Period that number of whole shares of Stock determined by dividing $25,000 by the Fair Market Value of a share of Stock on the first date of such Offering Period (subject to any adjustment pursuant to Section 14(b) hereof). The foregoing notwithstanding, no Participant shall purchase more than such number of shares of Stock as may be determined by the Committee with respect to the Offering Period, or Purchase Period, if applicable, nor more than the amount of Stock set forth in Sections 9(b) and 14(a). For each Offering Period and, if applicable, Purchase Period, the Committee shall have the authority to establish additional limits on the number of shares purchasable by all Participants in the aggregate.

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(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 the Participant as soon as reasonably practicable after the applicable Purchase Date, except that the Company may determine that such shares shall be held for each Participant's benefit by a broker designated by the Company. Shares may be registered in the name of the Participant or jointly in the name of the Participant and the Participant's spouse as joint tenants with right of survivorship or as community property.

(f) *Unused Cash Balances*. Unless otherwise set forth in the terms and conditions of an Offering, 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 at the end of the Offering Period, without interest (except as may be required by applicable law), if the Participant's 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 (except as may be required by applicable law).

(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 the Participant's election to purchase such Stock, would own stock possessing five percent (5%) or more of 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:

(1) Ownership of stock shall be determined after applying the attribution rules of Section 424(d) of the Code;

Each Participant shall be deemed to own any stock that the Participant has a right or option to purchase under this or any other plan; and

(2) 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 the 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 twenty-five thousand dollars ($25,000) of Fair Market Value of such Stock per calendar year (under the 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 United States Treasury Regulations promulgated thereunder.

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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 the Participant's employee contributions shall automatically be discontinued.

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 the Participant 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 the laws of descent and distribution. If a Participant in any manner attempts to transfer, assign or otherwise encumber the Participant's rights or interest under the Plan, other than by 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 the Participant's at-will 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 the Participant may have a right to purchase under the Plan until such shares have been purchased on the applicable Purchase Date and such Participant's ownership of such Stock shall have been entered into the books of the registrar or the Participant is issued a stock certificate, as applicable.

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 United States Securities Act of 1933, as amended, the rules and regulations promulgated thereunder, state or non-U.S. securities laws and regulations, the regulations of any stock exchange or other securities market on which the Company's securities may then be traded, and any foreign securities, exchange control or other applicable laws of any country which has jurisdiction over the applicable Participant.

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 of Stock; plus (ii) any reserved shares not purchased or subject to an offering under the Predecessor Plan on the Effective Date; 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).

(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 Stock) by reason of any forward or reverse share split, subdivision or consolidation, or share

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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), in any case, in a manner that complies with Section 423 of the Code.

(c) *Reorganizations*. Any other provision of the Plan notwithstanding, in the event of a Corporate Reorganization in which the Plan is not assumed by the surviving corporation or its parent corporation pursuant to the applicable plan of merger or consolidation, the Offering Period then in progress shall terminate immediately prior to the effective time of such Corporate Reorganization and either shares shall be purchased pursuant to Section 8 or, if so determined by the Board or Committee, all amounts in all Participant Accounts shall be refunded pursuant to Section 15 without any purchase of shares. 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 Committee shall have the right to amend, suspend or terminate the Plan at any time and without notice; provided, however, that any amendment that would be treated as the adoption of a new plan for purposes of Section 423 of the Code will have no force or effect unless approved by the stockholders of the Company within twelve (12) months before or after its adoption. Upon any such amendment, suspension or termination of the Plan during an Offering Period, the Board or Committee 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 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 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. The Plan shall continue until the earlier to occur of (a) termination of the Plan pursuant to this Section 15 or (b) issuance of all the shares of Stock reserved for issuance under the Plan.

SECTION 16. LIMITATION ON LIABILITY.

Notwithstanding anything to the contrary in the Plan, neither the Company, nor any of its Subsidiaries, nor the Committee, nor any person acting on behalf of the Company, any of its Subsidiaries, or the Committee, will be liable to any Participant, to any permitted transferee, to the estate or beneficiary of any Participant or any permitted transferee, or to any other person by reason of any acceleration of income, any additional tax, or any penalty, interest or other liability asserted by reason of the failure of the Plan or any option to purchase shares of Stock to satisfy the requirements of Section 423, or otherwise asserted with respect to the Plan or any option to purchase shares of Stock.

SECTION 17. UNFUNDED PLAN.

The Company's obligations under the Plan are unfunded, and no Participant will have any right to specific assets of the Company in respect of any option to purchase shares of Stock. Participants will be general unsecured creditors of the Company with respect to any amounts due or payable under the Plan.

SECTION 18. OFFER TO PARTICIPANTS OUTSIDE THE UNITED STATES.

Notwithstanding any provision of the Plan to the contrary, to comply with applicable law in countries outside the United States in which the Company and its Subsidiaries and Affiliates operate or in which Participants work or reside, the Committee, in its sole discretion, shall have the power and authority to: (a) determine which Employees outside the United States will be Eligible Employees under the Plan; (b) modify the terms and conditions of any Offering to Eligible Employees outside the

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United States; (c) establish sub-plans and modify terms, procedures and rules, to the extent such actions may be necessary or advisable, including adoption of rules, procedures or sub-plans applicable to particular Subsidiaries and Affiliates or Participants in particular locations; provided that no such sub-plans and/or modifications shall take precedence over Section 3 of the Plan or otherwise require stockholder approval; (d) take any action, before or after options to purchase shares of Stock are granted, that it deems advisable to obtain approval or to facilitate compliance with any necessary local governmental regulatory exemptions or approvals; and (e) impose conditions on participation in the Plan and/or the purchase of shares of Stock in order to minimize the Company's obligation with respect to tax equalization for Participants on assignments outside their home country. Without limiting the generality of the foregoing, the Committee is specifically authorized to adopt rules, procedures and sub-plans with provisions that limit or modify rights on eligibility to participate in an Offering, on termination of employment, available methods of contribution, payment of income tax, social insurance contributions and payroll taxes, the shifting of employer tax or social insurance contribution liability to a Participant, the withholding procedures and handling of any Stock certificates or other indicia of ownership. Notwithstanding the foregoing, the Board will only take action and grant options to purchase shares of Stock that comply with applicable laws.

SECTION 19. GOVERNING LAW.

The Plan and all disputes or controversies arising out of or relating thereto shall be governed by, and construed in accordance with, the internal laws of the State of Delaware, without application of the conflicts of law principles thereof.

SECTION 20. 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/ Beth Simonetti
Name: Beth Simonetti
Title: EVP, Chief Human Resources Officer

Date: January 15, 2024

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PROXY

TD SYNNEX CORPORATION

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY FOR ANNUAL MEETING — MARCH 20, 2024

The undersigned hereby constitutes and appoints Richard Hume and David Vetter, and each of them, his or her true and lawful agents and proxies with full power of substitution in each, to represent the undersigned at the Annual Meeting of Stockholders of TD SYNNEX CORPORATION to be held at the offices of the Company and at any adjournments thereof and to vote with respect to the proposals set forth on the reverse side all shares of stock of TD SYNNEX CORPORATION the undersigned is entitled to vote at the Annual Meeting.

You are encouraged to specify your choice by marking the appropriate box, SEE REVERSE SIDE. Shares represented by this proxy will be voted as directed by the stockholder. IF NO SUCH DIRECTIONS ARE INDICATED, THE PROXIES WILL HAVE AUTHORITY TO VOTE FOR THE ELECTION OF DIRECTORS, FOR PROPOSAL 2, FOR PROPOSAL 3, FOR PROPOSAL 4, AGAINST PROPOSAL 5 AND IN ACCORDANCE WITH THE DISCRETION OF THE PROXIES ON ANY OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING. The proxies cannot vote your shares unless you sign and return this card.

(Please vote, date, and sign this proxy on the other side and return promptly in the enclosed envelope.)

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held March 20, 2024.

The Proxy Statement and our 2023 Annual Report to Stockholders are available at: http://www.viewproxy.com/TDSYNNEX/2024.

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Please mark your vote in blue or black ink as shown here ☒

The Board of Directors recommends voting FOR proposal 1, FOR proposal 2, FOR proposal 3, FOR proposal 4, and AGAINST proposal 5.

Proposal 1. Election of Directors.

NOMINEES:	FOR	WITHHOLD
(01) Ann Vezina	☐	☐
(02) Robert Kalsow-Ramos	☐	☐
(03) Richard Hume	☐	☐
(04) Kathleen Crusco	☐	☐
(05) Ting Herh	☐	☐
(06) Hau Lee	☐	☐
(07) Nayaki Nayyar	☐	☐
(08) Matthew Nord	☐	☐
(09) Dennis Polk	☐	☐
(10) Claude Pumilia	☐	☐
(11) Merline Saintil	☐	☐

Proposal 2. An advisory vote to approve our Executive Compensation

FOR ☐ AGAINST ☐ ABSTAIN ☐

Proposal 3. Approval of the 2024 TD SYNNEX Corporation Employee Stock Purchase Plan

FOR ☐ AGAINST ☐ ABSTAIN ☐

Proposal 4. Ratification of the appointment of KPMG LLP as our independent registered public accountants

FOR ☐ AGAINST ☐ ABSTAIN ☐

Proposal 5. Stockholder proposal regarding simple majority vote, if properly presented

FOR ☐ AGAINST ☐ ABSTAIN ☐

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Please sign exactly as your name appears on your stock certificate. If the stock is held by joint tenants or as community property, both should sign. Executors, administrators, trustees, guardians, attorneys, and corporate officers should give their full titles.

Signature of Stockholder Date

Signature of Stockholder Date

DO NOT PRINT IN THIS AREA
(Stockholder Name & Address Data)

I plan on attending the meeting ☐

CONTROL NUMBER

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

SCAN TO
VIEW MATERIALS & VOTE

CONTROL NUMBER

PROXY VOTING INSTRUCTIONS

Please have your 11-digit control number ready when voting by Internet or Telephone.

INTERNET
Vote Your Proxy on the Internet:
Go to www.AALvote.com/SNX
Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

TELEPHONE
Vote Your Proxy by Phone:
Call 1 (866) 804-9616
Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.

MAIL
Vote Your Proxy by Mail:
Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.