ANNUAL REPORT

2024

CADRE
HOLDINGS

www.cadre-holdings.com

OUR MISSION

Our creed, Together, We Save Lives®, is inherent in the life-saving products we deliver. Through integration, innovation, and the constant pursuit of perfection, we intend to empower, equip and protect first responders and government agency personnel with the best protective products on the planet.

DEAR FELLOW SHAREHOLDERS,

Once again, I am very happy to be writing this letter to you as the CEO and Chairman of Cadre Holdings, Inc. after the completion of another successful year. Cadre Holdings is comprised of a number of businesses—many with decades of history—that design, manufacture, and distribute highly engineered safety and survivability products. While our foundation has long been in public safety, we are evolving into a diversified industrial company focused on mission-critical products serving demanding end markets. This strategic evolution reflects our commitment to innovation, operational excellence, and long-term value creation.

Our accomplishments for the year are noteworthy. We successfully completed and integrated two acquisitions, while delivering record operating results. Our management team also continued the roll-out of the Cadre Operating Model both in our newly acquired businesses and our existing portfolio. These two things are related—driving forward with the Cadre Operating Model yields superior financial performance and informs our point of view on targeted acquisition opportunities. Each reinforces the other, and I am proud of our team for their continued focus on execution.

On a macro level, 2024 continued to be a turbulent year economically and geopolitically. Interest rates remained elevated as the Federal Reserve took a cautious approach to cutting, despite signs of inflation easing. Geopolitical instability persisted, particularly in Eastern Europe and the Middle East, contributing to global uncertainty. Meanwhile, U.S. employment levels remained strong, though consumer confidence fluctuated. In our end markets, spending levels moved in the right direction, but first responder recruiting remained challenging.

Through all of this, our business once again proved its resilience, demonstrating the strength of our portfolio, the discipline of our operating model, and the durability of our customer relationships. We believe this consistency provides us with a unique platform to continue executing on our M&A strategy and long-term growth objectives.

2024 RECORD FINANCIAL RESULTS

2024 was another record year for Cadre, with revenue growing by 17.6% to $567.6 million driven by strong organic growth and the impact of our recent acquisitions. This performance came despite an uncertain macroeconomic backdrop.

Our gross margin increased to 41.1%, driven by price discipline, favorable product mix, and continued improvements from our operational initiatives. Our Product segment saw gains in pricing and productivity, while our Distribution segment benefited from volume growth, despite some offsetting third-party manufacturing costs.

These improvements led to 16.3% growth in gross profit and a 22.2% increase in Adjusted EBITDA*, which reached $104.8 million for the year. And while our net cash from operating activities declined year over year, that largely reflected the record fourth quarter.

17.6%	$104.8m	0.9x
Revenue growth	Adjusted EBITDA*	Net Debt / Adjusted EBITDA*

* Adjusted EBITDA is a non-GAAP financial measure. Reconciliation of this non-GAAP measure to Net Income, the most directly comparable GAAP measure, is included in the accompanying Annual Report on Form 10-K for the year ended December 31, 2024.

Warren B. Kanders
Chief Executive Officer &
Chairman of the Board

CADRE OPERATING MODEL

The CADRE Operating Model is a behavior-based, leadership-centric operating "way" that enables us to create greater value for our customers and stakeholders. It guides how we work, innovate, solve problems, improve, and engage with each other, customers, and communities.

The model guides our approach to leadership capabilities and management processes. That in turn supports the Cadre Excellence Maturity Model, a leadership operating model supported by lean tools, variability reduction tools, and Kaizen methodology. One critical output is leadership in product growth and innovation that allows us to capitalize on our position as a leading global provider of safety equipment.

CAPITAL STRUCTURE AND ACCRETIVE M&A

Cadre entered 2024 with a strong balance sheet and generated significant free cash flow throughout the year. We ended 2024 with net debt of approximately $98.3 million, representing a net debt / Adjusted EBITDA* ratio of just 0.9x. This financial flexibility enabled us to both invest in growth and return capital to shareholders.

In early 2024, we increased our quarterly dividend by 9.4%, and we followed with another increase in early 2025, reflecting our confidence in the strength and consistency of our business. We are committed to our goal of delivering meaningful shareholder returns while maintaining the balance sheet strength to execute our growth strategy.

Also in early 2024, we completed a follow-on equity offering, raising $91.1 million in net proceeds. This transaction further enhanced our capital position, allowing us to pursue several high-quality acquisitions and continue building momentum in our M&A program.

STRATEGIC ACQUISITIONS ENHANCING OUR PLATFORM

In the first quarter of 2024, we closed two acquisitions that expanded our capabilities and end-market exposure:

- ICOR Technology, acquired in January 2024 for $40.4 million, is a global leader in EOD (explosive ordnance disposal) robotics. Headquartered in Ottawa, ICOR strengthens our position in the EOD space and enhances our Med-Eng platform. ICOR's customer base includes global militaries, law enforcement, SWAT, and CBRNE teams.
- Alpha Safety, acquired in February 2024 for $107.1 million, designs and manufactures technical products and systems for the nuclear industry. With engineered containers, filtration and containment systems, and field services, Alpha Safety brings a strong base of recurring revenue, long-term contracts, and significant growth potential. The company participates in a $5 billion addressable market, supported by secular trends and 20- to 30-year industry timelines.

Alpha Safety represents a strategic milestone for Cadre. Since our IPO in 2021, we have consistently discussed our intent to evolve into a multi-vertical provider of engineered, mission-critical products. Alpha Safety delivers on that promise—providing a platform in the nuclear space with meaningful organic growth potential and a robust M&A pipeline of more than 100 targets. The business also brings a track record of successful acquisitions and scalable customer relationships. While Alpha Safety already operates at attractive margins, we believe the Cadre Operating Model can help unlock further efficiency and profitability.

LOOKING FORWARD

In January 2025, we signed a definitive agreement to acquire the engineering division of Carrs, a well-established provider of products focused on our nuclear vertical. We expect the transaction to close in the second quarter of 2025, pending customary closing conditions. Carrs will strengthen our nuclear safety product offering and deepen our engagement with a core segment of our customer base.

Looking forward, we will continue to invest in our nuclear safety vertical. The acquisition of Alpha Safety and the addition of Carrs has given us a strong foothold in a market with long-term growth prospects and high barriers to entry. We see significant opportunity to scale this platform both organically and through additional acquisitions—and we intend to pursue both aggressively. We believe that tailwinds in this market, combined with our operating capabilities and capital strength, position Cadre to become a leader in the nuclear sector.

Our M&A pipeline remains strong, and we are targeting one to two additional acquisitions in 2025. We believe the current environment—characterized by sustained interest rates, persistent uncertainty, and a growing backlog of actionable opportunities—will continue to play to our strengths.

2024 was a transformative year for Cadre and laid the foundation for an even stronger 2025. We will continue to execute on our strategy of building a diversified portfolio of mission-critical businesses through disciplined capital allocation, operational excellence, and innovation.

Our mission remains central to everything we do. We recently recorded Save 2,240 in our Saves Club—a tangible reminder of the professionals we help protect. That's 46 more lives saved over the last year alone. It is this purpose that drives us every day, and we are proud to serve those who serve others.

As always, we thank our shareholders and partners for their continued trust and support.

Warren B Kanders

Warren B. Kanders
Chief Executive Officer and Chairman of the Board

*Adjusted EBITDA is a non-GAAP financial measure. Reconciliation of this non-GAAP measure to Net Income, the most directly comparable GAAP measure, is included in the accompanying Annual Report on Form 10-K for the year ended December 31, 2024.

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

FORM 10-K

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

For the fiscal year ended December 31, 2024

OR

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

For The Transition Period From To

Commission file number: 001-40698

CADRE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**38-3873146**
(State of Other Jurisdiction of incorporation or Organization)	(I.R.S. Employer Identification No.)
13386 International Parkway, Jacksonville, FL	**32218**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (904) 741-5400

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, $0.0001 Par Value per Share	**CDRE**	**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 (§232.0405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

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

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

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

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 the shares of Cadre Holdings, Inc. common stock held by non-affiliates of the registrant as of June 30, 2024 was $612,684,314 based on the closing price of $33.56 as reported by the New York Stock Exchange.

As of March 6, 2025, there were 40,607,988 shares of common stock, par value $0.0001, outstanding

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement for its 2025 Annual Meeting of Stockholder, or the Proxy Statement, to be filed within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference in Part III. Except with respect to information specifically incorporated by reference in this Annual Report, the Proxy Statement shall not be deemed to be filed as part hereof.

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CAUTIONARY STATEMENT

This Annual Report on Form 10-K (this "Report") contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Except where the context otherwise requires or where otherwise indicated, the terms the "Company", "Cadre", "we," "us," and "our," refer to the consolidated business of Cadre Holdings, Inc. and its consolidated subsidiaries. All statements in this Report, other than statements of historical fact, are forward-looking statements. These forward-looking statements are based on management's current expectations, assumptions, hopes, beliefs, intentions, and strategies regarding future events and are based on currently available information as to the outcome and timing of future events. In some cases, you can identify forward-looking statements because they contain words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "could," "plan," "predict," "potential," "seem," "seek," "future," "outlook," or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. The Company cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of the Company, incident to its business.

Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. These forward-looking statements are based on information available as of the date of this Report (or, in the case of forward-looking statements incorporated herein by reference, if any, as of the date of the applicable filed document), and any accompanying supplement, and current expectations, forecasts and assumptions, and involve a number of risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing the Company's views as of any subsequent date, and the Company does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Report. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. Our forward-looking statements do not reflect the potential impact of any future acquisitions, partnerships, mergers, dispositions, joint ventures, or investments we may make.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- *the availability of capital to satisfy our working capital requirements;*
- *anticipated trends and challenges in our business and the markets in which we operate;*
- *our ability to anticipate market needs or develop new or enhanced products to meet those needs;*
- *our expectations regarding market acceptance of our products;*
- *the success of competing products by others that are or become available in the market in which we sell our products;*
- *the impact of adverse publicity about the Company and/or its brands, including without limitation, through social media or in connection with brand damaging events and/or public perception;*
- *changes in political, economic or regulatory conditions generally and in the markets in which we operate;*
- *the impact of political unrest, natural disasters or other crises, terrorist acts, acts of war and/or military operations;*
- *our ability to maintain or broaden our business relationships and develop new relationships with strategic alliances, suppliers, customers, distributors or otherwise;*
- *our ability to retain and attract senior management and other key employees;*

- *our ability to quickly and effectively respond to new technological developments;*
- *the effect of an outbreak of disease or similar public health threat, such as the COVID-19 pandemic, on the Company's business;*
- *logistical challenges related to supply chain disruptions and delays;*
- *the impact of inflationary pressures and our ability to mitigate such impacts with pricing and productivity;*
- *the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors;*
- *the ability of our information technology systems or information security systems to operate effectively, including as a result of security breaches, viruses, hackers, malware, natural disasters, vendor business interruptions or other causes;*
- *our ability to properly maintain, protect, repair or upgrade our information technology systems or information security systems, or problems with our transitioning to upgraded or replacement systems;*
- *our ability to protect our trade secrets or other proprietary rights and operate without infringing upon the proprietary rights of others and prevent others from infringing on the proprietary rights of the Company;*
- *our ability to maintain a quarterly dividend;*
- *the expenses associated with being a public company, including but not limited to expenses associated with disclosure and reporting obligations;*
- *any material differences in the actual financial results of the Company's past and future acquisitions as compared with the Company's expectations;*
- *our ability to integrate the operations of the businesses we have acquired or may acquire in the future;*
- *potential legal, reputational, operational and financial effects on the Company resulting from the cybersecurity incident that we reported in July 2024 and/or future cybersecurity incidents on the Company's business, operations and financial results as well as the effectiveness of the Company's response and mitigation efforts to any such cybersecurity incidents;*
- *the impact of changes in tariffs, tax laws, global trade policies as well as instability and volatility in global markets; and*
- *other risks and uncertainties set forth in the section entitled "Risk Factors" of this Report, which is incorporated herein by reference.*

Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in this Report, specifically the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Other risks and uncertainties are and will be disclosed in our prior and future filings with the Securities and Exchange Commission ("SEC"). The following information should be read in conjunction with the Consolidated Financial Statements included in this Report.

Neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements.

PART I

Item 1. Business

BUSINESS

Business Overview

For over 60 years, we have been a global leader in the manufacturing and distribution of safety equipment and other related products for the law enforcement, first responder, military and nuclear markets. Our equipment provides critical protection to allow its users to safely and securely perform their duties and protect those around them in hazardous or life-threatening situations. Through our dedication to superior quality, we establish a direct covenant with end users that our products will perform and keep them safe when they are most needed. We sell a wide range of products including body armor, explosive ordnance disposal equipment, duty gear and nuclear safety products through both direct and indirect channels. In addition, through our owned distribution, we serve as a one-stop shop for first responders providing equipment we manufacture as well as third-party products including uniforms, optics, boots, firearms, and ammunition. The majority of our diversified product offering is governed by rigorous safety standards and regulations. Demand for our products is driven by technological advancement as well as recurring modernization and replacement cycles for the equipment to maintain its efficiency, effective performance, and regulatory compliance.

Domestically, we are a top provider of safety holsters and soft body armor for first responders, as well as a top provider of nuclear safety solutions. Globally, we are a leading provider of explosive ordnance disposal technician equipment. We believe we have achieved these positions through our high-quality standards, innovation and a direct connection to the end users. We service the ever-changing needs of our end users by investing in research and development for new product innovation and technical advancements that continually raise the standards for safety equipment in the markets we serve. Our target end user base includes state, local, and international law enforcement, fire and rescue, explosive ordnance disposal technicians, commercial nuclear power plants, emergency medical technicians ("EMT"), fishing and wildlife enforcement and departments of corrections, as well as federal agencies including the U.S. Department of State ("DoS"), U.S. Department of Defense ("DoD"), U.S. Department of Interior ("DoI"), U.S. Department of Justice ("DoJ"), U.S. Department of Homeland Security ("DHS"), U.S. Department of Corrections ("DoC"), the Department of Energy ("DoE"), numerous foreign government agencies and other companies involved in the nuclear industry. We have a large and diverse customer base, with no individual customer representing more than 10% of our total revenue.

Our mission that binds our leading brands as one is Together, We Save Lives. This mission lives in the hearts and minds of our associates around the world and remains in the forefront as we innovate new products and services and focus on processes to bring high quality standards to our customers. In our law enforcement and military focused brands, we are committed to honoring those who put their lives in danger through the SAVES CLUB®, which pays homage to first responders who experience a life-threatening incident in the line of work in which our armor or duty gear contribute to saving their lives. The SAVES CLUB® currently has over 2,240 members and counting.

Our mission is supported by our Cadre Operating Model ("COM"). The COM is a behavior-based, leadership centric, operating model that enables us to create greater value for our customers and stakeholders. It guides how we work, innovate, solve problems, improve and engage with each other, our customers and our communities.

Industry Overview

The market for safety equipment focuses on providing a diverse set of protective and mission enhancing products and solutions to our target end users. The market is driven by multiple factors including customer refresh cycles, growing number of personnel employed, equipment replacement and modernization trends, greater emphasis on public and first responders' safety, increasing needs to modernize the U.S. nuclear stockpile, increasing demands for energy, and disposal and remediation of nuclear sites and products.

Body Armor, Duty Gear and Explosive Ordnance Disposal

Body armor, duty gear, and explosive ordnance disposal equipment are key product areas in the safety equipment market. Law enforcement personnel growth is a significant driver for our business. The U.S. Bureau of Labor Statistics projects that the number of openings for law enforcement personnel in the U.S. to be 63,000 on average over the decade from 2023 to 2033. Demand for first responder safety equipment is also fueled by increasing law enforcement budgets and increases in expenditures per officer.

In addition, increasing mandatory body armor use and refresh policies, and evolving technical standards continue to drive the need for safety equipment for first responders. The significant increase (60%) in active shooter incidents since 2019, continues to be a tailwind that leaves law enforcement agencies with making the decision to upgrade body armor or armored equipment that provides higher protection to officers due to these threats. Meanwhile, the explosive ordnance disposal equipment market is driven by the continued emergence of new global threats while duty gear is driven mainly by product use and replacement cycles as a result of changing or accessorizing firearms.

Our management estimates the serviceable available market for soft body armor (including tactical soft armor) to be approximately $870 million. We also estimate explosive ordnance disposal equipment to have an addressable market of approximately $245 million over the seven-to-ten year life cycle of the products' installed base. Finally, the annual addressable market for safety holsters for the global law enforcement and military is estimated to be approximately $380 million.

The international law enforcement market is also poised for growth as foreign governments face increasingly complex safety challenges and seek to replace legacy equipment. Additionally, we foresee the demand for safety equipment from overseas markets to increase due to heightened awareness of the importance and effectiveness of such products and as countries are exposed to new threats. Our management estimates our addressable number of total law enforcement personnel outside the U.S. to be approximately 9.7 million, representing a substantial market opportunity.

Nuclear Safety Products

The demand drivers for our highly engineered technical products centers around a global effort to ensure safe nuclear operations and material handling. The three key missions that are highly regulated and that our products and services fulfill are environmental safety, national security and nuclear energy. Any interaction with radioactive materials requires highly engineered safety solutions and domain expertise.

Demand pertaining to environmental safety is fueled by mandated cleanup from the DoE related to a $534 billion liability that exists from energy research and nuclear weapons production dating back decades. Demand pertaining to national security is driven by the recent mandate of the DoE to increase production to 80 plutonium pits per year by 2030, which has not regularly occurred since 1989. Lastly, demand pertaining to nuclear energy is driven by both ongoing nuclear plant operation, as well as the decommissioning of nuclear plants. The lifecycle demand restarts as new nuclear plants emerge and new small modular reactor plants become commercially viable. Our management estimates the total addressable market for our nuclear safety products to be between $3 billion and $6 billion based on the need for our products by the U.S. government and the U.S. commercial nuclear market.

Our management team believes that the safety equipment industry represents a stable and growing market with long-term opportunities. Given our strong market standing, direct connection to the end users, extensive distribution network, long history of innovations and high-quality standards, we believe we are well positioned to capitalize on the positive market dynamics.

Competitive Strengths

Leading, independent global provider of safety equipment. Our history as a leading provider of high-quality safety equipment dates back to 1964. Our differentiated value proposition is built on superior quality combined with an unwavering focus on critical safety standards, making us a trusted brand name.

Strong market positions. Based on data we collect related to end users and publicly available information on awarded contracts and purchases, we believe we have leading market positions across multiple product categories through superior quality and performance differentiating us from our competition. By way of reference, we sell concealable, tactical or hard armor, or duty retention holsters to the majority of the top 50 police departments in the U.S. by size. For explosive ordnance disposal equipment, we are a party to single and multi-year contracts for the largest bomb suit teams in the world including the DoD. Furthermore, our engineered container solution for the nuclear industry, the SAVY 400, is the only DoE compliant container. Our products continually exceed stringent industry safety standards and are recognized for advancements in performance through innovation and technological enhancement.

Mission-critical products with recurring demand characteristics. Our products provide critical protection to their end users as well as those around them, with limited or no room for error. As a result, stringent safety standards and customary warranty provisions create refresh cycles on over 70% of the equipment we supply via our Product segment. Demand associated with these refresh cycles drives a highly predictable recurring revenue stream. The majority of our remaining revenue is associated consumable products driving recurring sales based on replenishment needs.

Attractive macro-economic and secular tailwinds driving demand and visibility for our products. The majority of our end markets are acyclical in nature, as their demand is driven primarily by first responder budgets, and relatively unaffected by economic cycles. Our business has benefited from key shifts serving as tailwinds to our growth strategy including the increasing focus on safety, replacement and modernization trends.

Compelling organic and inorganic growth roadmap. Leveraging our differentiated product development process and technical know-how, leading domestic market position and first mover advantage with our suppliers, we plan to drive profitable organic revenue growth via new product development and geographic expansion. In particular, international expansion is an especially important initiative in our organic growth roadmap due to the significant market share opportunity and increasing investments in safety equipment in various key geographic markets. We expect to supplement our organic growth through a targeted merger and acquisition (“M&A”) program spanning our existing core products and markets as well as attractive adjacencies.

Attractive financial profile with strong EBITDA margins and free cash flow generation. We generate strong profitability through diligent portfolio management of customers and contracts and continued focus on cost structure to drive operating leverage. Our strong profitability combined with minimal capital expenditure requirements result in high free cash flow generation, which is a key driver for our internal research and development initiatives and targeted M&A program.

Tenured management with significant public company platforms. Our management team is comprised of executive officers with extensive experience at public company platforms including Armor Holdings Inc., Danaher Corporation, General Electric Company and IDEX Corporation. Together they bring an established track record of strong performance operating and growing public companies both organically and via acquisitions. This experience has created a differentiated approach to our operating model through their expertise in building a culture of operational and cultural excellence, complexity reduction, and innovation.

Long-term customer relationships across diverse end markets and geographies. We maintain long-term relationships with over 23,000 first responders and federal agencies both domestically and internationally, with many top customer relationships in excess of 15 years. Our global presence spans over 100 countries across North America, Europe and other regions.

Products

We design and manufacture a diversified product portfolio of critical safety equipment. We maintain clear market-leadership positions in certain core product categories including body armor, explosive ordnance disposal equipment and duty gear. Over 70% of our product sales are tied to customary or mandated refresh cycles of between five and ten years, which drives a highly predictable recurring revenue stream. The majority of the remaining revenue is associated consumable products. Our overall strategy is to drive growth by leveraging our leading market shares and competitively differentiated offerings in each of our core product categories, including:

Body Armor. We offer a full range of field-proven advanced armor solutions. Our products incorporate cutting-edge technology, innovative materials and processes in order to provide the best protection, reduce weight and optimize ergonomics for the end user. The majority of our armor products, which comply with the National Institute of Justice (“NIJ”) standards or other applicable standards, are made-to-measure. We recently launched our innovative and groundbreaking APEX concealable body armor vest system, which redefines the standard of agility and comfort. At the core of APEX lies a revolutionary 4-piece compression carrier design that seamlessly integrates two side panels with front and rear counterparts. This unique configuration allows for unparalleled articulation, ensuring the armor moves fluidly with the body offering superior coverage.

Our principal body armor product offerings include concealable, corrections and tactical armor, which provide varying levels of protection against ballistic or sharp instrument threats. Our body armor products are sold under the well-known Safariland® and Protech® Tactical brand names. We also sell products in partnership with industry leading developer Hardwire LLC.

Our body armor panels manufactured in the United States are designed to meet applicable ballistic performance standards established by the NIJ. We also manufacture body armor in Canada, England and Lithuania that is certified to meet applicable U.S.

and international armor standards. We also distribute a variety of third-party items, including helmets, plates and face shields for protection from blunt trauma, ballistic threats and explosive shrapnel.






Explosive Ordnance Disposal. We are the global leader of a highly engineered portfolio of critical operator survival suits, remotely operated vehicles, specialty tools, blast sensors, accessories and vehicle blast attenuation seats for bomb safety technicians. As the most trusted brand in the market, Med-Eng is the go-to source for explosive ordnance solutions in the developed world. Our products provide end users with the latest protective technologies integrated with electronic components and communications equipment. The addition of ICOR, acquired in January 2024, gives us the ability to sell a full platform of robots suitable for bomb safety technicians but also meet the needs of law enforcement tactical teams as well.

Med-Eng has a fielded installed base of bomb suits in over 100 countries, yielding predictable, recurring replacement cycles. Our continuous investment in R&D supported by our existing IP portfolio, drives next-generation technologies designed to meet the ever-evolving threats for operators in the field. Select customers include the U.S. Army, U.S. Navy, U.S. Air Force, U.S. Marines, FBI, ATF and all the armed forces of NATO countries.






Duty Gear. We are the industry leader in holster innovation and safety engineering and our products incorporate industry standard safety locking mechanisms on which a majority of first responders are trained. The end user base for our holster products includes state and local law enforcement, federal agencies including the DoS, DoD, DoI, DHS, and DoC, foreign police and military agencies, and the commercial concealed carry market. We also offer a complementary line of officer duty gear including belts and accessories.

In connection with the mission critical nature of duty gear products, we dedicate significant product development resources to ensure efficient and effective performance of our products. In fact, we launched a new family of duty holsters, the Ballast. The product was engineered for extreme durability and a long list of use enhancements like open muzzle design, removable red dot sight optic lid, extreme temperature tolerance and a minimalist footprint. We manufacture and sell duty gear and commercial offerings under the widely recognized Safariland®, Radar® and Bianchi® brands.






Nuclear Safety. Founded in 1986, Alpha Safety is a global provider of highly engineered technical products and services spanning the nuclear value chain. Its partnership with key customers is approaching 40 years. We offer turnkey solutions to customers who rely on its decades of design, application and technical know-how to protect critical operational personnel and the environment. Select customers include the DoE, LANL, BWXT and Veolia.

Other Protective Equipment. Supplementary to our core product offerings, we design, manufacture, assemble, and market a suite of equipment to round out our product portfolio. Key products include chem light solutions, communications gear, forensic and investigation products, firearms cleaning solutions, and crowd control products. These products are marketed under several well-known niche brands. In addition, through our owned distribution, we serve as a one-stop shop for first responders providing equipment we manufacture as well as third-party products including uniforms, optics, boots, firearms and ammunition.

Growth Strategy

Our growth plan consists of a multi-pronged approach that includes driving profitable core revenue growth through new product introductions and international market expansion combined with targeted acquisitions, enhanced through our operating model.

Profitable Core Revenue Growth. We believe that our leading market positions across a range of core categories will continue to yield significant growth opportunities. Our management team is focused on delivering new product launches, increasing customer wallet share, executing on key new contract opportunities and expanding our high-margin e-commerce and direct-to-consumer capabilities to continue to drive revenue growth. Examples of recent product innovation include the development of the APEX body armor carrier system, introduction of our next generation Ballast holsters, a new tactical armor solution, a variety of consumer-focused holsters and working with key suppliers on the use of emerging materials for utilization in new armor products.

International Market Expansion. We are also committed to increasing our market share internationally. Given our leading domestic market position and our products' high-quality standards and performance, we believe we are well positioned to take advantage of the growth in international demand for safety equipment for first responders. We intend to penetrate certain international markets through leveraging existing relationships, building local market teams and expansion into relevant market adjacencies, as well as through our targeted M&A program.

Targeted M&A Program. To supplement organic growth and internal research and development, our management team has historically undertaken a targeted M&A program, completing 17 transactions to date. These strategic acquisitions have allowed us to expand our product and technology offerings, enter new markets and expand geographically to achieve attractive returns.

We maintain a robust pipeline of M&A opportunities, spanning our existing core products and markets as well as attractive adjacencies within the safety landscape. We plan to utilize our free cash flow generation and historical success in acquisitions to drive favorable acquisition structures and efficient integration. Our operating model, passion around connecting with customers and expansive channel help maximize the value created from our acquisitions.

Continuous Margin Improvement Initiatives. Our management team has shown a strong track record of achieving cost structure optimization to drive operating leverage, as evidenced by past years' margin improvements. Our operating model starts with complexity reduction then uses lean tools and methods to continuously improve operational and commercial processes. Strategic initiatives completed over the past few years including, among others, rationalizing the Company's manufacturing footprint, divesting non-core activities, enhancing our supply chain and optimizing customer relationships and key contracts. Together these activities have helped enhance the Company's manufacturing and sales operations, ultimately driving profitability growth.

Customers and Selling Channels

We sell our products through distributors and work directly with agencies to effectively reach end users. We classify our customers into four categories: U.S. State and Local Agencies, International, U.S. Federal Agencies, and Commercial (which includes our direct-to-consumer sites).

U.S. State and Local Agencies. We have built relationships with the majority of domestic law enforcement agencies in the country, selling at least one product category to each of the top 50 major departments. Other end users in this category include fire and rescue, explosive ordnance disposal technicians, EMT, fishing and wildlife enforcement and departments of corrections. We sell our products through a network of longstanding third-party distributors as well as an owned distribution platform, both of which interact directly with agencies and end users.

International. Over the past three years, we have sold products to more than 100 countries globally. We service foreign defense ministries, foreign national law enforcement agencies and other foreign agencies directly, through our distribution partners as well as through agency agreements with representatives to help service broad regions.

U.S. Federal Agencies. We sell to a variety of federal agencies including the DoS, DoD, DoI, DoJ, DHS, and DoE. Furthermore, we have long-standing contracts with key departments within the U.S. Army, U.S. Air Force, U.S. Navy and U.S. Marine Corps.

Commercial. Our Commercial channel consists primarily of sales through largely recognized e-commerce companies and retailers as well as through our own e-commerce sites.

We service each of our channels through in-field technical salespeople and an owned distribution network. Our traditional distribution network consists of longstanding distribution partners and agents, retailers and e-commerce platforms and our own website where we sell directly to the end user. We pair our in-house expertise with outside partners in order to provide our customers with the best service possible while maintaining a real-time understanding of end user needs. In total, we have 65 salespeople domestically and 12 internationally. We believe that by combining our third party network with our in-house salesforce and our extensive owned distribution network, we create continuous customer interaction and best- in-class service and training, providing us with a distinct advantage over our peers.

Our brand name recognition and reputation among our customers, diversified product line and extensive distribution network are central to our marketing strategy.

Manufacturing and Raw Materials

We operate a global manufacturing footprint with 20 sites across North America and Europe. Each site has capacity to scale up without significant further material investment in machinery and equipment. Additionally, we manage a diverse global supplier base of leading textile, fabric and raw material providers. We have multiple sources for each input in order to limit our dependency on any single vendor. No supplier makes up more than 10% of total purchases.

We are reliant on certain suppliers that provide us with the raw materials and components that we utilize in manufacturing our ballistic resistant garments. Although in some cases substitutable alternative materials and components may be obtained from other commercially available sources, any change in the materials and components that we utilize in manufacturing our ballistic resistant garments may require additional research and development, recertification as well as customer acceptance.

Competition

We compete in the large public safety and outdoor and recreation markets amongst other ancillary addressable markets. Competition in the public safety markets depends on the specific product in question but is generally based on a number of factors including product quality, safety performance, fit, price, and brand recognition. We believe that we have been able to compete successfully driven by the combination of our brand and product dependability, superior engineering and manufacturing capabilities, industry-leading product innovations, as well as on the breadth of our offering to customers.

Our primary competitors include, but are not limited to, Point Blank Enterprises, Inc., Avon Protection Systems, Inc., Central Lake Armor Express, Inc. (d/b/a Armor Express), Alien Gear Holsters, as well as the Blackhawk division of Vista Outdoor Inc. None of our competitors across individual product categories compete in each of our product verticals, making us the only one-stop provider of critical safety equipment solutions in the market.

Certain of our products cross over into the broader outdoor and recreation market, which is highly fragmented and highly competitive. While we believe that acceptance in this market is principally driven by the ability to bring new and innovative products to market, price point is critical.

Human Capital

We have a total of 2,284 employees. Of these employees, 1,685 were engaged in manufacturing, 232 in sales, marketing, product management and customer support, 177 in corporate functions (IT, Finance, HR, Legal and Compliance, etc.), 144 in R&D, technical engineering, manufacturing engineering and project management, 26 retail store associates and 20 in various executive and administrative functions. None of our employees are represented by a union in collective bargaining with us. We believe that our employee relations are good. Our human capital objectives center around identifying, recruiting, retaining, incentivizing and integrating our existing and new employees.

Research and Development

Our significant IP portfolio combined with best-in-class product development and advanced materials processing separates us from our competitors. We have dedicated research and development groups at our manufacturing sites that specialize in product categories, including ballistics developments and state-of-the-art testing laboratory in Ontario, California, blast impact and technology development for explosive ordnances in Ottawa, Canada, and holster development and design in Jacksonville, Florida and Ontario, California, each of which focuses on quality and product performance in order to generate critical real-time feedback. We aim to achieve efficient integration of quality materials and latest technologies to develop our products, which will allow us to leverage our first mover advantage from our suppliers.

Intellectual Property and Trademarks

We own significant intellectual property, including patents, trademarks, manufacturing processes and trade secrets related to our products, processes and business. Although our intellectual property plays an important role in maintaining our competitive position, we do not consider any single patent, trademark, manufacturing process or trade secret to be of material importance to any segment or to the business as a whole.

We own a total of 604 patents and pending patent applications worldwide, of which 494 are patents granted and 110 are pending patent applications, with expiry dates ranging from 2025 to 2049 in 36 jurisdictions. Of those 604 patents and pending patent applications, 384 are for utility patents and 220 are for design patents. We own patents and pending patent applications in the United States, Australia, Austria, Belgium, Brazil, Canada, People's Republic of China, Czech Republic, Denmark, France, Germany, Hong Kong, India, Ireland, Israel, Italy, Japan, Luxembourg, Malaysia, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, and the United Kingdom, as well as in the European Union.

The loss of patent protection for patents expiring in 2025 is not expected to have a material effect on our business.

Our material registered trademarks include SAFARILAND® and MED-ENG®.

The following table describes the material patents and patent applications owned or licensed by us, segregated by product category, including the range of expiry dates:

Product Category	Ownership	Number of Patents Granted	Range of Expiration Dates for Granted Patents	Number of Pending Patent Applications	Range of Expiration Dates (if Pending Patent Granted)
Body Armor	Safariland, LLC	37	2025 – 2049	9	2042 – 2044
Duty Gear	Safariland, LLC	173	2025 – 2049	64	2039 – 2045
Duty Gear	Radar Leather Division S.r.l.	64	2025 – 2039	—	—
EOD	Med-Eng, LLC	89	2025 – 2045	—	—
Crowd Control	Defense Technology, LLC	45	2026 – 2048	9	2042 – 2048
Crowd Control	Safariland, LLC	1	2032	—	—
Crowd Control	Radar Leather Division S.r.l.	5	2029 – 2031	—	—
Other – Diversified	Safariland, LLC	31	2025 – 2048	2	2036 – 2042
Other – Diversified	Cyalume Technologies	43	2027 – 2042	26	2038 – 2044
Nuclear Safety	NucFil, LLC	6	2027 – 2036	—	—

Government Regulation

We are subject to federal licensing requirements with respect to the sale of some of our products in foreign countries. In addition, we are obligated to comply with a variety of federal, state and local regulations, both domestically and abroad, governing certain aspects of our operations and workplace.

The export of certain of our products from the U.S. is subject to various U.S. regulations, including laws and regulations relating to import-export controls, technology transfers, the International Traffic in Arms Regulations ("ITAR"), and the Export

Administration Regulations ("EAR"). More specifically, to export some of our products in accordance with ITAR or EAR, we must obtain export authorizations or licenses from the U.S. government, primarily the DoS for ITAR and the U.S. Department of Commerce for EAR. Also, the Arms Export Control Act of 1976 ("AECA") requires that a certification be provided to the U.S. Congress prior to the granting of any license or other approval for certain transactions involving exports of any defense articles and defense services and for exports of major defense equipment.

Our business in Canada is subject to the Canadian Controlled Good Directorate Registration regime, which regulates commerce in controlled goods, meaning those that require a license to export, including ITAR items.

We are subject to the Foreign Corrupt Practices Act ("FCPA") along with similar anti-corruption laws worldwide which prohibit improper payments to foreign governments and their officials by U.S. and other business entities. However, FCPA enforcement is undergoing changes in 2025, which are discussed in further detail under Item 1A. "Risk Factors."

The transportation of certain of our products is subject to U.S. Department of Transportation Hazardous Material Regulations ("HMR"), which govern the transportation of hazardous and radioactive materials in interstate, intrastate, and foreign commerce. Prior to transportation into and within the United States, explosives must be tested and classified by the U.S. Department of Transportation.

Domestically, the manufacture, sale, and purchase of certain products are subject to extensive federal, state, and local governmental regulation, with the primary regulatory body being the U.S. Bureau of Alcohol, Firearms, and Explosives ("ATF"). The primary federal laws are the National Firearms Act of 1934, the Gun Control Act of 1968 and the AECA. Among other things, the ATF conducts periodic audits of our facilities that hold Federal Firearms Licenses.

The Federal Acquisition Regulation ("FAR") governs the majority of our contracts with U.S. federal agencies, mandating uniform policies and procedures across agencies and with each agency supplementing the FAR as needed. For example, the DoD implements the FAR through the Defense Federal Acquisition Regulation Supplement. Finally, agencies routinely audit and review government contractors for performance and compliance with applicable laws, regulations, and standards.

In addition, like many other manufacturers, we are subject to compliance with the Fair Labor Standards Act, the Occupational Safety and Health Act, data privacy laws, and many other regulations surrounding employment law, environmental law, taxation, and consumer protection.

The operations of our Alpha Safety business are highly regulated by the U.S. Government, including without limitation, the U.S Nuclear Regulatory Commission ("NRC"), the DoE as well as the states of New Mexico, Colorado and Connecticut where its operations are located.

Environmental Laws and Regulations

Our operations are subject to a variety of federal, state, and local laws and regulations relating to environmental protection, including those governing the discharge, treatment, storage, transportation, remediation, and disposal of hazardous materials including, without limitation, radioactive materials and waste; the restoration of damages to the environment; and health and safety matters. We have an excellent workplace safety track record and believe that our operations are in material compliance with these laws and regulations. We incur expenses in complying with environmental requirements and could incur higher costs in the future as a result of more stringent requirements that may be enacted in the future.

Available Information

Our Internet address is www.cadre-holdings.com. We make available free of charge on or through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, and the proxy statement for our annual meeting of stockholders as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Forms 3, 4 and 5 filed with respect to our equity securities under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are also available on our website. All of the foregoing materials are located at the ‘‘SEC Filings’’ tab. The information found on our website shall not be deemed incorporated by reference by any general statement incorporating by reference this report into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or under the Exchange Act, and shall not otherwise be deemed filed under such laws. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov. In addition, you may request a copy of any such materials, without charge, by submitting a written request to: Cadre Holdings, Inc., c/o the Secretary, 13386 International Parkway, Jacksonville, FL 32218. The contents of the websites identified above are not incorporated into this Annual Report on Form 10-K.

Item 1A. Risk Factors

RISK FACTORS

In addition to other information contained in this Annual Report on Form 10-K, the following risk factors should be carefully considered in evaluating our business, because such factors may have a significant impact on our business, operating results, liquidity and financial condition. As a result of the risk factors set forth below, actual results could differ materially from those mentioned in any forward-looking statements. Additional risks and uncertainties not presently known to us, or that we currently consider to be immaterial, may also impact our business, operating results, liquidity and financial condition. If any of the following risks occur, our business, operating results, liquidity and financial condition, and the price of our common stock, could be materially adversely affected.

Risk Factor Summary

- The products we sell are inherently risky and could give rise to product liability, product warranty claims, and other loss contingencies.
- Our markets are highly competitive, and if we are unable to compete effectively, we will be adversely affected.
- Technological advances, the introduction of new products, and new design and manufacturing techniques could adversely affect our operations unless we are able to adapt to the resulting change in conditions.
- We may seek to raise additional funds, finance acquisitions or develop strategic relationships by issuing capital stock that would dilute your ownership.
- We may be unsuccessful in our future acquisition endeavors, if any, which may have an adverse effect on our business; in addition, some of the businesses we acquire may incur significant losses from operations.
- Our business and growth may suffer if we are unable to attract and retain key officers or employees, including our Chief Executive Officer, Warren B. Kanders, as well as any loss of officers or employees due to illness or other events outside of our control.
- We are uncertain of our ability to manage our growth.
- We have significant payment obligations under the terms of our long-term debt, $225.4 million of which was outstanding as of December 31, 2024.
- The concentration of our capital stock ownership with insiders will likely limit your ability to influence corporate matters.
- We may face difficulty in integrating the operations of the businesses we have acquired and may acquire in the future.
- The ability of our information technology systems or information security systems to operate effectively, including as a result of cybersecurity incidents, viruses, hackers, malware, natural disasters, vendor business interruptions or other causes, and the potential legal, reputational, operational and financial effects any such incident may have on the Company.

Risks Related to Our Industry

The products we sell are inherently risky and could give rise to product liability, product warranty claims, and other loss contingencies.

The products that we manufacture are typically used in applications and situations that involve high levels of risk of personal injury. Failure to use our products for their intended purposes, failure to use or care for them properly, or their malfunction, or, in some limited circumstances, even correct use of our products, could result in serious bodily injury or death. Given this potential risk of injury, proper maintenance of our products is critical. Our products include, among others: body armor and plates designed to protect against ballistic and sharp instrument penetration; explosive ordnance disposal products; police duty gear; and crowd control products.

Claims have been made, and are pending against certain of our subsidiaries, involving permanent physical injury and death allegedly caused by our products or arising from the design, manufacture or sale of such goods. If these claims are decided against us and we are found to be liable, we may be required to pay substantial damages and our insurance costs may increase significantly as a result, which could have a material adverse effect on our business, financial condition and results of operations. Also, a significant or extended lawsuit, such as a class action, could divert significant amounts of management's time and attention.

We cannot assure you that our insurance coverage would be sufficient to cover the payment of any potential claims. In addition, we cannot assure you that this or any other insurance coverage will continue to be available or, if available, that we will be able to obtain it at a reasonable cost. Any material uninsured loss could have a material adverse effect on our business, financial condition and results of operations. In addition, the inability to obtain product liability coverage would prohibit us from bidding for orders from certain governmental customers because, at present, many bids from governmental entities require such coverage, and any such inability would have a material adverse effect on our business, financial condition, results of operations and liquidity.

Furthermore, while our products are rigorously tested for quality, our products nevertheless do, and may continue to, fail to meet customer expectations from time-to-time. Also, not all defects are immediately detectible. Failures could result from faulty design or problems in manufacturing. In either case, we could incur significant costs to repair and/or replace defective products under warranty. We have experienced such failures in the past, and remain exposed to such failures. In some cases, product redesigns and/or rework may be required to correct a defect, and such occurrences could adversely impact future business with affected customers. Our business, financial condition, results of operations and liquidity could be materially and adversely affected by any unexpected significant warranty costs.

We are subject to extensive government regulations, and our failure or inability to comply with these regulations could materially restrict our operations and subject us to substantial penalties.

We are subject to federal licensing requirements with respect to the export of some of our products. In addition, we are obligated to comply with a variety of federal, state and local regulations, both domestically and abroad, governing certain aspects of our sales, operations and workplace, including regulations promulgated by, among others, the U.S. Departments of Commerce, Defense, Justice, Treasury, State and Transportation, the Federal Aviation Administration, the U.S. Environmental Protection Agency, the ATF, the NRC, the DoE, and the Equal Employment Opportunity Commission. The ATF also regulates our manufacturing and distribution of certain destructive devices, firearms, and explosives. We also ship toxic, hazardous and radioactive materials, and in doing so, must comply with the regulations of the DoT for packaging and labeling. We are also required to comply with Controlled Goods Directorate Registration regime in Canada for explosive ordnance disposal products. Additionally, the failure to obtain applicable governmental approval and clearances could materially adversely affect our ability to continue to service the government contracts we maintain. Exports of some of our products to certain international destinations may require export authorization from U.S. export control authorities, including the U.S. Departments of Commerce and State, and authorizations may be conditioned on re-export restrictions. Failure to receive these authorizations may materially adversely affect our revenues and in turn our business, financial condition, results of operations and liquidity from international sales. Furthermore, we have material contracts with governmental entities and are subject to rules, regulations and approvals applicable to government contractors. We are also subject to routine audits to assure our compliance with these requirements

While we continually work to enhance our international trade compliance programs, we cannot assure you that we are or will be in full compliance at all times with applicable laws and regulations governing the export and deemed export of defense articles, defense services, and dual-use products and services that are controlled by U.S. and/or foreign governments. In those instances where we have identified non-compliances with applicable laws or regulations, we have taken affirmative steps to correct or mitigate such identified failures and to self-report them to the cognizant U.S. or foreign government agencies. We also import significant volumes of foreign-made components and materials for use in our manufacturing processes, which may be subject to import duties and other regulations. Violations of international trade (export/ import) controls in the U.S. and elsewhere may result in severe criminal and/or civil penalties, which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Like other companies operating internationally, we are subject to the FCPA and other laws that prohibit improper payments to foreign governments and their officials by U.S. and other business entities. We operate in countries known to experience endemic corruption. Our extensive operations in such countries create risk of an unauthorized payment by one of our employees or agents, which would be in violation of various laws including the FCPA. Traditionally, violations of the FCPA can result in severe criminal penalties, which could have a material adverse effect on our business, financial condition, results of operations and liquidity. However, on February 10, 2025, President Trump issued Executive Order 14209, mandating a 180-day pause on new FCPA investigations and enforcement by the DoJ, with limited exceptions. The order also directs a review of FCPA guidelines, potentially altering enforcement practices. While the SEC enforces the FCPA, it may also scale back enforcement during this review. Despite these changes, we remain committed to ethical business practices and our anti-corruption compliance program. However, reduced compliance by competitors could create an uneven playing field, potentially impacting our revenue and market share.

In addition, we are subject to governmental laws, regulations and other legal obligations related to privacy, data protection, and cybersecurity. We collect and otherwise process data, including personal data and other regulated or sensitive data, as part of our business processes and activities. This data is subject to a variety of U.S. and foreign laws and regulations, including oversight by various regulatory or other governmental bodies. Many foreign countries and governmental bodies, including the European Union and other relevant jurisdictions where we conduct business, have laws and regulations concerning the collection and use of personal data, and other data obtained from their residents or by businesses operating within their jurisdictions that are currently more restrictive than those in the U.S. Any inability, or perceived inability, to adequately address privacy and data protection concerns, or to comply with applicable laws, regulations, policies, industry standards, contractual obligations or other legal obligations, even if unfounded, could result in additional cost and liability to us, damage our reputation, inhibit sales and have a material adverse effect on our business, results of operations, and financial condition.

A reduction in U.S. federal government funding or a shift in spending priorities could have a significant impact on our business, financial condition, results of operations, cash flows, and equity.

Changes in federal spending often have a cascading effect, influencing not only federally funded programs but also state and local government budgets that rely on federal support.

Our U.S. federal government programs must compete not only with other government contractors but also with broader policy initiatives for limited resources within the budget and appropriations process. Decisions on federal budget allocations are beyond our control and may have long-term consequences for our business.

Furthermore, reductions in federal funding or shifts in spending priorities could place financial strain on state and local governments, which often rely on federal grants, matching funds, and other support to sustain their own programs. A decrease in federal allocations to states and municipalities could result in reduced spending at those levels, potentially leading to delays or cutbacks in projects and initiatives that impact our operations.

We have significant international operations and assets and, therefore, are subject to additional financial and regulatory risks.

We sell our products in foreign countries and seek to increase our level of international business activity. Our overseas operations are subject to various risks, including: U.S.-imposed embargoes and/or sanctions of sales to specific countries (which could prohibit sales of our products there); foreign import controls (which may be arbitrarily imposed and enforced and which could interrupt our supplies or prohibit customers from purchasing our products); exchange rate fluctuations; dividend remittance restrictions; expropriation of assets; war, civil uprisings and riots; government instability; the necessity of obtaining government approvals for both new and continuing operations; and legal systems of decrees, laws, taxes, regulations, interpretations and court decisions that are not always fully developed and that may be retroactively or arbitrarily applied.

One component of our strategy is to expand our operations into selected international markets. Military procurement, for example, has traditionally had a large international base. We actively market our products in Europe, North and South America, the Middle East, Africa, and Asia. However, we may be unable to execute our business model in these markets or new markets. Further, foreign providers of competing products and services may have a substantial advantage over us in attracting consumers and businesses in their countries due to earlier established businesses in those countries, greater knowledge with respect to the cultural differences of consumers and businesses residing in those countries and/or their focus on a single market. In pursuing our international expansion strategy, we face several additional risks, including:

- foreign laws and regulations, which may vary by country, that may impact how we conduct our business;
- uncertain costs of doing business in foreign countries, including different employment laws;
- potential adverse tax consequences if taxing authorities in different jurisdictions worldwide disagree with our interpretation of various tax laws or our determinations as to the income and expenses attributable to specific jurisdictions, which could result in our paying additional taxes, interest and penalties;
- technological differences that vary by marketplace, which we may not be able to support;
- longer payment cycles and foreign currency fluctuations;
- economic downturns; and
- uncertainty of sustained revenue growth outside of the United States.

We may also be subject to unanticipated income taxes, excise duties, import taxes, export taxes or other governmental assessments. In addition, a percentage of the payments to us in our international markets are often in local currencies. Although most of these currencies are presently convertible into U.S. dollars, we cannot be sure that convertibility will continue. Even if currencies are convertible, the rate at which they convert is subject to substantial fluctuation. Our ability to transfer currencies into or out of local currencies may be restricted or limited. Any of these events could result in a loss of business or other unexpected costs, which could reduce revenue or profits and have a material adverse effect on our business, financial condition, results of operations and liquidity.

We routinely operate in areas where local government policies regarding foreign entities and the local tax and legal regimes are often uncertain, poorly administered and in a state of flux. We cannot, therefore, be certain that we are in compliance with, or will be protected by, all relevant local laws and taxes at any given point in time. A subsequent determination that we failed to comply with relevant local laws and taxes could have a material adverse effect on our business, financial condition, results of operations and liquidity. One or more of these factors could adversely affect our future international operations and, consequently, could have a material adverse effect on our business, financial condition, results of operation and liquidity.

Changes in global cultural, political, and financial market conditions, including but not limited to tariffs, tax laws and global trade policies, could impair our international operations and financial performance.

We are subject to risks generally associated with doing business internationally. Some of our operations are conducted or products are sold in countries where economic growth has slowed, or where economies have suffered economic, social and/or political instability or hyperinflation. A particularly significant risk is the ongoing and potential future impact of tariffs and trade restrictions. These measures, whether imposed by the U.S. or foreign governments, can disrupt our ability to source materials, manufacture products, or deliver goods across borders in a cost-effective manner. Increased tariffs on imports and exports may substantially raise our operating costs, making it more difficult to maintain competitive pricing, and potentially leading to lost market share. Furthermore, we may face retaliatory tariffs from other countries, which could disrupt existing relationships with suppliers or customers. Additionally, global economic uncertainty relating to the effects of fiscal and political crises and political and economic disputes, current or future 'trade wars,' changes in consumer spending, foreign currency exchange rate fluctuations, political unrest, wars, terrorist acts, and/or military operations, could have a material adverse effect on our financial condition, results of operations and cash flows.

The conflicts between Russia and Ukraine and Palestine and Israel, respectively, could have a material adverse effect on our operations, results of operations, financial condition, liquidity and business outlook.

There is continued, sustained military conflict between Russia and Ukraine as well as Palestine and Israel, and continued disruption in these regions and the broader global economic environment is likely. The uncertain consequences and duration of these conflicts, including the potential effects of any sanctions and countersanctions against officials, individuals and industries relating to these regions, including Russia, and the potential response to any such sanctions, as well as prolonged unrest and/or intensified military activities impacting these regions could have a material adverse effect on our operations, results of operations, financial condition, liquidity and business outlook.

Pandemics, epidemics or other disease outbreaks may negatively impact our business operations, financial condition, liquidity, and consolidated results of operations.

A widespread outbreak of disease can adversely affect the operation of our customers' businesses, which could lead to a material decline in demand for our products and services and our customers' ability to pay us for the products and services we have provided to them. A pandemic could also have material negative impact on the operation of our vendors' and suppliers' businesses and affect their ability to provide us the products and services we rely on to conduct our business and provide products and services to our customers. A widespread outbreak could potentially result in the infection of the Company's employees and diminish our ability to operate our business, service our customers or produce and sell our products. These potential negative impacts to our business could negatively impact our financial results and thereby reduce our operating results and borrowing capacity, which could limit our ability to operate our business. These situations can also lead to a general downturn in the equity markets which could negatively impact the value of the Company's shares as well as increase the cost to the Company to raise equity capital. Any and all of the above situations could have a material adverse impact on our operations, results of operations, financial condition, liquidity and business outlook. We cannot predict whether future variants of COVID-19 or other pandemics might cause further slowdowns or cessation of business activities, nor can we predict the impact that pandemics akin to COVID-19 might have on our business and operating results in the future.

Risks Related to Our Business

Many of our customers have fluctuating budgets, which may cause substantial fluctuations in our results of operations.

Customers for our products include domestic and international first responders such as state and local law enforcement, fire and rescue, explosive ordnance disposal technicians, emergency medical technicians, fish and wildlife enforcement and departments of corrections, as well as federal agencies and numerous foreign government agencies. Government tax revenues and budgetary constraints, which fluctuate from time to time, can affect budgetary allocations for these customers. Many domestic and foreign government agencies have in the past experienced budget deficits that have led to decreased spending in defense, law enforcement and other military and security areas. In addition, first responder budgets have been the subject of increased discussion as a result of controversies relating to police reform. Our results of operations may be subject to substantial period-to-period fluctuations because of these and other factors affecting military, law enforcement and other governmental spending. A reduction of funding for state, local, municipal as well as federal and foreign governmental agencies could have a material adverse effect on sales of our products and our business, financial condition, results of operations and liquidity.

Because our markets are highly competitive, and our business depends significantly on winning contracts from government customers, if we are unable to compete effectively, we will be adversely affected.

The markets in which we operate are highly competitive, encompassing a broad range of competitors, from small businesses to multinational corporations. To remain competitive, we must continuously adapt to changing technologies, customer preferences, and industry trends. If we are unable to differentiate our services from those of our competitors, our revenues may decline. Additionally, many of our competitors have established relationships with each other or with third parties, enhancing their ability to address customer needs and creating the potential for new competitive alliances that may outperform us.

A significant portion of our revenue depends on securing contracts from government agencies at the national, state, and local levels. The procurement process for government contracts is highly competitive, with agencies often using competitive bidding processes that subject us to increased pricing pressure and heightened competition. Certain government contracts, particularly those issued by the U.S. federal government, require multiple competitive bidding rounds, further increasing the risk of losing business to competitors, some of whom have greater financial resources, specialized expertise, or more extensive operational capabilities.

Additionally, the competitive bidding process requires substantial investment of time and resources, with no guarantee of success. Even when we secure contracts, we may face challenges in accurately estimating the resources and costs required for execution. We may also choose not to participate in certain bidding opportunities, which could limit our revenue potential. Moreover, competitors frequently challenge awarded contracts through bid protests, potentially leading to delays, increased costs, modifications, or even contract rescission.

Any of these competitive pressures, whether in the broader market or within government procurement, could have a material adverse effect on our business, financial condition, results of operations, and liquidity.

There are limited sources for some of our raw materials and components, which may significantly curtail our manufacturing operations.

The raw materials and components that we use to manufacture our products, include SpectraShield®, a patented product of Honeywell, Inc.; Kevlar®, a patented product of E.I. du Pont de Nemours Co., Inc.; Dyneema®, a patented product of Koninklijke DSM N.V.; and Twaron®, a patented product of Teijin Limited, amongst others, which we use in manufacturing ballistic resistant garments. We purchase the materials and components that we use in manufacturing ballistic resistant garments directly from these suppliers and also through five independent weaving companies. The supply of the materials and components that we use to manufacture our products may be constrained by a number of factors, including a supplier's need to prioritize the manufacture of rated orders issued under the Defense Production Act of 1950 (the "DPA"). We cannot predict when the United States government will invoke the DPA, and in the past we have faced shortages from our sources of materials and components when the DPA has been invoked, including shortages in the raw materials and components that we use in manufacturing ballistic resistant garments.

Should these materials or components become unavailable for any reason, we would not necessarily be able to replace them with materials or components of like weight and strength, as our ballistic resistant garments must be manufactured to specific standards using specific materials and components that are not necessarily interchangeable based on metrics such as weight and strength. When we have faced shortages in the past, we have been able to ameliorate the issue by obtaining substitutable alternative materials and components from other commercially available sources. However, the use of alternative materials and components in our ballistic resistant garments requires research and development, recertification, as well as customer acceptance of the new products utilizing these alternative materials and components, and there is no guarantee that any such recertification or acceptance will be obtained by us. Thus, if our supply of any of these materials or components were materially reduced or cut off or if there were a material increase in the prices of these materials or components, our manufacturing operations could be adversely affected and our costs increased, and our business, financial condition, results of operations and liquidity could be materially adversely affected.

Our resources may be insufficient to manage demand.

As we expand our operations, any growth may place significant demands on our management, administrative, operating and financial resources. The growth of our customer base, the types of services and products offered and the geographic markets we serve could place a significant strain on our resources. In addition, we cannot easily identify and hire personnel qualified both in the provision and marketing of our products and systems. Our future performance and profitability will depend in large part on our ability to attract and retain additional management and other key personnel; our ability to implement successful enhancements to our management, accounting and information technology systems; and our ability to adapt those systems, as necessary, to respond to any growth in our business.

We are dependent on industry relationships.

A number of our products are components in our customers' final products. Accordingly, to gain market acceptance, we must demonstrate that our products will provide advantages to the manufacturers of final products, including increasing the safety of their products, providing such manufacturers with competitive advantages or assisting such manufacturers in complying with existing or new government regulations affecting their products. There can be no assurance that our products will be able to achieve any of these advantages for the products of our customers. Furthermore, even if we are able to demonstrate such advantages, there can be no assurance that such manufacturers will elect to incorporate our products into their final products, or if they do, that our products will be able to meet such customers' manufacturing requirements. Additionally, there can be no assurance that our relationships with our manufacturer customers will ultimately lead to volume orders for our products. The failure of manufacturers to incorporate our products into their final products could have a material adverse effect on our business, financial condition, results of operations and liquidity.

We may be unable to protect our proprietary technology.

We depend upon a variety of methods and techniques that we regard as proprietary trade secrets. We also depend upon a variety of trademarks, service marks and designs to promote brand name development and recognition. We rely on a combination of trade secret, copyright, patent, trademark, unfair competition and other intellectual property laws as well as contractual agreements to protect our rights to such intellectual property. Due to the difficulty of monitoring unauthorized use of and access to intellectual property, however, such measures may not provide adequate protection. It is possible that our competitors may access our intellectual property and proprietary information and use it to their advantage. In addition, there can be no assurance that courts will always uphold our intellectual property rights, or enforce the contractual arrangements that we have entered into to protect our proprietary technology. Any unenforceability or misappropriation of our intellectual property could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Furthermore, we cannot assure you that any pending patent application or trademark application made by us will result in an issued patent or registered trademark, or that, if a patent is issued, it will provide meaningful protection against competitors or competitor technologies. In addition, if we bring or become subject to litigation to defend against claimed infringement of our rights or of the rights of others or to determine the scope and validity of our intellectual property rights, such litigation could result in substantial costs and diversion of our resources, which could have a material adverse effect on our business, financial condition, results of operations and liquidity. Unfavorable results in such litigation could also result in the loss or compromise of our proprietary rights, subject us to significant liabilities, require us to seek licenses from third parties on unfavorable terms, or prevent us from manufacturing or selling our products, any of which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Technological advances, the introduction of new products, and new design and manufacturing techniques could adversely affect our operations unless we are able to adapt to the resulting change in conditions.

Our future success and competitive position depend to a significant extent upon our proprietary technology. We must make significant investments to continue to develop and refine our technologies. We will be required to expend substantial funds for and commit significant resources to research and development activities, the engagement of additional engineering and other technical personnel, the purchase of advanced design, production and test equipment, and the enhancement of design and manufacturing processes and techniques. Our future operating results will depend to a significant extent on our ability to continue to provide design and manufacturing services for new products that compare favorably on the basis of time to introduction, cost and performance with the design and manufacturing capabilities. The success of new design and manufacturing services depends on various factors, including utilization of advances in technology, innovative development of new solutions for customer products, efficient and cost-effective services, timely completion and delivery of new product solutions and market acceptance of customers' end products. Because of the complexity of our products, we may experience delays from time to time in completing the design and manufacture of new product solutions. In addition, there can be no assurance that any new product solutions will receive or maintain customer or market acceptance. If we are unable to design and manufacture solutions for new products of our customers on a timely and cost-effective basis, such inability could have a material adverse effect on our business, financial condition, results of operations and liquidity.

We may be adversely affected by applicable environmental, health and safety laws and regulations.

We are subject to federal, state, local and foreign laws and regulations governing environment, health and safety ("EHS") matters, including those regulating discharges to the air and water, the management of wastes, the control of noise and odors, and the maintenance of a safe and healthy operating environment for our employees. We cannot assure you that we are at all times in complete compliance with all such requirements. Like all companies in our industry, we are subject to potentially significant fines or penalties if we fail to comply with various EHS requirements. Such requirements are complex, change frequently, and could become more stringent in the future. Accordingly, we cannot assure you whether these requirements will change in a manner requiring material capital or operating expenditures or will otherwise have a material adverse effect on us in the future. In addition, we are also subject to environmental laws requiring the investigation and clean-up of environmental contamination. We may be subject to liability, including liability for clean-up costs, if contamination is discovered at one of our current or former facilities, in some circumstances even if such contamination was caused by a third party such as a prior owner. We also may be subject to liability if contamination is discovered at a landfill or other location where we have disposed of wastes, notwithstanding that historic disposal practices may have been in accordance with all applicable requirements. We use Orthochlorabenzalmalononitrile and Chloroacetophenone chemical agents in connection with our production of our crowd control products, and these chemicals are hazardous and could cause environmental damage if not handled and disposed of properly. Moreover, private parties may bring claims against us based on alleged adverse health impacts or property damage caused by our operations. The amount of liability for cleaning up contamination or defending against private party claims could be material and have a material adverse effect on our business, financial condition, results of operations and liquidity.

The effects of climate change and increased focus by governmental and non-governmental organizations, customers, consumers and investors on sustainability issues, including those related to climate change and socially responsible activities, may adversely affect our business and financial results and damage our reputation.

Climate change is occurring around the world and may impact our business in numerous ways. Such change could lead to an increase in raw material and packaging prices, reduced availability, for example, due to water shortages which could adversely impact raw material availability. Increased frequency of extreme weather (storms and floods) could cause increased incidence of disruption to the production and distribution of our products and an adverse impact on consumer demand and spending.

Investor advocacy groups, certain institutional investors, investment funds, other market participants, shareholders, and stakeholders have focused increasingly on the environmental, social and governance ("ESG") and related sustainability practices of companies. These parties have placed increased importance on the implications of the social cost of their investments. If our ESG practices do not meet investor or other stakeholder expectations and standards, which continue to evolve, our brands, reputation and employee retention may be negatively impacted. It is possible that stakeholders may not be satisfied with our ESG practices or the speed of their adoption. We could also incur additional costs and require additional resources to monitor, report, and comply with various ESG practices. Also, our failure, or perceived failure, to manage reputational threats and meet expectations with respect to socially responsible activities and sustainability commitments could negatively impact our credibility, employee retention, and the willingness of our customers and suppliers to do business with us.

We may lose money or generate less than expected profits on our fixed-price contracts.

Our direct government contracts are primarily fixed-price for a specified term. Under these contracts, we agree to perform a specific scope of work or deliver a certain quantity of end items for a fixed price. Typically, we assume more risk with fixed-price contracts since we are subject to rising labor costs and commodity price risk. Fixed-price contracts require us to price our contracts by forecasting our expenditures. When making proposals for fixed-price contracts, we rely on our estimates of costs and timing for completing these projects. These estimates reflect management's judgments regarding our capability to complete projects efficiently and timely. Our production costs may, however, exceed forecasts due to unanticipated delays or increased cost of materials, components, labor, capital equipment or other factors. Therefore, we may incur losses on fixed price contracts that we had expected to be profitable, or such contracts may be less profitable than expected, which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Fixed-price contracts represented approximately 13.9% and 60% of 2024 Product and Distribution segment net sales, respectively.

Our business is subject to various laws and regulations favoring the U.S. government's contractual position, and our failure to comply with such laws and regulations could harm our operating results and prospects.

Furthermore, as a direct and indirect contractor to the U.S. government, we must comply with laws and regulations relating to the formation, administration and performance of federal government contracts, which affect how we do business with our clients and may impose added costs on our business. These rules generally favor the U.S. government's contractual position.

For example, these regulations and laws include provisions that subject contracts we have been awarded to:

- protest or challenge by unsuccessful bidders; and
- unilateral termination, reduction or modification by the government without penalty.

The accuracy and appropriateness of certain costs and expenses used to substantiate our direct and indirect costs for the U.S. government under both cost-plus and fixed-price contracts are subject to extensive regulation and audit by the Defense Contract Audit Agency, an arm of the U.S. Department of Defense. Responding to governmental audits, inquiries or investigations may involve significant expense and divert management's attention. Our failure to comply with these or other laws and regulations could result in contract termination, suspension or debarment from contracting with the federal government, civil fines and damages and criminal prosecution and penalties, any of which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Our Chief Executive Officer has divided responsibilities and is not required to devote any specified amount of time to our business.

Our Chief Executive Officer, Warren B. Kanders, is also the Executive Chairman of Clarus Corporation, which is in the business of designing, manufacturing, and marketing equipment for outdoor recreation activities. Our employment agreement with Mr. Kanders requires that he devote his time, attention, energy, knowledge, best professional efforts and skills to the duties assigned to him by us, but he is permitted to pursue other professional endeavors and investments that do not violate the terms of his employment agreement, including provisions relative to non-competition. Mr. Kanders' employment agreement does not require him to devote any specific amount of time to the Company. Accordingly, it is possible that Mr. Kanders will fail to devote the necessary time to our Company which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

We may be subject to disruptions, failures or cyber-attacks in our information technology systems and network infrastructures that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results.

We maintain and rely extensively on information technology systems and network infrastructures for the effective operation of our business. Techniques used to gain unauthorized access to private networks are constantly evolving, and we may be unable to anticipate or prevent unauthorized access to data pertaining to our customers, including credit card and debit card information and other personally identifiable information. Like all Internet services, our direct-to-consumer service, which is supported by our own systems and those of third-party vendors, is vulnerable to computer viruses, Internet worms, break-ins, phishing attacks, attempts to overload servers with denial-of-service or other attacks, and similar disruptions and malicious activities. Any of these incidents could lead to system interruptions, delays, or shutdowns, causing loss of critical data or the unauthorized access to personally identifiable information on our and/or third-party vendor computer systems. For example, in July 2024, we experienced a cybersecurity incident involving unauthorized access to certain systems, which required us to implement containment and mitigation measures. Although we acted promptly and effectively to address the issue, the incident led to temporary interruptions in our business operations, including impacts to production and order fulfillment at some of our facilities. Additionally, in September 2024, we experienced another, albeit negligible, cybersecurity incident that similarly required containment actions out of an abundance of caution. Although the September incident had a minimal impact on our operations, it underscores the persistent and evolving nature of cybersecurity risks we face.

Such incidents, whether significant or minor, could lead to system interruptions, delays, or shutdowns, causing loss of critical data or unauthorized access to personally identifiable information. If a breach of our systems or those of our vendors occurs, we may face civil liability, regulatory scrutiny, and reputational harm, any of which could diminish public trust in our security measures and negatively affect our ability to attract and retain customers, thereby adversely impacting our business. Furthermore, disruptions, infiltrations, or failures of our information technology systems or those of our third-party vendors—whether due to software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security and loss of critical data, which in turn could materially adversely affect our business. We cannot fully control the actions of third parties who may have access to the customer data we collect and the customer data collected by our third-party vendors. We may be unable to monitor or control such third parties and the third parties having access to our other websites in their compliance with the terms of our privacy policies, terms of use, and other applicable contracts, and we may be unable to prevent unauthorized access to, or use or disclosure of, customer information. Any such misuse could hinder or prevent our efforts with respect to growth opportunities and could expose us to liability or otherwise adversely affect our business. In addition, these third parties may become the victim of security breaches or have practices that may result in a breach, and we could be responsible for those third-party acts or failures to act.

Any failure, or perceived failure, by us or the prior owners of acquired businesses and/or our vendors to maintain the security of customer or employee data, comply with privacy laws, or adhere to contractual or industry standards, could erode customer and investor confidence, expose us to litigation, and result in financial losses. As evidenced by the incidents in July and September 2024, such risks could lead to significant disruptions in our operations and require substantial resources to mitigate and recover, which could adversely affect our business, financial results, and reputation.

Initiatives to upgrade our business processes and information technology systems to optimize our operational and financial performance involve many risks which could result in, among other things, business interruptions, higher costs and lost profits.

We regularly implement business process improvement and information technology initiatives intended to optimize our operational and financial performance. Transitioning to these new or upgraded processes and systems requires significant capital investments and personnel resources. Implementation is also highly dependent on the coordination of numerous employees, contractors and software and system providers. The interdependence of these processes and systems is a significant risk to the successful completion and continued refinement of these initiatives, and the failure of any aspect could have a material adverse effect on the functionality of our overall business. We may also experience difficulties in implementing or operating our new or upgraded business processes or information technology systems, including, but not limited to, ineffective or inefficient operations, significant system failures, system outages, delayed implementation and loss of system availability, which could lead to increased implementation and/or operational costs, loss or corruption of data, delayed shipments, excess inventory and interruptions of operations resulting in lost sales and/or profits.

We rely on information technology systems, including third-party cloud-based solutions, and any failure of these systems, including, without limitation, due to outages and/or cyberattacks, may result in disruptions or outages, loss of processing capabilities, and/or loss of data, any of which may have a material adverse effect on our business, operations, and financial results.

Our reputation and ability to attract, retain and serve consumers is dependent upon the reliable performance of our underlying technology infrastructure and external service providers, including third-party cloud-based solutions. These systems are vulnerable to damage or interruption and we have experienced interruptions in the past. We rely on cloud-based solutions furnished by third parties primarily to allocate resources, pay vendors, collect from customers, process transactions, develop demand and supply plans, manage product design, production, transportation, and distribution, forecast and report operating results, meet regulatory requirements and administer employee payroll and benefits, among other functions. We have also designed a significant portion of our software and computer systems to utilize data processing and storage capabilities from third-party cloud solution providers. Both our on-premises and cloud-based infrastructure may be susceptible to outages due to any number of reasons, including, human error, fire, floods, power loss, telecommunications failures, terrorist attacks and similar events. Despite the implementation of security measures that we believe to be reasonable, both our on-premises and our cloud-based infrastructure may also be vulnerable to hacking, computer viruses, the installation of malware and similar disruptions either by third-parties or employees, which may result in outages. We do not have redundancy for all of our systems and our disaster recovery planning may not account for all eventualities. If we or our existing third-party cloud-based solution providers experience interruptions in service regularly or for a prolonged basis, or other similar issues, our business could be seriously harmed and, in some instances, our consumers may not be able to purchase our products, which could significantly and negatively affect our sales. Additionally, our existing cloud-based solution providers have broad discretion to change and interpret their terms of service and other policies with respect to us, and they may take actions beyond our control that could harm our business. We also may not be able to control the quality of the systems and services we receive from our third-party cloud-based solution providers. Any transition of the cloud-based solutions currently provided to different cloud providers would be difficult to implement and may cause us to incur significant time and expense.

If we and/or our cloud-based solution providers are not successful in preventing or effectively responding to outages and cyberattacks, such as the cybersecurity incidents occurring in July and September 2024, our business, operations, and financial results could be materially and adversely affected.

Additionally, information technology systems require periodic modifications, upgrades, and replacement that subject us to costs and risks, including potential disruption to our internal control structure, substantial capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel or outside firms to implement and operate existing or new systems, and other risks and costs of delays or difficulties in transitioning to new or modified systems or of integrating new or modified systems into our current systems. In addition, challenges implementing new or modified technology systems may cause disruptions in our business operations and, if not anticipated and appropriately mitigated, could have a material adverse effect on our business operations.

Misuse of our products may adversely affect the Company's reputation.

The target end users of the products that we sell, which include firearms, ammunition and body armor, are licensed professionals that include state and local law enforcement, federal agencies, foreign police, military agencies as well as private security firms. However, if any misuse of our products were to occur, the Company's reputation could be harmed. The occurrence of any misuse of our products could seriously damage our reputation and the image of our brands or cause our customers to consider alternatives to the Company's products, which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Adverse publicity about the Company and/or its brands, including without limitation, through social media or in connection with brand damaging events and/or public perception, could negatively impact our business.

Negative claims or publicity involving us, our board of directors, our brands, our products, services and experiences, consumer data, or any of our key employees, or suppliers could seriously damage our reputation and the image of our brands, regardless of whether such claims are accurate. Social media, which accelerates and potentially amplifies the scope of negative publicity, can increase the challenges of responding to negative claims. Negative attention or scrutiny on the various products sold by our brands can also possibly result in negative publicity. For example, heightened governmental scrutiny of the safety of crowd control products has resulted in requests by two subcommittees of the U.S. House Committee on Oversight and Reform for information from major U.S. manufacturers, including us, relating to the production, sale, safety, and regulation of crowd control products. Congressional scrutiny and other similar inquiries by governmental bodies may damage our reputation and may also result in potential legislation designed to regulate the various products sold by our brands.

Adverse publicity could also damage our reputation and the image of our brands, undermine consumer confidence in us and reduce long-term demand for our products, even if such adverse publicity is unfounded or not material to our operations. If the reputation, culture or image of any of our brands is tarnished or receives negative publicity, then our business, financial condition, results of operations and liquidity could be materially adversely affected.

The terms of our outstanding long-term debt and any requirements to incur further indebtedness or refinance our outstanding indebtedness in the future could have a material adverse effect on our business and results of operations.

Our significant payment obligations under the terms of our long-term debt, $225.4 million of which was outstanding as of December 31, 2024, together with any additional indebtedness we may incur in the future (including under the 2024 Credit Agreement (herein defined)), could adversely affect our business, financial condition, results of operations and prospects. For example, our indebtedness or any additional financing may:

- make it more difficult for us to pay or refinance debts as they become due;
- require us to use a larger portion of cash flow for debt service, reducing funds available for other purposes;
- limit our ability to pursue business opportunities, such as potential acquisitions, and to react to changes in market or industry conditions;
- reduce the funds available for other purposes, such as implementing our strategy, funding capital expenditures and making distributions to stockholders;
- increase our vulnerability to adverse economic, industry or competitive developments;
- affect our ability to obtain additional financing;
- decrease our profitability or cash flow, or require us to dispose of significant assets in order to satisfy debts and other obligations if we are not able to satisfy these obligations using cash from operations or other sources; and
- disadvantage us compared to competitors.

Any of the foregoing, alone or in combination, could have a material adverse effect on our business, financial condition, results of operations and prospects. A breach of, or the inability to comply with, the covenants in our term loan facility and revolving credit agreement could result in an event of default, in which case the lenders will have the right to declare all borrowings to be immediately due and payable, which would have a material adverse effect on our business, financial condition, results of operations and prospects and could lead to foreclosure on our assets.

In the future, we may need to refinance our indebtedness. However, additional financing may not be available on favorable commercial terms to us, or at all. If, at such time, market conditions are materially different or our credit profile has deteriorated, the cost of refinancing such debt may be significantly higher than our indebtedness existing at that time. Furthermore, we may not be able to procure refinancing at all. Any failure to meet any future debt service obligations through use of cash flow, refinancing or otherwise, could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our business is significantly dependent on our ability to meet our labor needs.

The success of our business depends significantly on our ability to hire and retain quality team members, which include but are not limited to managers and other personnel. Competition for non-entry-level personnel, particularly those with experience in our industry, is highly competitive. We may be unable to meet our labor needs and control our costs due to external factors such as the availability of a sufficient number of qualified persons in the workforce of the markets in which we operate, competition, unemployment levels, demand for certain labor expertise, prevailing wage rates, wage inflation, changing demographics, health and other insurance costs, adoption of new or revised employment and labor laws and regulations, and the impacts of man-made or natural disasters, such as tornadoes, hurricanes, and public health emergencies, such as the COVID-19 pandemic. We have experienced, and expect to continue to experience, a shortage of labor for certain functions, which has increased our labor costs and negatively impacted our profitability. The extent and duration of the effect of these labor market challenges are subject to numerous factors, including the availability of qualified persons in the markets where we and our vendors and customers operate and unemployment levels within these markets, behavioral changes, prevailing wage rates and other benefits, inflation, adoption of new or revised employment and labor laws and regulations (including increased minimum wage requirements) or government programs, safety levels of our operations, and our reputation within the labor market.

Recent or potential future legislative initiatives may seek to increase the federal minimum wage in the United States, as well as the minimum wage in a number of individual states or markets. As federal or state minimum wage rates increase, we may need to increase not only the wage rates of our minimum wage team members, but also the wages paid to our other hourly team members as well. Further, should we fail to increase our wages competitively in response to increasing wage rates, the quality of our workforce could decline, causing our customer service to suffer. Additionally, the U.S. Department of Labor has enacted rules that may have salary and wage impact for “exempt” team members, which could result in a substantial increase in store payroll expense. Any increase in the cost of our labor could have an adverse effect on our operating costs, financial condition and results of operations, which in turn can materially adversely affect our business.

Although none of our employees are currently covered under collective bargaining agreements, we cannot guarantee that employees will not elect to be represented by labor unions in the future. If some or our entire workforce were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements or work practice, it could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Reductions in the availability of energy supplies or an increase in energy costs may increase our operating costs.

Electricity and natural gas are used to operate equipment at manufacturing facilities. Over the past several years, prices for electricity and natural gas have fluctuated significantly. An outbreak or escalation of hostilities between the United States and any foreign power, or between foreign powers, such as the military conflict between Israel and Palestine and in Ukraine, or a natural disaster, could result in a real or perceived shortage of petroleum and/or natural gas, which could result in an increase in the cost of electricity or energy generally as well as an increase in the cost of our raw materials, of which many are petroleum-based. In addition, increased energy costs negatively impact our freight costs due to higher fuel prices. Future limitations on the availability or consumption of petroleum products and/or an increase in energy costs, particularly electricity for plant operations, could have a material adverse effect upon our business, financial condition, results of operations and liquidity.

Our nuclear operations subject us to various environmental, regulatory, financial, and other risks.

Our nuclear operations involve the design and manufacture of nuclear material handling, transportation, and storage products, as well as radioactive material identification, protection, and alarm systems and services, including onsite support services, for commercial and governmental sectors. These operations subject us to various risks, including:

- Potential liabilities relating to harmful effects on the environment and human health resulting from nuclear operations and the storage, handling, and disposal of radioactive materials.
- Unplanned expenditures relating to maintenance, operation, security, defects, upgrades, and repairs required by the NRC and other government agencies.
- Limitations on insurance coverage for the amounts and types of losses that might arise in connection with nuclear operations.

Potential liabilities arising from a nuclear, radiological, or criticality incident, whether or not it is within our control. Our nuclear operations are subject to various safety-related requirements imposed by the U.S. Government, including the DoE and NRC. In the event of non-compliance, these agencies might increase regulatory oversight, impose fines, or shut down our operations, depending upon the severity of the situation.

Our business also supplies equipment and services to operators of nuclear energy facilities, including facilities operated by the DoE.

Pursuant to the Price-Anderson Act, the DoE has provided indemnification by incorporating its Nuclear Hazards Indemnity Agreement into contracts deemed to involve a risk of nuclear liability. This indemnity protects subcontractors in work that entails radiological risk.

While the DoE has provided indemnification pursuant to the Price-Anderson Act, there could be delays in obtaining reimbursement for costs from the DoE, and the DoE may determine that some or all costs are not reimbursable under the indemnification. In addition, the Price-Anderson Act indemnification does not cover loss or damage to property located on a nuclear energy facility due to a nuclear incident. These claims could include allegations of damages that are not covered by the Price-Anderson Act. If the DoE were to determine that the Price-Anderson Act did not apply to any claims or allegations asserted against the Company, we would have to pay all or part of any damages awarded as a result of such claims, and the cost to us, including legal fees, could adversely affect our results of operations and financial condition.

The Price-Anderson Act's indemnification provisions may not apply to all liabilities that we might incur while performing services as a contractor for the DoE and the nuclear power industry. If an incident or evacuation is not covered under the Price-Anderson Act's indemnification provisions, we could be held liable for damages, regardless of fault, which could have an adverse effect on our financial condition and results of operations.

Our business seeks to protect itself from liability associated with accidents, but there can be no assurance that such contractual limitations on liability will be effective in all cases or that our Company or its customers' insurance will cover all the liabilities it has assumed under those contracts. The costs of defending against a claim arising out of a nuclear incident or precautionary evacuation, and any damages awarded as a result of such a claim, could adversely affect our results of operations and financial condition.

We maintain insurance coverage as part of our overall risk management strategy and due to requirements, we also maintain specific coverage for some of our contracts. These policies do not protect against all liabilities associated with accidents or unrelated claims. In addition, comparable insurance may not continue to be available to us in the future at acceptable prices, or at all.

Our business may suffer if it or its employees are unable to obtain the security clearances or other qualifications needed to perform services for its customers.

Our Company derives a portion of its revenue from programs with the U.S. government and its agencies that provide access to classified information, technology, facilities, or programs. If our Company or its employees lose or are unable to obtain necessary security clearances, we may not be able to win new business, and existing government customers could terminate or decide not to renew their contracts with us. To the extent our Company cannot obtain or maintain the required clearances, our results of operations and financial condition could be materially and adversely affected.

Risks Related to our Acquisition Strategy

A number of other companies are seeking to make acquisitions in our industry, which may make our acquisition strategy more difficult or expensive to pursue.

We compete with many other companies, and certain of them have greater financial resources than we do for pursuing and consummating acquisitions and to further develop and integrate acquired businesses. Our strategy of growing through the acquisition of businesses and assets relies on our ability to consummate acquisitions to develop and offer new products that foster the growth of our core business, and to establish ourselves in other geographic regions and related businesses in which we do not currently operate. Increased competition for acquisition opportunities may impede our ability to acquire these companies because they choose another acquirer. It could also increase the price that we must pay for these companies. Either of these outcomes could reduce our growth, harm our business and adversely impact our ability to consummate acquisitions.

We may be unsuccessful in identifying suitable acquisition candidates, which may negatively impact our competitive position and our growth strategy.

In addition to organic growth, our future growth will be driven by our selective acquisition of additional businesses, our competitors and complementary businesses. Our growth through acquisitions, to date, has consisted of 17 acquisitions and two divestitures. We may be unable to identify other suitable targets for future acquisition or acquire businesses at favorable prices, which would negatively impact our growth strategy. We may not be able to execute our growth strategy through organic expansion, and if we are unable to identify and successfully acquire new businesses complementary to ours, we may not be able to offer new products in line with industry trends.

The due diligence process that we undertake in connection with acquisitions may not reveal all facts that may be relevant in connection with an investment.

Before making acquisitions and other investments, we conduct due diligence of the target company that we deem reasonable and appropriate based on the facts and circumstances applicable to each acquisition. The objective of the due diligence process is to assess the investment opportunities based on the facts and circumstances surrounding an investment or acquisition. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. The due diligence process may at times be subjective with respect to newly-organized companies for which only limited information is available. Accordingly, we cannot be certain that the due diligence investigation that we conduct with respect to any investment or acquisition opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. For example, instances of fraud, accounting irregularities and other deceptive practices can be difficult to detect. Executive officers, directors and employees may be named as defendants in litigation involving a company we are acquiring or have acquired. Even if we conduct extensive due diligence on a particular investment or acquisition, we may fail to uncover all material issues relating to such investment, including regarding the controls and procedures of a particular target or the full scope of its contractual arrangements. We rely on our due diligence to identify potential liabilities in the businesses we acquire, including such things as potential or actual lawsuits, contractual obligations or liabilities imposed by government regulation. However, our due diligence process may not uncover these liabilities, and where we identify a potential liability, we may incorrectly believe that we can consummate the acquisition without subjecting ourselves to that liability. If our due diligence fails to identify issues specific to an investment or acquisition, we may obtain a lower return from that transaction than the investment would return or otherwise subject ourselves to unexpected liabilities.

We may face difficulty in integrating the operations of the businesses we have acquired and may acquire in the future.

Acquisitions have been and will continue to be an important component of our growth strategy; however, we will need to integrate these acquired businesses successfully in order for our growth strategy to succeed and for our Company to be profitable. We will implement, and the management teams of the acquired businesses will adopt, our policies, procedures and best practices. We may face difficulty with the integration of the businesses we acquire, such as coordinating geographically dispersed organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. Furthermore, we may fail in implementing our policies and procedures, or the policies and procedures may not be effective or provide the results we anticipate for a particular business. Further, we will be relying on these policies and procedures in preparing our financial and other reports as a public company, so any failure of acquired businesses to properly adopt these policies and procedures could impair our public reporting. Management of the businesses we acquire may not have the operational or business expertise that we require to successfully implement our policies, procedures and best practices.

We typically retain the management of the businesses we acquire and rely on them to continue running their businesses, which leaves us vulnerable in the event they leave our Company.

We seek to acquire businesses that have strong management teams that will continue to run the business after the acquisition. We often rely on these individuals to conduct the day-to-day operations, and pursue the growth, of these acquired businesses. Although we typically seek to sign employment agreements with the managers of acquired businesses, it remains possible that these individuals will leave our organization. This would harm the prospects of the businesses they manage, potentially causing us to lose money on our investment and harming our growth and financial results.

We may be required to take write downs or write-offs, restructuring, and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and our stock price, which could cause you to lose some or all of your investment.

In connection with our general growth strategy of acquiring businesses and assets, we may be forced to write-down or write-off assets, restructure our operations, or incur impairment or other charges that could result in us reporting losses. Even though these charges may be non-cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our common stock.

Risks Related to Ownership of Our Common Stock

Our executive officers, directors and principal stockholders, if they choose to act together, will continue to have the ability to control all matters submitted to stockholders for approval.

As of the date hereof, our executive officers, directors and stockholders who own more than 5% of our outstanding common stock and their respective affiliates beneficially owned, in the aggregate, 57.3% of the Company, accounting for the shares of common stock and derivatives exercisable for shares of common stock within sixty days that they own. As a result, if these stockholders were to choose to act together, they would be able to control or significantly influence all matters submitted to our stockholders for approval, as well as our management and affairs. For example, these persons, if they choose to act together, would control or significantly influence the election of directors and approval of any merger, consolidation or sale of all or substantially all of our assets. This concentration of ownership control may:

- delay, defer or prevent a change in control;
- entrench our management and the board of directors; or
- impede a merger, consolidation, takeover or other business combination involving us that other stockholders may desire.

Shares of our common stock have been, and may continue to be, thinly traded, which may contribute to volatility in our stock price and less liquidity for investors.

The trading volume of our common stock has varied, and at times may be characterized as thinly traded. As a result of this thin trading market or “float” for our common stock, our common stock has been, and may continue to be, less liquid than the common stock of companies with broader public ownership. If our common stock is thinly traded, the trading of a relatively small volume of our common stock may have a greater impact on the trading price of our common stock than would be the case if our float were larger. As a result, the trading prices of our common stock may be more volatile than the common stock of companies with broader public ownership, and an investor may be unable to liquidate an investment in our common stock at attractive prices.

We cannot predict the prices at which our common stock will trade in the future. Variations in financial results, announcements of material events, changes in our dividend policy, technological innovations or new products by us or our competitors, our quarterly operating results, changes in general conditions in the economy or government spending on law enforcement and military, other developments affecting us or our competitors or general price and volume fluctuations in the market are among the many factors that could cause the market price of our common stock to fluctuate substantially.

Our stock price may be volatile or may decline regardless of our operating performance, resulting in substantial losses for investors.

The market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our results of operations;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates or ratings by any securities analysts who follow our company or our failure to meet these estimates or the expectations of investors;
- announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, operating results or capital commitments;
- changes in operating performance and stock market valuations of other technology or retail companies generally, or those in our industry in particular;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- changes in our board of directors or management;
- sales of large blocks of our common stock, including sales by our executive officers, directors and significant stockholders;
- lawsuits threatened or filed against us;
- changes in laws or regulations applicable to our business;
- the expiration of contractual lock-up agreements;
- changes in our capital structure, such as future issuances of debt or equity securities;
- short sales, hedging and other derivative transactions involving our capital stock;
- general economic conditions in the United States and abroad;
- other events or factors, including those resulting from war, pandemics, incidents of terrorism or responses to these events; and
- the other factors described in the sections of the Annual Report on Form 10-K titled “Risk Factors” and “Special Note Regarding Forward-Looking Statements.”

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. Stock prices of many companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business and have a materially adverse effect on our business, financial condition, results of operations and liquidity.

Substantial future sales of shares of our common stock could cause the market price of our common stock to decline.

We have outstanding an aggregate of 40,607,988 shares of our common stock as of March 6, 2025. This includes 12,619,284 shares of common stock that are owned by Mr. Kanders, our CEO and Chairman of the Board, and his affiliates, of which he has

3,750,000 shares pledged as security for loans from financial institutions and that may be sold by such financial institutions in the event of a foreclosure of these loans.

Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur, including sales of the shares beneficially owned by Mr. Kanders, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that such sales may have on the prevailing market price of our common stock.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business, our market and our competitors. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

We are an emerging growth company, and any decision on our part to comply only with certain reduced reporting and disclosure requirements applicable to emerging growth companies could make our common stock less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an emerging growth company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to emerging growth companies, including:

- not being required to have our independent registered public accounting firm audit our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act");
- reduced disclosure obligations regarding executive compensation in our periodic reports and annual report on Form 10-K; and
- exemptions from the requirements of holding non-binding advisory votes on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We could remain an emerging growth company until December 31, 2026. Our status as an emerging growth company will end as soon as any of the following takes place:

- the last day of the fiscal year in which we have more than $1.07 billion in annual revenue;
- the date we qualify as a "large accelerated filer," with at least $700 million of equity securities held by non-affiliates;
- the date on which we have issued, in any three-year period, more than $1.0 billion in non-convertible debt securities; or
- the last day of the fiscal year ending after the fifth anniversary of the completion of our initial public offering, which is December 31, 2026.

We cannot predict if investors will find our common stock less attractive if we choose to rely on any of the exemptions afforded emerging growth companies. If some investors find our common stock less attractive because we rely on any of these exemptions, there may be a less active trading market for our common stock and the market price of our common stock may be more volatile.

Under the JOBS Act, emerging growth companies can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to avail ourselves of this provision of the JOBS Act. As a result, we will not be subject to new or revised accounting standards at the same time as other public companies that are not emerging growth companies. Therefore, our consolidated financial statements may not be comparable to those of companies that comply with new or revised accounting pronouncements as of public company effective dates.

Compliance with changing laws, regulations and standards of corporate governance and public disclosure may result in additional expenses.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, new Securities and Exchange Commission regulations and NASDAQ rules, are creating uncertainty for companies such as ours. These new or changed laws, regulations, and standards are subject to varying interpretations, often due to their lack of specificity. As a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, our efforts to comply with evolving laws, regulations, and standards have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock, which may also have the consequence of depressing the market price of our common stock.

Our status as a Delaware corporation and the anti-takeover provisions of Delaware law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- permitting the board of directors, and not stockholders, to establish the number of directors and fill any vacancies and newly created directorships;
- authorizing the issuance of “blank check” preferred stock that our board of directors could use to implement a stockholder rights plan;
- restricting the forum for certain litigation against us to Delaware;
- establishing advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings;
- preventing stockholders from taking any action except at a formal meeting of stockholders;
- requiring certain amendments to our amended and restated certificate of incorporation to be approved by the holders of at least 66 2/3% of our then-outstanding common stock; and/or
- requiring that any special meeting of our stockholders will only be able to be called by a majority of our board of directors, the chairperson of our board of directors, our Chief Executive Officer, or our President.

These provisions, alone or together, may (a) frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to select or replace members of our board of directors, which is responsible for appointing the members of our management; (b) discourage, delay, or prevent a transaction involving a change in control of our Company; and/or (c) discourage proxy contests, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the market price of our common stock.

Our second amended and restated bylaws provide that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our second amended and restated bylaws provide that the Court of Chancery of the State of Delaware (or the federal district court for the State of Delaware if the Court of Chancery does not have jurisdiction) is the exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our certificate of incorporation or our bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine or any action asserting an "internal corporate claim" as that term is defined in Section 115 of the Delaware General Corporation Law. Our second amended and restated bylaws provide that, unless we consent in writing to an alternative forum, the federal district courts of the United States of America will be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Although we believe this provision benefits us by providing increased consistency in the application of Delaware law in the types of lawsuits to which it applies, a court may determine that this provision is unenforceable. To the extent it is enforceable, however, the provision may have the effect of discouraging lawsuits against our directors and officers, and our stockholders cannot waive our compliance with federal securities laws and the rules and regulations thereunder.

Our second amended and restated bylaws provide that the exclusive forum provision will be applicable to the fullest extent permitted by applicable law. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction.

Our payment of future quarterly dividends on our common stock is subject to the discretion and approval of our board of directors.

On January 21, 2025, the Company announced that its board of directors approved the continuation of a quarterly cash dividend policy of $0.095 per share of the Company's common stock (the "Quarterly Cash Dividend") or $0.38 per share on an annualized basis, representing an increase of 3 cents over the previous annualized dividend of $0.35 per share. While we intend to pay regular Quarterly Cash Dividends for the foreseeable future, all subsequent dividends will be reviewed quarterly and declared at the discretion and approval of our board of directors and will depend upon, among other things, our results of operations, capital requirements, general business conditions, contractual restrictions under our 2024 Credit Agreement on the payment of dividends, legal and regulatory restrictions on the payment of dividends, and other factors our board of directors deems relevant. Therefore, you should not purchase our common stock if you need immediate or future income by way of dividends from your investment. In addition, upon an event of default under our 2024 Credit Agreement, we are prohibited from declaring or paying any dividends on our common stock or generally making other distributions to our stockholders.

We could be subject to securities class action litigation.

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If we face such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could harm our business.

Our amended and restated certificate of incorporation authorizes the issuance of shares of blank check preferred stock.

Our amended and restated certificate of incorporation provides that our board of directors will be authorized to issue from time to time, without further stockholder approval, up to 10,000,000 shares of preferred stock in one or more series and to fix or alter the designations, preferences, rights and any qualifications, limitations or restrictions of the shares of each series, including the dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and the number of shares constituting any series or designations of any series. Such shares of preferred stock could have preferences over our common stock with respect to dividends and liquidation rights. We may issue additional preferred stock in ways which may delay, defer or prevent a change in control of us without further action by our stockholders. Such shares of preferred stock may be issued with voting rights that may adversely affect the voting power of the holders of our common stock by increasing the number of outstanding shares having voting rights, and by the creation of class or series voting rights.

We may issue a substantial amount of our common stock in connection with future acquisitions, and the sale of those shares could adversely affect our stock price.

As part of our acquisition strategy, we anticipate issuing additional shares of common stock as consideration for such acquisitions. To the extent that we are able to grow through acquisitions and issue shares of our common stock as consideration, the number of outstanding shares of common stock that will be eligible for sale in the future is likely to increase substantially. Persons receiving shares of our common stock in connection with these acquisitions may be more likely to sell large quantities of their common stock, which may influence the price of our common stock. In addition, the potential issuance of additional shares in connection with anticipated acquisitions could lessen demand for our common stock and result in a lower price than would otherwise be obtained.

Techniques employed by short sellers or other derivative traders may drive down the market price of our common stock and/or spur litigation or regulatory action.

Short selling is the practice of selling securities that a seller does not own but rather has borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. Short sellers hope to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement securities, as short sellers expect to pay less in that purchase than they received in the sale. As it is in short sellers' interest for the price of the security to decline, many short sellers publish, or arrange for the publication of, negative opinions and allegations regarding the relevant issuer and its business prospects in order to create negative market momentum and generate profits for themselves after selling a security short. These short attacks have, in the past, led to selling of shares in the market.

If we were to become the subject of unfavorable allegations contained in short reports, whether such allegations are proven to be true or untrue, we may have to expend a significant amount of resources to investigate such allegations and/or defend ourselves. While we would prefer to strongly defend against any such short seller attacks, we may be constrained in the manner in which we can proceed against the relevant short sellers by principles of freedom of speech, applicable state law or issues of commercial confidentiality. Such a situation could be costly and time-consuming, and could divert management's attention from our day-to-day operations. Even if such allegations are ultimately proven to be groundless, allegations against us could severely impact the market price of our common stock and our business operations.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our overall risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein.

We conduct annual risk assessments to identify cybersecurity threats. These risk assessments include identifying reasonably foreseeable potential internal and external risks, the likelihood of occurrence and any potential damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, controls, and other safeguards in place to manage such risks. As part of our risk management process, we may engage third party experts to help identify and assess risks from cybersecurity threats.

Following these risk assessments, we design, implement, and maintain reasonable safeguards to minimize the identified risks; reasonably address any identified gaps in existing safeguards; update existing safeguards as necessary; and monitor the effectiveness of our safeguards. We believe that we have allocated adequate resources to address the cybersecurity threats that may affect the Company. Our Vice President of Information Technology and our Information Security Officer manage the Company's cybersecurity risk assessment as well as mitigation process and also oversee our Incident Response Team which also includes Vice Presidents of Legal, Human Resources and Tax. The Company also participates in a cybersecurity risk insurance policy.

In July 2024, we experienced a cybersecurity incident involving unauthorized access to certain systems, which required us to implement containment and mitigation measures. Although we acted promptly and effectively to address the issue, the incident led to temporary interruptions in our business operations, including impacts to production and order fulfillment at some of our facilities. Additionally, in September 2024, we experienced another, albeit negligible, cybersecurity incident that similarly required containment actions out of an abundance of caution. Although the September incident had a minimal impact on our operations, it underscores the persistent and evolving nature of cybersecurity risks we face. We believe the impacts of these cybersecurity incidents, either measured together or individually, were not material to our financial condition or results of operations. In addition, we do not believe that risks from cybersecurity threats have materially affected our business strategy, financial condition, or results of operations. However, there is no guarantee that future cybersecurity incidents will not have a material impact in the future.

For additional information regarding cybersecurity threats that may materially affect the Company, including our business strategy, results of operations, or financial condition, please refer to Item 1A, "Risk Factors," in this Annual Report on Form 10-K, including the risk factors entitled "We may be subject to disruptions, failures or cyber-attacks in our information technology systems and network infrastructures that could disrupt our operations, damage our reputation and adversely affect our business, operations, and financial results," and "We rely on information technology systems, including third-party cloud-based solutions, and any failure of these systems due to outages and/or cyberattacks may result in disruptions or outages, loss of processing capabilities, and/or loss of data, any of which may have a material adverse effect on our business, operations, and financial results."

Governance

One of the functions of our Board of Directors is informed oversight of our risk management process, including risks from cybersecurity threats. Our Board of Directors is responsible for overseeing and assessing strategic risk exposure, and our executive officers are responsible for the day-to-day management of the material risks we face. Our Board of Directors administers its cybersecurity risk oversight function directly as a whole and through its committees. In particular, the Audit Committee of our Board of Directors plays a large role in overseeing and assessing our financial, legal and operational risks, and receives reports from the management team regarding organizational risk as well as particular areas of concern, which includes, but is not limited to cybersecurity risks, related mitigation, and other related responses and activities.

Our Vice President of Information Technology and our Information Security Officer are primarily responsible for assessment and management of material risks from cybersecurity threats.

Our VP of Information Technology oversees key cybersecurity policies and processes, including those described in "Risk Management and Strategy" above. Our Board of Directors and Audit Committee are informed at least annually about the Company's policies and processes to monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents. In addition, the VP of Information Technology will also report any cybersecurity risks and activities including but not limited to any cybersecurity threats and related responses and any cybersecurity systems testing.

Item 2. Properties

We own our corporate headquarters located at 13386 International Parkway, Jacksonville, FL 32218 where we occupy approximately 36,941 square feet of office space and 95,283 square feet of manufacturing space. In total, we operate 22 facilities (8 owned) across the U.S., Canada, Mexico and Europe, spanning more than 1,000,000 square feet. Additionally, we lease retail locations across the East Coast that service our Distribution segment. Our properties are well maintained, and we consider them to be sufficient for our existing capacity requirements.

The following table identifies and provides certain information regarding our facilities:

Primary Activity	Location	Country	Owned/Leased	Sq Ft
Corporate HQ and Manufacturing	Jacksonville, Florida	USA	Owned	132,224
Manufacturing and R&D	Jacksonville, Florida	USA	Owned	63,000
Manufacturing and R&D	Ontario, California	USA	Leased	41,475
Sales and R&D	Casper, Wyoming	USA	Owned	44,000
Manufacturing and R&D	Casper, Wyoming	USA	Owned	10,500
Manufacturing	Casper, Wyoming	USA	Owned	21,000
Manufacturing	Dalton, Massachusetts	USA	Leased	33,862
Manufacturing	Ogdensburg, New York	USA	Leased	23,220
Manufacturing and R&D	West Springfield, Massachusetts	USA	Owned	200,000
Manufacturing, Sales and R&D	Golden, Colorado	USA	Leased	27,000
Manufacturing	Carlsbad, New Mexico	USA	Leased	40,000
Manufacturing and Sales	Santa Fe, New Mexico	USA	Leased	15,000
Manufacturing and Sales	Groton, Connecticut	USA	Leased	9,899
Manufacturing	Tijuana, Baja California	Mexico	Leased	158,614
Sales and R&D	Ottawa, Ontario	Canada	Leased	39,273
Manufacturing	Pembroke, Ontario	Canada	Leased	26,154
Manufacturing	Arnprior, Ontario	Canada	Leased	48,853
Manufacturing, Sales and R&D	Ottawa, Ontario	Canada	Leased	27,500
Manufacturing	Warrington, Cheshire	UK	Leased	21,958
Manufacturing	Kaunas	Lithuania	Leased	19,160
Manufacturing, Sales and R&D	Fucecchio	Italy	Leased/Owned	30,375
Manufacturing and Sales	Aix-en-Provence	France	Owned	20,387

Item 3. Legal Proceedings

Refer to Note 15 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Market Information

Our common stock has been listed on the New York Stock Exchange under the symbol "CDRE" since November 4, 2021. Prior to that date, there was no public trading market for our common stock.

Holders of Record

As of March 6, 2025, there were 13 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

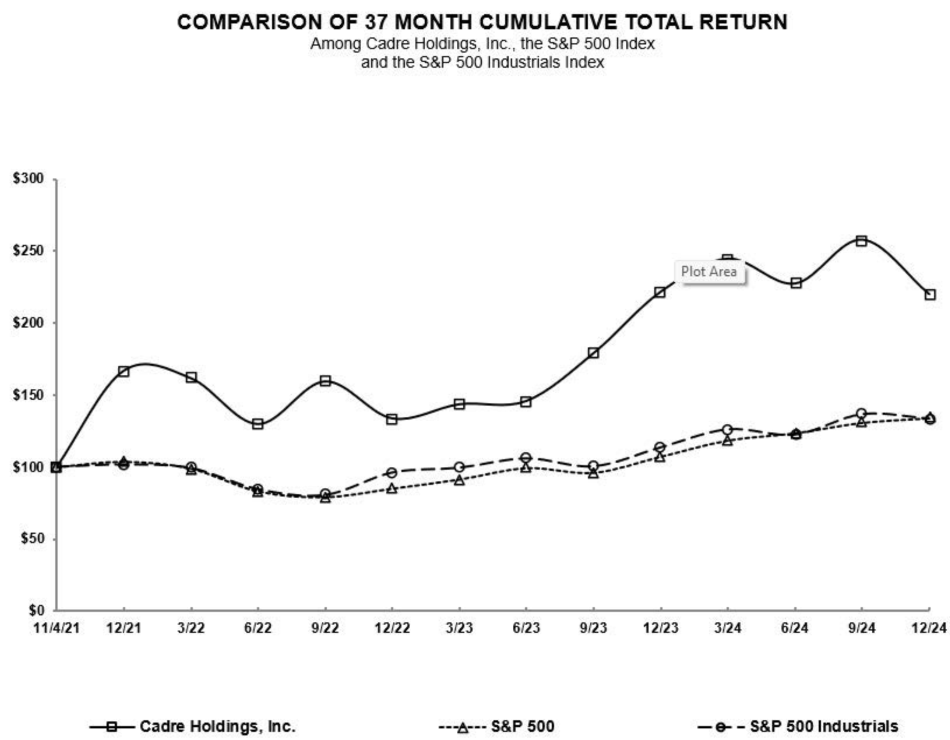
Dividend Policy

On January 21, 2025, the Company announced that its board of directors approved the continuation of a quarterly cash dividend policy of $0.095 per share of the Company's common stock or $0.38 per share on an annualized basis, representing an increase of 3 cents over the previous annualized dividend of $0.35 per share. In 2024, our total quarterly cash dividends were $13.9 million. We expect to continue to pay a quarterly cash dividend of $0.095 per share, or $0.38 on an annualized basis, on our common stock for the foreseeable future, but we may elect to retain all of our future earnings, if any, to finance the growth and development of our business. Any determination to pay dividends in the future will be at the discretion of our board of directors and will be dependent on a number of factors, including the terms of our 2024 Credit Agreement, our earnings, capital requirements, our overall financial condition and other factors that our board of directors considers relevant.

Performance Graph

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the S&P 500 Index and the S&P 500 Industrials Index. The graph assumes an initial investment of $100 in our common stock at the market close on November 4, 2021, which was our initial trading day, and the reinvestment of dividends. Data for the S&P 500 Index and the S&P 500 Industrials Index assume an initial investment of $100 at market close on October 31, 2021 and the reinvestment of dividends.

Historical stock price performance should not be relied on as indicative of future stock price performance.



Recent Sales of Unregistered Securities

None.

Issuer Repurchases of Equity Securities

None.

Item 6. [Reserved]

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

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of operations of Cadre Holdings, Inc. (D/B/A The Safariland Group) ("Cadre," "the Company" "we," "us" and "our") should be read together with our audited consolidated financial statements together with related notes thereto, included elsewhere in this Annual Report on Form 10-K. A discussion of changes in our financial condition and the results of operations from the year ended December 31, 2023 to December 31, 2022 can be found in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended December 31, 2023, filed on March 12, 2024. The following discussion contains forward-looking statements that reflect future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside of Cadre's control. Our actual results may differ significantly from those projected in the forward- looking statements. Factors that might cause future results to differ materially from those projected in the forward- looking statements include, but are not limited to, those discussed in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" included elsewhere in this Annual Report on Form 10-K. Certain total amounts may not foot due to rounding.

Overview and 2024 Financial Highlights

Cadre is a global leader in the manufacturing and distribution of safety equipment and other related products for the law enforcement, first responder, military and nuclear markets. Our equipment provides critical protection to allow its users to safely and securely perform their duties and protect those around them in hazardous or life-threatening situations. Through our dedication to superior quality, we establish a direct covenant with end users that our products will perform and keep them safe when they are most needed. We sell a wide range of products including body armor, explosive ordnance disposal equipment and duty gear through both direct and indirect channels. In addition, through our owned distribution, we serve as a one-stop shop for first responders providing equipment we manufacture as well as third-party products including uniforms, optics, boots, firearms and ammunition. The majority of our diversified product offering is governed by rigorous safety standards and regulations. Demand for our products is driven by technological advancement as well as recurring modernization and replacement cycles for the equipment to maintain its efficiency, effective performance and regulatory compliance.

We service the ever-changing needs of our end users by investing in research and development for new product innovation and technical advancements that continually raise the standards for safety equipment. Our target end user base includes domestic and international first responders such as state and local law enforcement, fire and rescue, explosive ordnance disposal technicians, emergency medical technicians, fishing and wildlife enforcement and departments of corrections, as well as federal agencies including DoS, DoD, DoI, DoJ, DHS, DoC and numerous foreign government agencies in over 100 countries.

In January 2024, the Company acquired ICOR Technology Inc. ("ICOR") for $40.4 million.

In February 2024, the Company acquired Alpha Safety Intermediate, LLC ("Alpha Safety") for $107.1 million.

The following table sets forth a summary of our financial highlights for the periods indicated:

	Year Ended December 31,	
(in thousands)	**2024**	**2023**
Net sales	$ 567,561	$ 482,532
Net income	$ 36,133	$ 38,641
Adjusted EBITDA(1)	$ 104,840	$ 85,818

(1) Adjusted EBITDA is a non-GAAP financial measure. See "*Non-GAAP Measures*" below for our definition of, and additional information about, Adjusted EBITDA, and for a reconciliation to net income, the most directly comparable U.S. GAAP financial measure.

Net sales increased by $85.0 million for the year ended December 31, 2024 as compared to December 31, 2023, primarily as a result of higher demand for armor, duty gear and crowd control products, as well as recent acquisitions, partially offset by a decline in accessories.

Net income decreased by $2.5 million for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily as a result of an increase in selling, general and administrative expenses from acquisitions, acquisition related costs, higher interest expense and lower productivity as a result of the cybersecurity incidents that we reported in 2024, partially offset by favorable pricing and volume.

Secondary Offering

On March 19, 2024, the Company completed a secondary offering in which the Company issued and sold 2,200,000 shares of common stock at a price of $35.00 per share. The Company's net proceeds from the sale of shares were $72.8 million after underwriter discounts and commissions, fees and expenses of $4.2 million.

On April 1, 2024, the underwriters exercised the full amount of their over-allotment option and purchased an additional 545,719 shares of common stock at a price of $35.00 per share, resulting in net proceeds to the Company of $18.3 million after underwriter discounts and commissions, fees and expenses of $0.8 million.

KEY PERFORMANCE METRICS

Orders backlog

We monitor our orders backlog, which we believe is a forward-looking indicator of potential sales. Our orders backlog for products includes all orders that have been received and are believed to be firm. Due to municipal government procurement rules, in certain cases orders included in backlog are subject to budget appropriation or other contract cancellation clauses. Consequently, our orders backlog may differ from actual future sales. Orders backlog can be helpful to investors in evaluating the performance of our business and identifying trends over time.

The following table presents our orders backlog as of the periods indicated:

	December 31,	
(in thousands)	2024	2023
Orders backlog	$ 128,814	$ 126,683

Orders comprising backlog as of a given balance sheet date are typically invoiced in subsequent periods. The majority of our products are generally processed and shipped within one to three weeks of an order being placed, though the fulfillment time for certain products, for example, explosive ordnance disposal equipment, may take three months or longer. Our orders backlog could experience volatility between periods, including as a result of customer order volumes and the speed of our order fulfillment, which in turn may be impacted by the nature of products ordered, the amount of inventory on hand and the necessary manufacturing lead time.

Orders backlog increased by $2.1 million as of December 31, 2024 compared to December 31, 2023, primarily due to an increase of $27.6 million from recent acquisitions, partially offset by reductions of $15.2 million from explosive ordnance disposal products and $8.9 million from armor products, both due to large orders delivered in 2024.

DESCRIPTION OF CERTAIN COMPONENTS OF FINANCIAL DATA

Net sales

We recognize revenue when a contract exists with a customer that specifies the goods and services to be provided at an agreed upon sales price and when the performance obligation is satisfied by transferring the goods or service to the customer. The performance obligation is considered satisfied when control transfers, which is generally determined when products are shipped or delivered to the customer but could be delayed until the receipt of customer acceptance, depending on the terms of the contract. The Company also has certain long-term contracts that contain performance obligations that are satisfied over time. The Company invoices the customer once the billing milestone is reached and collects under customary short-term credit terms. For long-term contracts, the Company recognizes revenue using the input method based on costs incurred, as this method is an appropriate measure of progress toward the complete satisfaction of the performance obligation.

At the time of revenue recognition we also provide for estimated sales returns and miscellaneous claims from customers as reductions to revenues. Charges for shipping and handling fees billed to customers are included in net sales. Taxes collected from customers and remitted to government authorities are reported on a net basis and are excluded from sales. See Note 1 "Significant Accounting Policies — Revenue Recognition" to our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We generate sales primarily through our four main sales channels: U.S. state and local agencies, international, U.S. federal agencies, and commercial.

Costs and Expenses

Cost of goods sold. Cost of goods sold includes raw material purchases, manufacturing-related labor costs, contracted labor, project costs, shipping costs, allocated manufacturing overhead, facility costs, depreciation and amortization, and product warranty costs.

Selling, general and administrative. Selling, general and administrative ("SG&A") expense includes personnel-related costs, professional services, marketing and advertising expense, research and development, depreciation and amortization, and impairment charges.

Restructuring and transaction costs. Restructuring costs consist primarily of termination benefits and relocation of employees, termination of operating leases and other contracts related to consolidating or closing facilities. Transaction costs consist of legal fees and consulting costs related to one-time transactions.

Related party expense. Related party expense primarily consists of rent expense related to distribution locations owned by certain employees and any one-time fees paid to related parties.

Interest expense. Interest expense consists primarily of interest on outstanding debt.

Other (expense) income, net. Other (expense) income, net primarily consists of gains and losses from foreign currency transactions.

Provision for income taxes. A provision or benefit for income tax is calculated for each of the jurisdictions in which we operate. The provision or benefit for income taxes is determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The benefit or provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from differences between the book and tax bases of assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized. See Note 16 "Income Taxes" in our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

RESULTS OF OPERATIONS

In order to reflect the way our chief operating decision maker reviews and assesses the performance of the business, Cadre has determined that it has two reportable segments — the Product segment, which is comprised of components that manufacture and sell products, and the Distribution segment, which is comprised of our business that serves as a one-stop shop for law enforcement agencies that sells goods produced by the Product segment, as well as other third-party products. Segment information is consistent with how the chief operating decision maker, our chief executive officer, reviews the business, makes investing and resource allocation decisions and assesses operating performance.

The following table presents data from our results of operations for the years ended December 31, 2024 and 2023 (in thousands unless otherwise noted):

	Year Ended December 31, 2024	Year Ended December 31, 2023	% Chg
Net sales	$ 567,561	$ 482,532	17.6 %
Cost of goods sold	334,080	281,806	18.5 %
Gross profit	233,481	200,726	16.3 %
Operating expenses			
Selling, general and administrative	158,323	140,519	12.7 %
Restructuring and transaction costs	6,007	2,192	174.0 %
Related party expense	2,390	1,496	59.8 %
Total operating expenses	166,720	144,207	15.6 %
Operating income	66,761	56,519	18.1 %
Other expense			
Interest expense	(7,822)	(4,531)	72.6 %
Other (expense) income, net	(4,721)	936	(604.4)%
Total other expense, net	(12,543)	(3,595)	248.9 %
Income before provision for income taxes	54,218	52,924	2.4 %
Provision for income taxes	(18,085)	(14,283)	26.6 %
Net income	$ 36,133	$ 38,641	(6.5)%

The following table presents segment data for the years ended December 31, 2024 and 2023 (in thousands):

	Year Ended December 31, 2024			
	Product	Distribution	Reconciling Items[1]	Total
Net sales	$ 497,624	$ 105,397	$ (35,460)	$ 567,561
Cost of goods sold	287,864	81,631	(35,415)	334,080
Gross profit	$ 209,760	$ 23,766	$ (45)	$ 233,481

	Year Ended December 31, 2023			
	Product	Distribution	Reconciling Items[1]	Total
Net sales	$ 410,825	$ 102,371	$ (30,664)	$ 482,532
Cost of goods sold	233,937	78,335	(30,466)	281,806
Gross profit	$ 176,888	$ 24,036	$ (198)	$ 200,726

(1) Reconciling items consist primarily of intercompany eliminations and items not directly attributable to operating segments.

Comparison of Year Ended December 31, 2024 to Year Ended December 31, 2023

Net sales. Product segment net sales increased by $86.8 million, or 21.1%, from $410.8 million to $497.6 million for the year ended December 31, 2024 as compared to 2023, primarily due to an increase of $73.3 million as a result of recent acquisitions, $8.2 million from higher demand for duty gear products, $7.5 million from higher North American demand for armor products, and $3.2 million from higher demand for crowd control products, partially offset by a $6.2 million decline in automotive. Distribution segment net sales increased by $3.0 million or 3.0%, from $102.4 million to $105.4 million for the year ended December 31, 2024 as compared to 2023, primarily due to increased agency demand for hard goods. Reconciling items consisting primarily of intercompany eliminations were $35.5 million and $30.7 million for year ended December 31, 2024 and 2023, respectively.

Cost of goods sold. Product segment cost of goods sold increased by $54.0 million, or 23.1%, from $233.9 million to $287.9 million for the year ended December 31, 2024 as compared to 2023 primarily due to increased volume, increased costs to manufacture product (principally material and labor), and increases from the amortization of inventory step up adjustments related to 2024 acquisitions, partially offset by product mix. Product segment gross profit as a percentage of net sales decreased by 90 basis points to 42.2% in 2024 from 43.1% in 2023 mainly driven by the amortization of inventory step up adjustments related to the recent acquisitions, lower productivity driven by the 2024 cybersecurity incidents, unfavorable mix and inflation, partially offset by favorable pricing. Distribution segment cost of goods sold increased by $3.3 million, or 4.2%, from $78.3 million to $81.6 million for the year ended December 31, 2024 as compared to 2023 primarily due to increased volume, partially offset by costs to acquire products. Distribution segment gross profit as a percentage of net sales decreased by 93 basis points to 22.5% in 2024 from 23.5% in 2023 mainly driven by inflation and unfavorable mix. Reconciling items consisting primarily of intercompany eliminations were $35.4 million and $30.5 million for year ended December 31, 2024 and 2023, respectively.

Selling, general and administrative. SG&A increased by $17.8 million, or 12.7%, for the year ended December 31, 2024 as compared to 2023 primarily due to recent acquisitions, employee compensation and related benefits, and professional services.

Restructuring and transaction costs. Restructuring and transaction costs increased by $3.8 million for the year ended December 31, 2024 as compared to 2023 primarily due to costs incurred associated with the ICOR and Alpha Safety acquisitions.

Related party expense. Related party expense increased by $0.9 million for the year ended December 31, 2024 as compared to 2023 and primarily consisted of a $1.8 million fee paid to Kanders & Company, Inc., a company controlled by our Chief Executive Officer, in connection with the acquisition of Alpha Safety, as well as a $0.3 million fee paid to Kanders & Company, Inc. in connection with the execution of our debt refinancing for the year ended December 31, 2024, and a $1.0 million fee paid to Kanders & Company, Inc. in connection with the acquisition of ICOR for the year ended December 31, 2023, in each case for financial advisory and other related services.

Interest expense. Interest expense increased by $3.3 million for the year ended December 31, 2024 as compared to 2023 primarily due to the addition of the incremental term loan in 2024.

Other (expense) income, net. Other expense, net was $4.7 million for the year ended December 31, 2024 compared to Other income, net of $0.9 million for the year ended December 31, 2023, primarily due to changes in foreign currency exchange rates.

Provision for income taxes. Provision for income taxes increased by $3.8 million for the year ended December 31, 2024 as compared to 2023. The effective tax rate was 33.4% for the year ended December 31, 2024 and was higher than the statutory rate due to state taxes, transaction expenses and executive compensation, partially offset by research and development tax credits. For the year ended December 31, 2023, the effective tax rate was 27.0% and was higher than the statutory rate due to state taxes, limitation on executive compensation deduction, and the tax impact of our foreign earnings, partially offset by research and development tax credits.

NON-GAAP MEASURES

This Annual Report on Form 10-K includes EBITDA and Adjusted EBITDA, which are non-GAAP financial measures that we use to supplement our results presented in accordance with U.S. GAAP. EBITDA is defined as net income before depreciation and amortization expense, interest expense and provision for income tax. Adjusted EBITDA represents EBITDA that excludes restructuring and transaction costs, other general income, other expense (income), net, stock-based compensation expense, stock-based compensation payroll tax expense, long-term incentive plan (“LTIP”) bonus and amortization of inventory step-up as these items do not represent our core operating performance.

EBITDA and Adjusted EBITDA are performance measures that we believe are useful to investors and analysts because they illustrate the underlying financial and business trends relating to our core, recurring results of operations and enhance comparability between periods. Adjusted EBITDA is considered by our board of directors and management as an important factor in determining performance-based compensation.

EBITDA and Adjusted EBITDA are not recognized measures under U.S. GAAP and are not intended to be a substitute for any U.S. GAAP financial measure and, as calculated, may not be comparable to other similarly-titled measures of performance of other companies. Investors should exercise caution in comparing our non-GAAP measures to any similarly titled measures used by other companies. These non-GAAP financial measures exclude certain items required by U.S. GAAP and should not be considered as alternatives to information reported in accordance with U.S. GAAP.

The table below presents our EBITDA and Adjusted EBITDA reconciled to the most comparable GAAP financial measures for the periods indicated:

	Year Ended December 31,	
(in thousands)	**2024**	**2023**
Net income	$ 36,133	$ 38,641
Add back:		
Depreciation and amortization	16,420	15,737
Interest expense	7,822	4,531
Provision for income taxes	18,085	14,283
EBITDA	$ 78,460	$ 73,192
Add back:		
Restructuring and transaction costs(1)	7,757	3,192
Other general income(2)	—	(92)
Other expense (income), net(3)	4,721	(936)
Stock-based compensation expense(4)	8,369	9,368
Stock-based compensation payroll tax expense(5)	441	234
LTIP bonus(6)	49	860
Amortization of inventory step-up(7)	3,858	—
Contingent consideration expense(8)	1,185	—
Adjusted EBITDA	$ 104,840	$ 85,818

(1) Reflects the "Restructuring and transaction costs" line item on our consolidated statements of operations and comprehensive income, which primarily includes transaction costs composed of legal and consulting fees. In addition, this line item reflects a $1.8 million fee paid to Kanders & Company, Inc. for services related to the acquisition of Alpha Safety for the year ended December 31, 2024 and a $1.0 million fee paid to Kanders & Company, Inc. for services related to the acquisition of ICOR for the year ended December 31, 2023, which are included in related party expense in the Company's consolidated statements of operations and comprehensive income.

(2) Reflects gains from long-lived asset sales.

(3) Reflects the "Other (expense) income, net" line item on our consolidated statements of operations and comprehensive income and primarily includes transaction gains and losses due to fluctuations in foreign currency exchange rates.

(4) Reflects compensation expense related to equity and liability classified stock-based compensation plans.

(5) Reflects payroll taxes associated with vested stock-based compensation awards.

(6) Reflects the cost of a cash-based long-term incentive plan awarded to employees that vests over three years.

(7) Reflects amortization expense related to the step-up inventory adjustment recorded as a result of our recent acquisitions.

(8) Reflects contingent consideration expense related to the acquisition of ICOR.

Adjusted EBITDA increased by $19.0 million for the year ended December 31, 2024 as compared to 2023, primarily due to recent acquisitions, partially offset by the impact of the 2024 cybersecurity incidents and an increase in selling, general and administrative expenses.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity refers to our ability to generate sufficient cash flows to meet the cash requirements of our business operations, including working capital needs, capital expenditures, debt service, acquisitions and other commitments. Our principal sources of liquidity have been cash provided by operating activities, cash on hand and amounts available under our revolving loans.

For the year ended December 31, 2024, net cash provided from operating activities was $31.8 million and as of December 31, 2024, cash and cash equivalents totaled $124.9 million. We believe that our cash flows from operations and cash on hand, and available borrowing capacity under our existing credit facilities (as described below) will be adequate to meet our liquidity requirements for at least the twelve months following the date of this Annual Report on Form 10-K. Our future capital requirements will depend on several factors, including future acquisitions and investments in our manufacturing facilities and equipment. We could be required, or could elect, to seek additional funding through public or private equity or debt financings; however, additional funds may not be available on terms acceptable to us, if at all.

Debt

As of December 31, 2024 and December 31, 2023, we had $223.2 million and $140.1 million in outstanding debt, net of debt discounts and debt issuance costs, respectively, primarily related to the term loan facilities.

2021 Credit Agreement

On August 20, 2021 (the “Closing Date”), the Company refinanced its existing credit facilities and entered into a new credit agreement whereby Safariland, LLC, as borrower (the “Borrower”), the Company and certain domestic subsidiaries of the Borrower, as guarantors (the “Guarantors”), closed on and received funding under a credit agreement (initially entered into on July 23, 2021), pursuant to a First Amendment to Credit Agreement (collectively, the “2021 Credit Agreement”) with PNC Bank, National Association (“PNC”), as administrative agent, and the several lenders from time to time party thereto (together with PNC, the “Lenders”) pursuant to which the Borrower (i) borrowed $200.0 million under a term loan (the “Term Loan”), and (ii) may borrow up to $100.0 million under a revolving credit facility (including up to $15.0 million for letters of credit and up to $10.0 million for swing line loans) (the “Revolving Loan”). Each of the Term Loan and the Revolving Loan mature on July 23, 2026. Commencing December 31, 2021, the New Term Loan requires scheduled quarterly payments in amounts equal to 1.25% per quarter of the original aggregate principal amount of the Term Loan, with the balance due at maturity. The 2021 Credit Agreement is guaranteed, jointly and severally, by the Guarantors and, subject to certain exceptions, secured by a first-priority security interest in substantially all of the assets of the Borrower and the Guarantors pursuant to a Security and Pledge Agreement and a Guaranty and Suretyship Agreement, each dated as of the Closing Date.

There were no amounts outstanding under the Revolving Loan as of December 31, 2024 and 2023. As of December 31, 2024, there were $2.2 million in outstanding letters of credit and $172.8 million of availability.

The Borrower may elect to have the Revolving Loan and Term Loan under the 2021 Credit Agreement bear interest at a base rate or LIBOR, in each case, plus an applicable margin. However, in connection with the market transition away from applicable LIBOR rates to SOFR, on May 31, 2023, the Company, the Borrowers and the Lenders entered into the third amendment to the 2021 Credit Agreement (the “Third Amendment”) pursuant to which the 2021 Credit Agreement was amended to implement the SOFR rates. The applicable interest rates for these borrowings are, at the Company’s option, either (a) a base rate plus an applicable margin between 0.50% and 1.50% or (b) a Term SOFR rate, plus a SOFR adjustment equal to 0.10%, plus an applicable margin equal to 1.50% to 2.50%.

The 2021 Credit Agreement also contains customary representations and warranties, and affirmative and negative covenants, including limitations on additional indebtedness, dividends, and other distributions, entry into new lines of business, use of loan proceeds, capital expenditures, restricted payments, restrictions on liens on the assets of the Borrowers or any Guarantor, transactions with affiliates, amendments to organizational documents, accounting changes, sale and leaseback transactions, dispositions, and mandatory prepayments in connection with certain liquidity events. The 2021 Credit Agreement contains certain restrictive debt covenants, which require us to: (i) maintain a minimum fixed charge coverage ratio of 1.25 to 1.00, starting with the quarter ended December 31, 2021, which is to be determined for each quarter end on a trailing four quarter basis and (ii) maintain a quarterly maximum consolidated total net leverage ratio of 3.75 to 1.00 from the quarter ended December 31, 2021 until the quarter ended September 30, 2022, and thereafter 3.50 to 1.00, which is in each case to be determined on a trailing four quarter basis; provided that under certain circumstances and subject to certain limitations, in the event of a material acquisition, we may temporarily increase the consolidated total net leverage ratio by up to 0.50 to 1.00 for four fiscal quarters following such acquisition. The 2021 Credit Agreement contains customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payment on, or defaults with respect to, certain other material indebtedness, bankruptcy and insolvency events, material judgments and change of control provisions. Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the 2021 Credit Agreement may be accelerated and the Lenders could foreclose on their security interests in the assets of the Borrowers and the Guarantors.

In connection with the Borrower's acquisition of Alpha Safety on February 29, 2024, the Borrower and the Guarantors entered into an Incremental Facility Amendment to the 2021 Credit Agreement, whereby the Lenders made an incremental term loan to the Borrower in the principal amount of $80 million for the purpose of funding the acquisition of Alpha Safety. All other material terms of the 2021 Credit Agreement remained unchanged.

The foregoing description of the 2021 Credit Agreement, as amended, does not purport to be complete and is qualified in its entirety by reference to exhibits 10.15, 10.16 and 10.17 to our Annual Report on Form 10-K for the year ended December 31, 2022, exhibit 10.1 attached to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, as well as exhibit 10.1 attached to our Current Report on Form 8-K filed on March 6, 2024, and are incorporated herein by reference as though fully set forth herein.

Canadian Credit Facility

On October 14, 2021, Med-Eng Holdings ULC and Pacific Safety Products Inc., the Company's Canadian subsidiaries, as borrowers (the "Canadian Borrowers"), and Safariland, LLC, as guarantor (the "Canadian Guarantor"), closed on a line of credit pursuant to a Loan Agreement (the "Canadian Loan Agreement") and a Revolving Line of Credit Note (the "Note") with PNC Bank Canada Branch ("PNC Canada"), as lender pursuant to which the Canadian Borrowers may borrow up to CDN$10.0 million under a revolving line of credit (including up to $3.0 million for letters of credit) (the "Revolving Canadian Loan"). The Revolving Canadian Loan matures on July 23, 2026. The Canadian Loan Agreement is guaranteed by the Canadian Guarantor pursuant to a Guaranty and Suretyship Agreement.

The Canadian Borrowers may elect to have borrowings either in United States dollars or Canadian dollars under the Canadian Loan Agreement, which will bear interest at a base rate or SOFR, in each case, plus an applicable margin, in the case of borrowings in United States dollars, or at a Canadian Prime Rate (as announced from time to time by PNC Canada) or a Canadian deposit offered rate ("CDOR") as determined from time to time by PNC Canada in accordance with the Canadian Loan Agreement. The applicable margin for these borrowings will range from 0.50% to 1.50% per annum, in the case of base rate borrowings and Canadian Prime Rate borrowings, and 1.50% to 2.50% per annum, in the case of SOFR borrowings and CDOR borrowings. The Canadian Loan Agreement also requires the Canadian Borrowers to pay (i) an unused line fee on the unused portion of the loan commitments in an amount ranging between 0.175% and 0.25% per annum, based upon the level of the Company's consolidated total net leverage ratio, and (ii) an upfront fee equal to 0.25% of the principal amount of the Note.

There were no amounts outstanding under the Revolving Canadian Loan as of December 31, 2024 and 2023.

The Canadian Loan Agreement also contains customary representations and warranties, and affirmative and negative covenants, including, among others, limitations on additional indebtedness, entry into new lines of business, entry into guarantee agreements, making of any loans or advances to, or investments in, any other person, restrictions on liens on the assets of the Canadian Borrowers and mergers, transfers of assets and acquisitions. The Canadian Loan Agreement and Note also contain customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payment on, or defaults with respect to, certain other material indebtedness, bankruptcy and insolvency events, material judgments and change of control provisions. Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the Canadian Loan Agreement may be accelerated. As of March 6, 2025, there were no amounts outstanding under the Revolving Canadian Loan.

The foregoing description of the Canadian Loan Agreement does not purport to be complete and is qualified in its entirety by reference to the Canadian Loan Agreement, which is exhibit 10.18 to our Annual Report on Form 10-K for the year ended December 31, 2022, and is incorporated herein by reference as though fully set forth herein.

2024 Credit Agreement

On December 20, 2024 (the "2024 Credit Agreement Closing Date"), the Company refinanced its existing credit facilities and entered into an Amended and Restated Credit Agreement (the "2024 Credit Agreement"), whereby Safariland, LLC, as borrower (the "2024 Borrower"), the Company, and certain domestic subsidiaries of the 2024 Borrower, as guarantors (the "2024 Guarantors"), closed on and received funding under the 2024 Credit Agreement with PNC, as administrative agent, swingline lender, and issuing lender, along with several other lenders (collectively, the "2024 Lenders"). The 2024 Credit Agreement amends and restates the 2021 Credit Agreement in its entirety.

Pursuant to the 2024 Credit Agreement, the 2024 Borrower (i) borrowed $225.0 million under a term loan facility (the "2024 Term Loans"), (ii) may borrow up to $175.0 million under a revolving credit facility (the "2024 Revolving Loan"), including up to $30.0 million for letters of credit and up to $10.0 million for swingline loans, (iii) may borrow up to $115.0 million under a delayed draw term loan A-1 facility (the "DDTL A-1 Facility") available through June 20, 2025, and (iv) may borrow up to $75.0 million under a delayed draw term loan A-2 facility (the "DDTL A-2 Facility") available through June 20, 2026. Each of these facilities matures on December 20, 2029. The proceeds of the 2024 Term Loans were used to refinance the outstanding term loans under the 2021 Credit Agreement and to pay fees and expenses incurred in connection with entering into the 2024 Credit Agreement. The 2024 Credit Agreement also permits the 2024 Borrower, subject to certain requirements, to arrange with lenders for an aggregate of $100.0 million (or more if certain leverage ratios are met) of additional revolving and/or term loan commitments (both of which are currently uncommitted).

The 2024 Borrower may elect to have borrowings under the 2024 Credit Agreement bear interest at either (i) a base rate plus an applicable margin ranging from 0.50% to 1.50% per annum or (ii) a term SOFR rate plus an applicable margin ranging from 1.50% to 2.50% per annum, in each case based on the Company's consolidated total net leverage ratio. The 2024 Borrower is also required to pay a commitment fee on the unused portion of the 2024 Revolving Loan, the DDTL A-1 Facility, and the DDTL A-2 Facility, ranging from 0.175% to 0.25% per annum, based on the Company's consolidated total net leverage ratio.

The 2024 Term Loans require scheduled quarterly principal payments of 1.25% of the original aggregate principal amount, beginning March 31, 2025, with the balance due at maturity. There were no amounts outstanding under the 2024 Revolving Loan, the DDTL A-1 Facility, or the DDTL A-2 Facility as of December 31, 2024.

The 2024 Credit Agreement is guaranteed, jointly and severally, by the 2024 Guarantors and, subject to certain exceptions, secured by a first-priority security interest in substantially all of the assets of the 2024 Borrower and the 2024 Guarantors pursuant to an Amended and Restated Security and Pledge Agreement and an Amended and Restated Guaranty and Suretyship Agreement, each dated as of the 2024 Credit Agreement Closing Date.

The 2024 Credit Agreement contains customary representations and warranties, and affirmative and negative covenants, including limitations on additional indebtedness, dividends, and other distributions, entry into new lines of business, use of loan proceeds, capital expenditures, restricted payments, restrictions on liens on the assets of the 2024 Borrower or any 2024 Guarantor, transactions with affiliates, amendments to organizational documents, accounting changes, sale and leaseback transactions, dispositions, and mandatory prepayments in connection with certain liquidity events. Additionally, the 2024 Credit Agreement contains certain restrictive debt covenants, which require us to: (i) maintain a minimum fixed charge coverage ratio of 1.25 to 1.00, starting with the quarter ended December 31, 2024, which is to be determined for each quarter end on a trailing four quarter basis and (ii) maintain a quarterly maximum consolidated total net leverage ratio of 4.00 to 1.00 from the quarter ended December 31, 2024 until the quarter ended March 31, 2026, and thereafter 3.50 to 1.00, which is in each case to be determined on a trailing four quarter basis; provided that under certain circumstances and subject to certain limitations, in the event of a material acquisition, we may temporarily increase the consolidated total net leverage ratio by up to 0.50 to 1.00 for four fiscal quarters following such acquisition, subject to a maximum consolidated total net leverage ratio of 4.00 to 1.00. Furthermore, the 2024 Credit Agreement also includes customary events of default, including non-payment of principal, interest, or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payments on other material indebtedness, bankruptcy and insolvency events, material judgments, and change of control provisions. Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the 2024 Credit Agreement may be accelerated, and the Lenders could foreclose on their security interests in the assets of the Borrower and the Guarantors.

As of December 31, 2024, the Company was in compliance with all applicable covenants under the 2024 Credit Agreement.

The foregoing description of the 2024 Credit Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 23, 2024, and is incorporated herein by reference as though fully set forth herein.

Cash Flows

The following table presents a summary of our cash flows for the periods indicated:

(in thousands)	Year Ended December 31, 2024	2023
Net cash provided by operating activities	$ 31,777	$ 73,209
Net cash used in investing activities	(147,426)	(6,520)
Net cash provided by (used in) financing activities	152,667	(24,722)
Effects of foreign exchange rates on cash and cash equivalents	224	438
Change in cash and cash equivalents	37,242	42,405
Cash and cash equivalents, beginning of period	87,691	45,286
Cash and cash equivalents, end of period	$ 124,933	$ 87,691

Net cash provided by operating activities

During the year ended December 31, 2024, net cash provided by operating activities of $31.8 million resulted primarily from net income of $36.1 million, a $16.4 million add back to net income for depreciation and amortization, a $8.4 million add back to net income for stock-based compensation, a $3.9 million add back for amortization of inventory step-up and a $36.4 million deduction from net income from changes in operating assets and liabilities. Changes in operating assets and liabilities were primarily driven by an increase in accounts receivable of $24.9 million and a decrease in accounts payable and other liabilities of $15.6 million, partially offset by a decrease in inventories of $10.0 million.

During the year ended December 31, 2023, net cash provided by operating activities of $73.2 million resulted primarily from net income of $38.6 million, a $15.7 million add back to net income for depreciation and amortization, a $9.4 million add back to net income for stock-based compensation and a $10.1 million add back to net income from changes in operating assets and liabilities. Changes in operating assets and liabilities were primarily driven by a decrease in accounts receivable of $6.6 million and an increase in accounts payable and other liabilities of $14.0 million, partially offset by an increase in inventories of $10.2 million.

Net cash used in investing activities

During the year ended December 31, 2024, we used $147.4 million of cash in investing activities, primarily consisting of $141.8 million for the acquisition of ICOR and Alpha Safety and $5.7 million for purchases of property and equipment.

During the year ended December 31, 2023, we used $6.5 million of cash in investing activities, primarily consisting of $6.7 million for purchases of property and equipment.

Net cash provided (used in) financing activities

During the year ended December 31, 2024, net cash provided by financing activities of $152.7 million resulted primarily from proceeds from term loans of $129.4 million and proceeds from the secondary offering, including option exercise, of $91.8 million, partially offset by principal payments on term loans of $43.3 million, payments for debt issuance costs of $3.1 million, taxes paid in connection with employee stock transactions of $5.3 million and dividends distributed of $13.9 million.

During the year ended December 31, 2023, we used $24.7 million of cash in financing activities, primarily consisting principal payments on term loans of $10.0 million, taxes paid in connection with employee stock transactions of $2.7 million and dividends distributed of $12.0 million.

Contractual Obligations

The following table summarizes our significant contractual obligations as of December 31, 2024 by period:

(in thousands)	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 Years
Lease obligations[1]	$ 16,582	$ 5,267	$ 7,624	$ 3,491	$ 200
Debt[2]	225,376	11,375	22,751	191,250	—
Interest on debt[3]	47,071	10,532	19,454	17,085	—
Total contractual obligations	**$ 289,029**	**$ 27,174**	**$ 49,829**	**$ 211,826**	**$ 200**

(1) Includes future minimum lease payments required under non-cancelable operating and capital leases.

(2) Includes scheduled cash principal payments on our debt, excluding interest, original issuance discount and debt issuance costs.

(3) Includes the effect of our interest rate swap and assumes (a) one-month SOFR rate in effect as of December 31, 2024; (b) applicable margins remain constant; (c) only mandatory debt repayments are made; and (d) no refinancing occurs at debt maturity.

Off-Balance Sheet Arrangements

We do not engage in off-balance sheet financing arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

Critical Accounting Policies and Significant Judgments and Estimates

Our consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. Preparation of the financial statements requires us to make judgments, estimates and assumptions that impact the reported amount of net sales and expenses, assets and liabilities and the disclosure of contingent assets and liabilities. We consider an accounting judgment, estimate or assumption to be critical when the estimate or assumption is complex in nature or requires a high degree of judgment and when the use of different judgments, estimates and assumptions could have a material impact on our consolidated financial statements. While our significant accounting policies are described in more detail in Note 1 of our consolidated financial statements, we believe that the following accounting policies are those most critical to the judgments and estimates used in the preparation of our financial statements.

Business Combinations

We allocate the purchase price, including our estimate of contingent consideration, of our acquisitions to the assets and liabilities acquired, including identifiable intangible assets, based on their fair values at the date of acquisition. The fair values are primarily based on third-party valuations using our management assumptions that require significant judgments and estimates. The purchase price allocated to intangibles is based on unobservable factors, including but not limited to, projected revenues, expenses, customer attrition rates, royalty rates, and weighted average cost of capital, among others. The weighted average cost of capital uses a market participant's cost of equity and after-tax cost of debt and reflects the risks inherent in the cash flows. The unobservable factors we use are based upon assumptions believed to be reasonable, but are subject to estimation uncertainty.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We have in the past and may in the future be exposed to certain market risks, including interest rate, foreign currency exchange in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial condition or results of operations due to adverse changes in financial market prices and rates. These risks are not significant to our results of operations, but they may be in the future. We do not hold or issue financial instruments for speculative or trading purposes. There have not been material changes in market risk exposures as of December 31, 2024.

Interest rate risk

Changes in interest rates affect the amount of interest expense we are required to pay on our floating rate debt. As of December 31, 2024, we had $225.0 million in outstanding floating rate debt, which bears interest at one-month SOFR (4.38% as of December 31, 2024) plus 1.75%.

We entered into the Swap Agreements to convert a portion of the interest rate exposure on our floating rate debt from variable to fixed and designated them as cash flow hedges. Under the terms of the Swap Agreements, we receive payments based on the 1-month SOFR. A portion of the amount included in accumulated other comprehensive (loss) income is reclassified into interest expense, net as a yield adjustment when interest is either paid or received on the hedged debt. The fair value of our Swap Agreements is based upon Level 2 inputs. We have considered our own credit risk and the credit risk of the counterparties when determining the fair value of our Swap Agreements.

We performed a sensitivity analysis on the principal amount of debt as of December 31, 2024, as well as the effect of our Swap Agreements. Further, in this sensitivity analysis, the change in interest rates is assumed to be applicable for an entire year. On an annual basis, a change of 100 basis points in the applicable interest rate would cause a change in interest expense of $2.3 million on the principal amount of debt and $1.0 million when including the effect of our Swap Agreements.

As of December 31, 2024, we had the following Swap Agreements (in thousands):

Effective Date	Notional Amount	Fixed Rate
September 30, 2021 through July 23, 2026	$ 83,750	0.812 %
May 31, 2023 through July 23, 2026	$ 45,625	3.905 %

During the year ended December 31, 2024, there were no interest rate swap agreements that expired.

Foreign currency exchange rate risk

Our operations are geographically diverse and we are exposed to foreign currency exchange risk, primarily the Canadian dollar and Mexican peso, related to our transactions and our subsidiaries' balances that are denominated in currencies other than the U.S. dollar, which is our functional currency.

The Company has entered into forward contracts to hedge forecasted Mexican peso denominated costs associated with our Mexican subsidiary. These contracts are designated as cash flow hedges to manage foreign currency transaction risk and are measured at fair value and reported as current assets or current liabilities in the consolidated balance sheets. Any changes in the fair value of designated cash flow hedges are recorded in other comprehensive (loss) income and are reclassified from accumulated other comprehensive (loss) income into earnings in the period the hedged item impacts earnings.

Significant currency fluctuations could impact the comparability of our results of operations between periods. A 10% increase or decrease in the value of the Canadian dollar to the U.S. dollar would have caused our reported net sales to increase or decrease by approximately $0.9 million for the year ended December 31, 2024. A 10% increase or decrease in the value of the Canadian dollar to the U.S. dollar would have caused our reported net income to increase or decrease by approximately $0.1 million for the year ended December 31, 2024, excluding unrealized gains or losses from remeasurement. A 10% increase or decrease in the value of the Mexican peso to the U.S. dollar would have caused our reported net income to increase or decrease by approximately $2.5 million for the year ended December 31, 2024, excluding unrealized gains or losses from remeasurement and the impact of cash flow hedges.

Item 8. Financial Statements and Supplementary Data

Index to Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors
Cadre Holdings, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Cadre Holdings, Inc. and subsidiaries (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2024, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements 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 audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits 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. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2014.

Jacksonville, Florida
March 11, 2025

CADRE HOLDINGS, INC.

Consolidated Balance Sheets
(In thousands, except for share and per share amounts)

	December 31, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	$ 124,933	$ 87,691
Accounts receivable, net	93,523	58,360
Inventories	82,351	80,976
Prepaid expenses	19,027	11,930
Other current assets	7,737	6,886
Total current assets	327,571	245,843
Property and equipment, net	45,243	44,647
Operating lease assets	15,454	6,554
Deferred tax assets, net	4,552	4,004
Intangible assets, net	107,544	43,472
Goodwill	148,157	81,667
Other assets	4,192	4,992
Total assets	$ 652,713	$ 431,179
Liabilities, Mezzanine Equity and Shareholders' Equity		
Current liabilities		
Accounts payable	$ 29,644	$ 28,418
Accrued liabilities	46,413	44,524
Income tax payable	6,693	9,944
Current portion of long-term debt	11,375	12,320
Total current liabilities	94,125	95,206
Long-term debt	211,830	127,812
Long-term operating lease liabilities	10,733	3,186
Deferred tax liabilities	18,758	4,843
Other liabilities	5,752	2,970
Total liabilities	341,198	234,017
Commitments and contingencies (Note 15)		
Mezzanine equity		
Preferred stock ($0.0001 par value, 10,000,000 shares authorized, no shares issued and outstanding as of December 31, 2024 and December 31, 2023)	—	—
Shareholders' equity		
Common stock ($0.0001 par value, 190,000,000 shares authorized, 40,607,988 and 37,587,436 shares issued and outstanding as of December 31, 2024 and December 31, 2023, respectively)	4	4
Additional paid-in capital	306,821	212,630
Accumulated other comprehensive (loss) income	(1,389)	634
Accumulated earnings (deficit)	6,079	(16,106)
Total shareholders' equity	311,515	197,162
Total liabilities, mezzanine equity and shareholders' equity	$ 652,713	$ 431,179

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

CADRE HOLDINGS, INC.

Consolidated Statements of Operations and Comprehensive Income
(In thousands, except for share and per share amounts)

	Year Ended December 31,		
	2024	**2023**	**2022**
Net sales	$ 567,561	$ 482,532	$ 457,837
Cost of goods sold	334,080	281,806	282,159
Gross profit	233,481	200,726	175,678
Operating expenses			
Selling, general and administrative	158,323	140,519	153,129
Restructuring and transaction costs	6,007	2,192	4,355
Related party expense	2,390	1,496	1,478
Total operating expenses	166,720	144,207	158,962
Operating income	66,761	56,519	16,716
Other expense			
Interest expense	(7,822)	(4,531)	(6,206)
Other (expense) income, net	(4,721)	936	(1,137)
Total other expense, net	(12,543)	(3,595)	(7,343)
Income before provision for income taxes	54,218	52,924	9,373
Provision for income taxes	(18,085)	(14,283)	(3,553)
Net income	$ 36,133	$ 38,641	$ 5,820
Net income per share:			
Basic	$ 0.90	$ 1.03	$ 0.16
Diluted	$ 0.90	$ 1.02	$ 0.16
Weighted average shares outstanding:			
Basic	39,945,982	37,533,818	36,109,844
Diluted	40,332,042	37,920,488	36,122,374
Net income	$ 36,133	$ 38,641	$ 5,820
Other comprehensive income:			
Unrealized holding gains on derivative instruments, net of tax[1]	1,507	775	6,444
Reclassification adjustments for gains included in net income, net of tax[2]	(3,261)	(3,157)	(618)
Total unrealized (loss) gain on derivative instruments, net of tax	(1,754)	(2,382)	5,826
Foreign currency translation adjustments, net of tax[3]	(269)	929	(1,822)
Other comprehensive (loss) income	(2,023)	(1,453)	4,004
Comprehensive income, net of tax	$ 34,110	$ 37,188	$ 9,824

(1) Net of income tax of $501, $258 and $2,148 for the years ended December 31, 2024, 2023 and 2022, respectively.

(2) Amounts reclassified to net income relate to gains on interest rate swaps and foreign currency hedges and are included in Interest expense above. Amounts are net of income tax of $1,089, $1,052 and $206 for the years ended December 31, 2024, 2023 and 2022.

(3) Net of income tax of $303, $257 and $587 for the years ended December 31, 2024, 2023 and 2022, respectively.

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

CADRE HOLDINGS, INC.

Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31, 2024	2023	2022
Cash Flows From Operating Activities:			
Net income	$ 36,133	$ 38,641	$ 5,820
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	16,420	15,737	15,651
Amortization of original issue discount and debt issue costs	1,109	479	740
Amortization of inventory step-up	3,858	—	4,255
Deferred income taxes	(2,064)	(210)	(1,087)
Stock-based compensation	8,369	9,368	31,858
Remeasurement of contingent consideration	1,185	—	—
Provision for losses on accounts receivable	764	66	417
Unrealized foreign exchange transaction loss (gain)	1,880	(602)	1,517
Other loss (gain)	496	(381)	(170)
Changes in operating assets and liabilities, net of impact of acquisitions:			
Accounts receivable	(24,902)	6,602	(11,536)
Inventories	10,019	(10,223)	1,162
Prepaid expenses and other assets	(5,866)	(302)	(7,711)
Accounts payable and other liabilities	(15,624)	14,034	5,493
Net cash provided by operating activities	31,777	73,209	46,409
Cash Flows From Investing Activities:			
Purchase of property and equipment	(5,668)	(6,727)	(4,494)
Proceeds from disposition of property and equipment	55	207	411
Business acquisitions, net of cash acquired	(141,813)	—	(55,543)
Net cash used in investing activities	(147,426)	(6,520)	(59,626)
Cash Flows From Financing Activities:			
Proceeds from revolving credit facilities	5,500	—	43,000
Principal payments on revolving credit facilities	(5,500)	—	(43,000)
Proceeds from term loans	129,422	—	—
Principal payments on term loans	(43,334)	(10,000)	(10,116)
Proceeds from insurance premium financing	—	3,949	3,989
Principal payments on insurance premium financing	(2,187)	(3,973)	(4,952)
Payments for debt issuance costs	(3,105)	—	—
Taxes paid in connection with employee stock transactions	(5,311)	(2,725)	(6,300)
Proceeds from secondary offering, net of underwriter discounts	91,776	—	56,329
Deferred offering costs	(683)	—	(2,953)
Dividends distributed	(13,948)	(12,006)	(11,509)
Other	37	33	(25)
Net cash provided by (used in) financing activities	152,667	(24,722)	24,463
Effect of foreign exchange rates on cash and cash equivalents	224	438	183
Change in cash and cash equivalents	37,242	42,405	11,429
Cash and cash equivalents, beginning of period	87,691	45,286	33,857
Cash and cash equivalents, end of period	$ 124,933	$ 87,691	$ 45,286
Supplemental Disclosure of Cash Flows Information:			
Cash paid for income taxes, net	$ 24,207	$ 8,729	$ 1,395
Cash paid for interest	$ 14,431	$ 10,090	$ 6,109
Supplemental Disclosure of Non-Cash Investing and Financing Activities:			
Accruals and accounts payable for capital expenditures	$ 176	$ 234	$ 172
Accruals and accounts payable for debt issuance costs	$ 166	$ —	$ —

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

CADRE HOLDINGS, INC.

Consolidated Statements of Shareholders' Equity
(In thousands, except for share amounts)

	Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Shareholders'
	Shares	Amount	Capital	(Loss) Income	Earnings (Deficit)	Equity
Balance, December 31, 2021	34,383,350	$ 3	$ 127,606	$ (1,917)	$ (37,052)	$ 88,640
Net income	—	—	—	—	5,820	5,820
Issuance of common stock in secondary offering, net of underwriter discounts and issuance costs	2,550,000	1	53,376	—	—	53,377
Dividends declared ($0.08 per share)	—	—	—	—	(11,509)	(11,509)
Stock-based compensation	—	—	30,706	—	—	30,706
Common stock issued under employee compensation plans	580,990	—	1,152	—	—	1,152
Common stock withheld related to net share settlement of stock-based compensation	(182,069)	—	(6,300)	—	—	(6,300)
Foreign currency translation adjustments	—	—	—	(1,822)	—	(1,822)
Change in fair value of derivative instruments	—	—	—	5,826	—	5,826
Balance, December 31, 2022	37,332,271	$ 4	$ 206,540	$ 2,087	$ (42,741)	$ 165,890
Net income	—	—	—	—	38,641	38,641
Dividends declared ($0.08 per share)	—	—	—	—	(12,006)	(12,006)
Stock-based compensation	—	—	8,782	—	—	8,782
Common stock issued under employee compensation plans	395,837	—	—	—	—	—
Common stock withheld related to net share settlement of stock-based compensation	(142,077)	—	(2,725)	—	—	(2,725)
Exercise of stock options	1,405	—	33	—	—	33
Foreign currency translation adjustments	—	—	—	929	—	929
Change in fair value of derivative instruments	—	—	—	(2,382)	—	(2,382)
Balance, December 31, 2023	37,587,436	$ 4	$ 212,630	$ 634	$ (16,106)	$ 197,162
Net income	—	—	—	—	36,133	36,133
Issuance of common stock in secondary offering, net of underwriter discounts and issuance costs	2,745,719	—	91,093	—	—	91,093
Dividends declared ($0.0875 per share)	—	—	—	—	(13,948)	(13,948)
Stock-based compensation	—	—	8,372	—	—	8,372
Common stock issued under employee compensation plans	423,688	—	—	—	—	—
Common stock withheld related to net share settlement of stock-based compensation	(150,680)	—	(5,311)	—	—	(5,311)
Exercise of stock options	1,825	—	37	—	—	37
Foreign currency translation adjustments	—	—	—	(269)	—	(269)
Change in fair value of derivative instruments	—	—	—	(1,754)	—	(1,754)
Balance, December 31, 2024	40,607,988	$ 4	$ 306,821	$ (1,389)	$ 6,079	$ 311,515

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

CADRE HOLDINGS, INC.

Notes to Consolidated Financial Statements
(In thousands, except for share amounts)

1. SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Basis of Presentation

Cadre Holdings, Inc., D/B/A The Safariland Group (the “Company”, “Cadre”, “we”, “us”, and “our”), a Delaware corporation, began operations on April 12, 2012. The Company, headquartered in Jacksonville, Florida, is a global leader in manufacturing and distributing safety equipment and other related products for the law enforcement, first responder, military and nuclear markets. The business operates through 20 manufacturing plants within the U.S., Mexico, Canada, the United Kingdom, Italy, France, and Lithuania, and sells its products worldwide through its direct sales force, distribution channel and distribution partners, online stores, and third-party resellers.

Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP” or “U.S. GAAP”) and include the accounts of Cadre Holdings, Inc. and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Emerging Growth Company

We are an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). As such, we are eligible for exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation, and an exemption from the requirements to obtain a non-binding advisory vote on executive compensation or golden parachute arrangements.

In addition, an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to avail ourselves of this provision of the JOBS Act. As a result, we will not be subject to new or revised accounting standards at the same time as other public companies that are not emerging growth companies. Therefore, our consolidated financial statements may not be comparable to those of companies that comply with new or revised accounting pronouncements as of public company effective dates.

Use of Estimates

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Fair Value Measurements

The Company follows the guidance of Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements and Disclosures,* which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This guidance also establishes the following three-level hierarchy based upon the transparency of inputs to the valuation of an asset or liability on the measurement date:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Unobservable inputs that reflect assumptions about what market participants would use in pricing assets or liabilities based on the best information available.

The Company's financial instruments consist principally of cash and cash equivalents (money market funds), accounts receivable, prepaid expenses, other current assets, accounts payable, accrued liabilities, income tax payable and debt. The carrying amounts of certain of these financial instruments, including cash and cash equivalents, accounts receivable, prepaid expenses, other current assets, accounts payable, accrued liabilities and income tax payable approximate their current fair value due to the relatively short-term nature of these accounts.

Cash and Cash Equivalents

Cash equivalents are defined as highly-liquid, short term investments having an original maturity of three months or less. Included in cash and cash equivalents are deposits with banks, cash on hand in stores, amounts due from credit card transactions and money market funds. We have no restrictions on our cash and cash equivalents.

Accounts Receivable

Trade accounts receivable consists of amounts owed to the Company and is stated net of allowances for known and potential losses. The Company's outstanding accounts receivable balances are exposed to credit risk and valuation allowances are established for estimated losses resulting from non-collection of outstanding amounts due from customers.

The estimate of expected credit losses is based on the Company's historical loss experience, adjusted for current and reasonable and supportable forecasts of economic conditions and other pertinent factors affecting the Company's customers such as known credit risk or industry trends. In addition, specific reserves are established for customer accounts as known collection problems occur due to insolvency, disputes, or other collection issues. The amounts of these specific reserves are estimated by management based on the customer's financial position, the age of the customer's receivables and the reasons for any disputes. The allowance for doubtful accounts is reduced by any write-off of uncollectible customer accounts.

Inventories

Inventories are stated at the lower of cost, determined using the first-in, first-out ("FIFO") or average cost methods, or net realizable value. Elements of cost in the Company's manufactured inventories generally include raw materials, direct labor, indirect labor, manufacturing overhead and freight-in. The Company periodically reviews its inventories considering sales forecasts and historical experience to identify excess, close-out, or slow-moving items and makes provisions as necessary to properly reflect inventory value at the lower of cost or net realizable value.

Property and Equipment

Property and equipment, including those acquired under capital lease agreements, is stated at cost less accumulated depreciation and amortization, except for assets acquired using acquisition accounting, which are initially recorded at fair value. Depreciation is computed using the straight-line method over the following estimated useful lives:

Buildings and improvements	5 to 39 years
Furniture and fixtures	2 to 10 years
Computer hardware and software	3 to 5 years
Machinery and equipment	3 to 8 years

Leasehold improvements are amortized over the lesser of the estimated useful life of the improvement or the life of the lease. Major replacements, which extend the useful lives of property and equipment, are capitalized and depreciated over the remaining useful life of the asset. Normal repair and maintenance items are expensed as incurred.

The recoverability of the carrying amount of property and equipment is assessed when events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. If it is determined that the carrying amount of an asset or asset group is not recoverable based upon expected undiscounted future cash flows of the asset or asset group, an impairment loss equal to the excess of the carrying amount over the estimated fair value of the asset or asset group is recorded.

Cloud Computing Arrangements

The Company capitalizes implementation costs incurred in cloud computing arrangements that are service contracts. The short-term portion of deferred implementation costs is included in prepaid expenses in the consolidated balance sheets, which is the same line as the prepaid hosting fees, while the long-term portion of these deferred costs is included in other assets in the consolidated balance sheets. Capitalized costs are amortized on a straight-line basis over the term of the related hosting agreement, taking into consideration renewal options. Amortization expense is recorded within selling, general, and administrative expenses in the Company's consolidated statements of operations and comprehensive income, which is within the same line item as the related hosting fees. Unamortized deferred implementation costs were $2,075 and $1,593 as of December 31, 2024 and 2023, respectively, of which $592 and $262 was recorded in prepaid expenses for the respective years. The Company recorded amortization expense of $218, $16 and $0 for the years ended December 31, 2024, 2023 and 2022, respectively.

Leases

Lease assets and lease liabilities are recognized at the commencement of an arrangement where it is determined at inception that a lease exists. Lease assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. These assets and liabilities are initially recognized based on the present value of lease payments over the lease term calculated using our incremental borrowing rate. Lease terms include options to extend or terminate the lease when it is reasonably certain that those options will be exercised.

Variable lease payments are generally expensed as incurred and include certain non-lease components, such as common area maintenance and other services provided by the lessor, and other charges such as utilities, insurance and property taxes included in the lease. Leases with an initial term of twelve months or less are not recorded on the balance sheet, and the expense for these short-term leases and for operating leases is recognized on a straight-line basis over the lease term. Non-lease components are excluded from the right-of-use ("ROU") asset and lease liability present value computations. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Goodwill and Intangible Assets

The Company classifies intangible assets into three categories: i) intangible assets with definite lives subject to amortization, ii) intangible assets with indefinite lives not subject to amortization and iii) goodwill. The Company determines the useful lives of its identifiable intangible assets after considering the specific facts and circumstances related to each intangible asset. Factors the Company considers when determining useful lives include the contractual term of any agreement related to the asset, the historical performance of the asset, the Company's long-term strategy for using the asset, any laws or other local regulations which could impact the useful life of the asset, and other economic factors, including competition and specific market conditions. Intangible assets that are deemed to have definite lives are amortized on a straight-line basis over their useful lives.

The Company tests goodwill and intangible assets determined to have indefinite useful lives for impairment annually, or more frequently if events or circumstances indicate that assets might be impaired. The Company performs these annual impairment tests as of October 31st each year. Goodwill is evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment.

In evaluating goodwill and indefinite-lived intangible assets for impairment, qualitative factors are considered to determine whether it is more likely than not that the fair value of a reporting unit or intangible asset is less than its respective carrying amount. Some of these qualitative factors may include macroeconomic conditions, industry and market considerations, a change in financial performance, or entity-specific events. If, through this qualitative assessment, the conclusion is made that it is more likely than not that a reporting unit or intangible asset's fair value is less than its respective carrying amount, the Company performs a quantitative analysis to compare the fair value of a reporting unit or intangible asset to its respective carrying value.

The Company would generally determine the fair value of reporting units based on a combination of the income approach and market approach, weighted based on the circumstances. Under the income approach, the discounted cash flow model determines fair value based on the present value of projected cash flows over a specific projection period and a residual value related to future cash flows beyond the projection period. Both values are discounted using a rate that reflects the Company's best estimate of the weighted average cost of capital of a market participant and is adjusted for appropriate risk factors. The Company performs sensitivity tests with respect to growth rates and discount rates used in the income approach. Under the market approach, valuation multiples are derived based on a selection of comparable companies and acquisition transactions and applied to projected operating data for each reporting unit to arrive at an indication of fair value.

For all periods presented, the Company performed the qualitative assessment of goodwill and indefinite-lived intangible assets and determined it was more likely than not that the fair value of each of its reporting units and intangible assets would be greater than their respective carrying amounts. Therefore, the Company determined it was not necessary to perform a quantitative goodwill or intangible asset impairment test.

The Company tests definite-lived intangible assets for recoverability when changes in circumstances indicate the carrying value may not be recoverable. Events that trigger a test for recoverability include:

- material adverse changes in projected revenues and expenses;
- significant underperformance relative to historical and projected future operating results;
- significant negative industry or economic trends; and,
- a significant adverse change in the manner in which an asset group is used or in its physical condition.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that could materially impact future results of operations and financial position in the reporting period identified.

When a triggering event occurs, a test for recoverability is performed by comparing projected undiscounted future cash flows to the carrying value of the asset group. If the test for recoverability identifies a possible impairment, the asset group's fair value is measured relying primarily on a discounted cash flow method. An impairment charge is recognized for the amount by which the carrying value of the asset group exceeds its estimated fair value. When an impairment loss is recognized for assets to be held and used, the adjusted carrying amount of those assets is depreciated over their remaining useful life. We did not have any events or circumstances indicating impairment of our long-lived assets for the years presented.

Accounts Payable

Accounts payable represents amounts owed by us to third parties at the end of the period. Accounts payable includes $0 and $1,055 of book cash overdrafts in excess of cash balances in such accounts as of December 31, 2024 and 2023, respectively. We include the change in book cash overdrafts in operating cash flows in the consolidated statements of cash flows.

Revenue Recognition

The Company derives revenue primarily from the sale of physical products. The Company recognizes such revenue at point-in-time when a contract exists with a customer that specifies the goods and services to be provided at an agreed upon sales price and when the performance obligation is satisfied by transferring the goods or service to the customer. The performance obligation is considered satisfied when control transfers, which is generally determined when products are shipped or delivered to the customer but could be delayed until the receipt of customer acceptance, depending on the terms of the contract. Sales are made on normal and customary short-term credit terms or upon delivery for point of sale transactions.

The Company enters into contractual arrangements primarily with customers in the form of individual customer orders which specify the goods, quantity, pricing, and associated order terms.

The Company has certain long-term contracts that contain performance obligations that are satisfied over time. The Company invoices the customer once the billing milestone is reached and collects under customary short-term credit terms. For long-term contracts, the Company recognizes revenue using the input method based on costs incurred, as this method is an appropriate measure of progress toward the complete satisfaction of the performance obligation. Due to uncertainties inherent in the estimation process, it is possible that estimates of costs to complete a performance obligation will be revised in the near-term. For those performance obligations for which revenue is recognized using a cost-to-cost input method, changes in total estimated costs, and related progress towards complete satisfaction of the performance obligation, are recognized on a cumulative catch-up basis in the period in which the revisions to the estimates are made. When the current estimate of total costs for a performance obligation indicates a loss, a provision for the entire estimated loss on the unsatisfied performance obligation is made in the period in which the loss becomes evident.

At the time of revenue recognition, the Company also provides for estimated sales returns and miscellaneous claims from customers as reductions to revenues. The estimates are based on historical rates of product returns and claims. The Company accrues for such estimated returns and claims with an estimated accrual and associated reduction of revenue. Additionally, the Company records inventory that it expects to be returned as part of inventories, with a corresponding reduction to cost of goods sold.

Charges for shipping and handling fees billed to customers are included in net sales and the corresponding shipping and handling expenses are included in cost of goods sold in the accompanying consolidated statements of operations and comprehensive income. We consider our costs related to shipping and handling after control over a product has transferred to a customer to be a cost of fulfilling the promise to transfer the product to the customer.

Sales commissions paid to employees as compensation are expensed as incurred for contracts with service periods less than a year. For contracts with service periods greater than a year, these costs have historically been immaterial and are capitalized and amortized over the life of the contract. Commission costs are recorded in selling, general and administrative expenses in the Company's consolidated statements of operations and comprehensive income.

Product Warranty

Some of the Company's manufactured products carry limited warranty provisions for defects in quality and workmanship. A warranty reserve is established at the time of sale to cover estimated costs based on the Company's history of warranty repairs and replacements, and is recorded in cost of goods sold in the Company's consolidated statements of operations and comprehensive income.

The following table sets forth the changes in the Company's accrued warranties, which is recorded in accrued liabilities in the consolidated balance sheets:

	Year Ended December 31, 2024	2023
Beginning accrued warranty expense	$ 1,610	$ 1,234
Current period claims	(647)	(886)
Provision for current period sales	797	1,262
Ending accrued warranty expense	$ 1,760	$ 1,610

Cost of Goods Sold

Cost of goods sold includes raw material purchases, manufacturing-related labor costs, contracted labor, project costs, shipping costs, allocated manufacturing overhead, facility costs, depreciation and amortization, and product warranty costs.

Selling, General & Administrative Expenses

Selling, general and administrative expense includes personnel-related costs, including stock-based compensation, professional services, marketing and advertising expense, research and development, and depreciation and amortization.

Advertising Expenses

Advertising costs are expensed in the period incurred. Advertising expenses primarily consist of marketing, promotions, catalog, and trade show expenses and were $5,936, $6,145 and $4,711 for the years ended December 31, 2024, 2023 and 2022, respectively.

Advertising expenses are included in selling, general and administrative expenses in the Company's consolidated statements of operations and comprehensive income.

Research and Development

Research and development expenses are expensed as incurred and included within selling, general and administrative expenses in the Company's consolidated statements of operations and comprehensive income. Total research and development costs were $8,380, $6,954 and $7,086 for the years ended December 31, 2024, 2023 and 2022, respectively.

Debt Issuance Costs

The Company capitalizes costs related to the issuance of debt under the provisions of ASC Subtopic 835-30, *Interest — Imputation of Interest.* Debt issuance costs related to a recognized debt liability are presented in the consolidated balance sheets as a direct deduction from the carrying amount of that debt liability and subsequently amortized on a straight-line method which approximates the effective interest method over the life of the related loan. Debt issuance costs related to line-of-credits are presented in the consolidated balance sheets as an asset and subsequently amortized ratably over the term of the respective arrangement. Debt issuance costs related to unfunded delayed draw facilities are presented in the consolidated balance sheets as an asset and amortized ratably over the availability period. If a delayed draw facility is funded, the proportionate amount of unamortized debt issuances costs is reclassed as a direct deduction from the carrying amount of that debt liability and subsequently amortized over the life of the related loan. Amortization of debt issuance costs is included as a component of interest expense in the Company's consolidated statements of operations and comprehensive income.

Stock-Based Compensation

The Company records compensation expense for all stock-based awards granted based on the fair value of the award at the time of the grant. The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model that uses assumptions and estimates that the Company believes are reasonable. The fair value of restricted stock awards is measured based on the closing market value of the Company's common stock on the date of the grant. For restricted stock awards subject to market conditions, the fair value of each restricted stock award has been estimated as of the date of grant using a Monte-Carlo pricing model. The Company recognizes the cost of the stock-based awards on a straight-line basis over the requisite service period of the award and recognizes forfeitures in the period they occur. Stock options granted have contractual terms of up to ten years. Upon vesting of restricted stock awards, the Company issues shares from those authorized and reserved for issuance.

Derivatives

The Company mitigates the impact of changes in interest rates with interest rate swaps and foreign currency transaction risk with forward contracts, both of which are accounted for as designated hedges pursuant to ASC Topic 815, *Derivatives and Hedging* ("ASC 815"). ASC 815 requires that an entity recognize all derivatives as either assets or liabilities on the balance sheet, measure those instruments at fair value and recognize changes in the fair value of derivatives in earnings in the period of change unless the derivative qualifies as a designated cash flow hedge that offsets certain exposures. Certain criteria must be satisfied in order for derivative financial instruments to be classified and accounted for as a cash flow hedge. Changes in the fair value of derivatives that are not elected for hedge accounting treatment are recorded immediately into earnings.

The Company would discontinue hedge accounting prospectively (i) if it is determined that the derivative is no longer effective in offsetting changes in the cash flows of a hedged item, (ii) when the derivative expires or is sold, terminated, or exercised, (iii) if it becomes probable that the forecasted transaction being hedged by the derivative will not occur, (iv) if a hedged firm commitment no longer meets the definition of a firm commitment, or (v) if it is determined that designation of the derivative as a hedge instrument is no longer appropriate.

Restructuring Costs

Restructuring costs consist primarily of termination benefits and relocation of employees, termination of operating leases and other contracts related to consolidating or closing facilities. The Company applies the provisions of ASC Topic 420, *Exit or Disposal Cost Obligations* ("ASC 420") and ASC Topic 712, *Nonretirement Postemployment Benefits* ("ASC 712") in the recording of severance costs. Severance costs accounted for under ASC 420 are recognized when management with the proper level of authority commits to a restructuring plan and communicates those actions to employees and other applicable criteria. Severance costs accounted for under ASC 712 are recognized when it is probable that employees are entitled to benefits and the amount could be reasonably estimated. Other exit costs are accounted for under ASC 420 and are either deferred or expensed as incurred based on the nature of the expense.

Income Taxes

The Company accounts for income taxes under the provisions of ASC Topic 740, *Income Taxes*. Deferred tax assets and liabilities are determined based on differences between the financial statement carrying amounts and tax bases of assets and liabilities and are classified as noncurrent in the consolidated balance sheets.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Changes in tax laws and rates could have a material impact on the deferred tax assets and liabilities recorded.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Significant estimates are used in the evaluation of the need for a valuation allowance including estimates regarding future taxable income. Changes to those estimates could impact management's conclusions regarding the need for valuation allowances on some or all of the deferred tax assets. The Company releases the income tax effects of deferred tax balances that have a valuation allowance from accumulated other comprehensive income once the reason the tax effects were established ceases to exist.

The Company is subject to income taxes in the United States and several foreign jurisdictions. In the United States, the Company files a consolidated income tax return with its domestic subsidiaries. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the consolidated financial statements in the period during which, based on all available evidence, it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely than-not threshold are measured as the largest amount of tax benefit that is more than 50% likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Further information regarding the Company's tax positions is included in Note 16*, Income Taxes*.

Accumulated Other Comprehensive (Loss) Income

Comprehensive income represents all changes in equity of the Company that result from recognized transactions and other economic events during the period. Other comprehensive (loss) income refers to revenues, expenses, gains, and losses that under GAAP are included in comprehensive income but excluded from net income.

Foreign Currency

Translation

Assets and liabilities of subsidiaries operating outside the United States with a functional currency other than U.S. Dollars are translated into U.S. Dollars using the exchange rates in effect at the balance sheet date. Results of operations are translated using the average exchange rate prevailing throughout the period. The effects of unrealized exchange rate fluctuations on translating foreign currency assets and liabilities into U.S. dollars are accumulated as the cumulative translation adjustment included in accumulated other comprehensive (loss) income in the consolidated balance sheets.

Transaction

Transactions denominated in foreign currency are recorded at the exchange rate on the date of each transaction. Realized gains and losses on foreign currency transactions are included in other (expense) income, net in the consolidated statements of operations and comprehensive income, except on certain intercompany balances which the Company has determined are of a long-term investment nature, which are included in accumulated other comprehensive (loss) income in the consolidated balance sheets. Monetary assets and liabilities are remeasured at the balance sheet date at end-of-period exchange rates. Unrealized gains and losses arising from remeasurement of foreign currency-denominated monetary assets and liabilities are included in other (expense) income, net in the consolidated statements of operations and comprehensive income in the period in which they occur.

Net Income per Share

Basic income per share is computed by dividing net income by the weighted average number of common shares outstanding during the periods presented. Diluted income per share is calculated by adjusting weighted average shares outstanding for the dilutive effect of potential common shares, determined using the treasury-stock method. The calculation of weighted average shares outstanding and net income per share are as follows:

	Year ended December 31,		
	2024	2023	2022
Net income	$ 36,133	$ 38,641	$ 5,820
Weighted average shares outstanding - basic	39,945,982	37,533,818	36,109,844
Effect of dilutive securities:			
Stock-based awards	386,060	386,670	12,530
Weighted average shares outstanding - diluted	40,332,042	37,920,488	36,122,374
Net income per share:			
Basic	$ 0.90	$ 1.03	$ 0.16
Diluted	$ 0.90	$ 1.02	$ 0.16

For the years ended December 31, 2024, 2023, and 2022, equity awards of 328,474, 649,459, and 367,611, respectively, were outstanding and anti-dilutive and therefore not included in the calculation of net income per share for these periods.

Risk and Uncertainties

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and accounts receivable. Risks associated with cash within the United States and foreign countries are mitigated by banking with federally insured, creditworthy institutions, although certain of our cash deposits exceed the federally insured limits. As of December 31, 2024 and 2023, the Company had deposits of $10,002 and $9,757, respectively, at foreign financial institutions.

Accounts receivable are financial instruments that also expose the Company to concentration of credit risk. Such exposure is limited by the large number of customers comprising the Company's customer base and their dispersion across different geographic areas. In addition, the Company routinely assesses the financial strength of its customers and maintains an allowance for doubtful accounts that management believes will adequately provide for credit losses. Accordingly, the Company performs ongoing credit evaluations of its customers and maintains allowances for possible losses as considered necessary by management.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The Company adopted this standard on January 1, 2024 effective for annual disclosures for the year ended December 31, 2024. The adoption of this ASU did not have a material impact on our disclosures.

Accounting Pronouncements Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires a public entity to disclose in its rate reconciliation table additional categories of information about federal, state and foreign income taxes and provide more details about the reconciling items in some categories if items meet a quantitative threshold. The guidance will require all entities to disclose income taxes paid, net of refunds, disaggregated by federal (national), state and foreign taxes for annual periods and to disaggregate the information by jurisdiction based on a quantitative threshold. The guidance makes several other changes to the disclosure requirements. All entities are required to apply the guidance prospectively, with the option to apply it retrospectively. The guidance is effective for public business entities for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the enhanced disclosure requirements, however, we do not anticipate a material change to our consolidated financial statements and disclosures.

2. ACQUISITIONS

ICOR Acquisition

On January 9, 2024, Med-Eng, ULC, a wholly-owned subsidiary of the Company, completed the acquisition of ICOR Technology Inc. (“ICOR”), a trusted global supplier of high-quality, reliable, innovative, and cost-effective explosive ordnance disposal robots.

The acquisition was accounted for as a business combination. Total acquisition-related costs for the acquisition of ICOR were $1,757, of which $155 was incurred and recognized during the year ended December 31, 2024.

Total consideration, net of cash acquired, was $39,282 for 100% of the equity interests in ICOR. The total consideration was as follows:

Cash paid	$ 40,350
Less: cash acquired	(1,068)
Plus: Contingent consideration	2,226
Total consideration, net	$ 41,508

The following table summarizes the total purchase price consideration and the amounts recognized for the assets acquired and liabilities assumed, which have been estimated at their fair values. During 2024, within the remeasurement period, we have decreased goodwill by $378 for changes in assumptions used to fair value customer relationships, technology and deferred income taxes. The excess of purchase consideration over the assets acquired and liabilities assumed is recorded as goodwill. Goodwill for the ICOR acquisition is included in the Product segment and reflects synergies and additional legacy growth and profitability expected from this acquisition through expansion into new markets and customers.

Total consideration, net	$ 41,508

Accounts receivable	$ 2,352
Inventories	8,086
Prepaid expenses and other current assets	612
Property and equipment	239
Operating lease assets	1,369
Intangible assets	17,200
Goodwill	18,602
Total assets acquired	48,460
Accounts payable	635
Accrued liabilities	1,455
Long-term operating lease liabilities	967
Deferred tax liabilities	3,895
Total liabilities assumed	6,952
Net assets acquired	$ 41,508

In connection with the acquisition, the Company acquired exclusive rights to ICOR's trademarks, customer relationships, and product technologies. The amounts assigned to each class of intangible asset and the related average useful lives are as follows:

	Gross	**Average Useful Life**
Customer relationships	$ 1,496	10
Technology	14,283	10
Trademarks	1,421	10
Total	$ 17,200	

The full amount of goodwill of $18,602 is expected to be non-deductible for tax purposes. No pre-existing relationships existed between the Company and ICOR prior to the acquisition. ICOR revenue and cost of goods sold are included in the Product segment from the date of acquisition. The acquisition is not expected to be material to our operations, and consequently we have not included any pro-forma information.

As part of the ICOR acquisition, the purchase agreement with respect to the acquisition provided for the payment of contingent consideration of up to CDN$8,000 (approximately $5,797) based upon future cumulative net sales during the three-year period ended January 9, 2027. Using a Monte-Carlo pricing model, the Company estimated the fair value of the contingent consideration to be $2,226 as of January 9, 2024. Significant unobservable inputs used in the valuation include a discount rate of 6.2% and the probability adjusted net sales during the contingency period. The contingent consideration liability is remeasured at the estimated fair value at the end of each reporting period with the change in fair value recognized within operating income in the consolidated statements of operations and comprehensive income for such period. We measure the initial liability and remeasure the liability on a recurring basis using Level 3 inputs as defined under authoritative guidance for fair value measurements.

As the contingent consideration liability is remeasured to fair value each reporting period, significant increases or decreases in projected sales, discount rates or the time until payment is made could have resulted in a significantly lower or higher fair value measurement. Our determination of fair value of the contingent consideration liabilities could change in future periods based on our ongoing evaluation of these significant unobservable inputs.

The following table summarizes the changes in the contingent consideration liability for the year ended December 31, 2024:

Balance, December 31, 2023	$ —
ICOR acquisition	2,226
Fair value adjustment	1,185
Foreign currency translation adjustments	(200)
Balance, December 31, 2024	$ 3,211

Alpha Safety Acquisition

On February 29, 2024, Safariland, LLC, a wholly-owned subsidiary of the Company, completed the acquisition of Alpha Safety Intermediate, LLC (“Alpha Safety”), a provider of highly engineered technical products and services spanning the nuclear value chain.

Total consideration, net of cash acquired, was $102,531 for 100% of the equity interests in Alpha Safety. The total consideration was as follows:

Cash paid	$ 107,138
Less: cash acquired	(4,607)
Total consideration, net	$ 102,531

The following table summarizes the total purchase price consideration and the amounts recognized for the assets acquired and liabilities assumed, which have been estimated at their fair values. During 2024, within the remeasurement period, we have increased goodwill by $579 for changes in cash paid and assumptions used to fair value inventory, customer relationships, technology, deferred revenue and deferred income taxes. The excess of purchase consideration over the assets acquired and liabilities assumed is recorded as goodwill. Goodwill for the Alpha Safety acquisition is included in the Product segment and reflects synergies and additional legacy growth and profitability expected from this acquisition through expansion into new markets and customers.

Total consideration, net	$ 102,531
Accounts receivable	$ 9,189
Inventories	8,527
Prepaid expenses and other current assets	1,889
Property and equipment	2,189
Operating lease assets	2,262
Intangible assets	57,800
Goodwill	49,133
Total assets acquired	130,989
Accounts payable	1,896
Accrued liabilities	12,570
Long-term operating lease liabilities	1,573
Deferred tax liabilities	12,419
Total liabilities assumed	28,458
Net assets acquired	$ 102,531

In connection with the acquisition, the Company acquired exclusive rights to Alpha Safety's trademarks, customer relationships, and product technologies. The amounts assigned to each class of intangible asset and the related average useful lives are as follows:

	Gross	Average Useful Life
Customer relationships	$ 17,900	20
Technology	35,200	15
Trademarks	4,700	10
Total	$ 57,800	

The full amount of goodwill of $49,133 is expected to be non-deductible for tax purposes. No pre-existing relationships existed between the Company and Alpha Safety prior to the acquisition. Alpha Safety revenue and cost of goods sold are included in the Product segment from the date of acquisition. The acquisition is not expected to be material to our operations and consequently we have not included any pro-forma information.

3. ACCOUNTS RECEIVABLE, NET

The following is a reconciliation of the changes in our allowance for doubtful accounts during 2024 and 2023:

	Year ended December 31,	
	2024	2023
Beginning allowance for doubtful accounts	$ 635	$ 924
Provision	764	66
Write-offs	(523)	(355)
Ending allowance for doubtful accounts	$ 876	$ 635

4. REVENUE RECOGNITION

The following tables disaggregate net sales by channel and geography:

	Year Ended December 31,		
	2024	2023	2022
U.S. state and local agencies (a)	$ 298,276	$ 282,318	$ 250,680
Commercial	44,498	42,406	45,357
U.S. federal agencies	100,336	57,447	51,165
International	112,342	97,058	106,593
Other	12,109	3,303	4,042
Net sales	$ 567,561	$ 482,532	$ 457,837

(a) Includes all Distribution sales

	Year Ended December 31,	
	2024	2023
United States	$ 455,219	$ 385,474
International	112,342	97,058
Net sales	$ 567,561	$ 482,532

Revenue by product is not disclosed, as it is impractical to do so.

Contract Assets and Liabilities

Contract assets represent unbilled amounts resulting from certain long-term contracts that contain performance obligations that are satisfied over time. In these contracts, the revenue recognized exceeds the amount billed to the customer. The Company has determined that it has an unconditional right to consideration for these amounts and therefore includes contract assets in accounts receivable, net in the Company's consolidated balance sheets and totaled $9,550 as of December 31, 2024. There were no contract assets as of December 31, 2023.

Contract liabilities are recorded as a component of other liabilities when customers are billed or remit cash payments in advance of the Company satisfying performance obligations. Contract liabilities are recognized into revenue when the performance obligation is satisfied. Contract liabilities are included in accrued liabilities in the Company's consolidated balance sheets and totaled $7,470 and $4,615, as of December 31, 2024 and 2023, with $3,092 of the 2023 contract liabilities being recognized in revenue during the year ended December 31, 2024.

Remaining Performance Obligations

As of December 31, 2024, we had $45,330 of remaining unfulfilled performance obligations, which included amounts that will be invoiced and recognized in future periods. The remaining performance obligations are limited only to arrangements that meet the definition of a contract under Topic 606, *Revenue from Contracts with Customers*, as of December 31, 2024. We expect to recognize approximately 61% of this balance over the next twelve months and expect the remainder to be recognized in the following two years.

5. FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value on a recurring basis as of December 31, 2024 and 2023 consisted of the following:

	December 31, 2024				December 31, 2023			
	Carrying	Fair Value			Carrying	Fair Value		
	Amount	Level 1	Level 2	Level 3	Amount	Level 1	Level 2	Level 3
Assets:								
Money market funds	$ 110,671	$ 110,671	$ —	$ —	$ 74,451	$ 74,451	$ —	$ —
Derivative instruments (Note 11)	$ 4,465	$ —	$ 4,465	$ —	$ 6,505	$ —	$ 6,505	$ —
Liabilities:								
Derivative instruments (Note 11)	$ —	$ —	$ —	$ —	$ 427	$ —	$ 427	$ —
Contingent consideration (Note 2)	$ 3,211	$ —	$ —	$ 3,211	$ —	$ —	$ —	$ —

There were no transfers of assets or liabilities between levels during the years ended December 31, 2024 and 2023.

6. INVENTORIES

The following table sets forth a summary of inventories, stated at lower of cost or net realizable value, as of December 31, 2024 and 2023:

	December 31,	
	2024	2023
Finished goods	$ 31,209	$ 31,674
Work-in-process	8,321	8,473
Raw materials and supplies	42,821	40,829
Total	$ 82,351	$ 80,976

7. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	December 31,	
	2024	2023
Land	$ 7,522	$ 7,614
Building and improvements	24,527	24,433
Furniture and fixtures	1,994	1,966
Computer hardware and software	23,633	25,145
Machinery and equipment	35,044	31,770
Construction in progress	6,907	4,687
	99,627	95,615
Less accumulated depreciation	(54,384)	(50,968)
Total	$ 45,243	$ 44,647

The Company recorded depreciation expense of $7,167, $7,943 and $6,851 for the years ended December 31, 2024, 2023 and 2022, respectively, of which $3,957, $4,590 and $3,433 was included in cost of goods sold in the consolidated statements of operations and comprehensive income for the respective years.

8. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

The following table summarizes the changes in goodwill during the years ended December 31, 2024 and 2023 by reporting segment:

	Product	Distribution	Total
Balance, December 31, 2022	$ 78,960	$ 2,616	$ 81,576
Measurement period adjustments	(393)	—	(393)
Foreign currency translation adjustments	484	—	484
Balance, December 31, 2023	$ 79,051	$ 2,616	$ 81,667
ICOR acquisition	18,980	—	18,980
Alpha Safety acquisition	48,554	—	48,554
Measurement period adjustments	201	—	201
Foreign currency translation adjustments	(1,245)	—	(1,245)
Balance, December 31, 2024	$ 145,541	$ 2,616	$ 148,157

Impairment of Goodwill

No impairment losses were recorded during the years ended December 31, 2024, 2023 and 2022. Gross goodwill and accumulated impairment losses were $155,742 and $7,585, respectively, as of December 31, 2024 and $89,252 and $7,585, respectively, as of December 31, 2023.

Intangible Assets

Intangible assets such as certain customer relationships and patents on core technologies and product technologies are amortizable over their estimated useful lives. Certain trade names and trademarks which provide exclusive and perpetual rights to manufacture and sell their respective products are deemed indefinite-lived and are therefore not subject to amortization.

Intangible assets consisted of the following as of December 31, 2024 and 2023:

	December 31, 2024			
	Gross	Accumulated Amortization	Net	Weighted Average Useful Life
Definite lived intangibles:				
Customer relationships	$ 105,060	$ (69,118)	$ 35,942	17
Technology	64,600	(15,819)	48,781	13
Tradenames	12,596	(6,941)	5,655	9
Non-compete agreements	996	(996)	—	-
	$ 183,252	$ (92,874)	$ 90,378	
Indefinite lived intangibles:				
Tradenames	17,166	—	17,166	Indefinite
Total	$ 200,418	$ (92,874)	$ 107,544	

	December 31, 2023			
	Gross	Accumulated Amortization	Net	Weighted Average Useful Life
Definite lived intangibles:				
Customer relationships	$ 86,621	$ (65,650)	$ 20,971	11
Technology	16,111	(11,979)	4,132	8
Tradenames	6,622	(5,492)	1,130	4
Non-compete agreements	1,003	(1,003)	—	-
	$ 110,357	$ (84,124)	$ 26,233	
Indefinite lived intangibles:				
Tradenames	17,239	—	17,239	Indefinite
Total	$ 127,596	$ (84,124)	$ 43,472	

The Company recorded amortization expense of $9,253, $7,794 and $8,800 for the years ended December 31, 2024, 2023 and 2022, respectively, of which $3,962, $465 and $439 was included in cost of goods sold in the consolidated statements of operations and comprehensive income for the respective years.

The estimated amortization expense for definite-lived intangible assets for the next five years and thereafter is as follows:

2025	$ 8,384
2026	8,096
2027	7,929
2028	7,929
2029	7,835
Thereafter	50,205
Total	$ 90,378

9. ACCRUED LIABILITIES

Accrued liabilities as of December 31, 2024 and 2023 consist of the following:

	December 31, 2024	December 31, 2023
Accrued expenses	$ 5,371	$ 4,384
Accrued compensation and payroll tax	23,762	24,621
Accrued interest payable	142	137
Accrued warranties	1,760	1,610
Contract liabilities and customer credits	4,915	5,122
Current lease liabilities	4,824	3,510
Other accrued liabilities	5,639	5,140
Total	$ 46,413	$ 44,524

10. DEBT

The Company's debt is as follows:

	December 31, 2024	December 31, 2023
Short-term debt:		
Insurance premium financing	$ —	$ 2,187
Current portion of term loan	11,250	10,000
Current portion of other	125	133
	$ 11,375	$ 12,320
Long-term debt:		
Revolver	—	—
Term loan	213,750	128,564
Other	251	398
	$ 214,001	$ 128,962
Unamortized debt discount and debt issuance costs	(2,171)	(1,150)
Total long-term debt, net	$ 211,830	$ 127,812

The following summarizes the aggregate principal payments of our long-term debt, excluding debt discount and debt issuance costs, for the next five years and thereafter:

2025	$ 11,375
2026	11,375
2027	11,376
2028	11,250
2029	180,000
Total principal payments	$ 225,376

2021 Credit Facility

On August 20, 2021 (the "Closing Date"), the Company refinanced its existing credit facilities and entered into a new credit agreement whereby Safariland, LLC, as borrower (the "Borrower"), the Company and certain domestic subsidiaries of the Borrower, as guarantors (the "Guarantors"), closed on and received funding under a credit agreement (initially entered into on July 23, 2021), pursuant to a First Amendment to Credit Agreement (collectively, the "2021 Credit Agreement") with PNC Bank, National Association ("PNC"), as administrative agent, and the several lenders from time to time party thereto (together with PNC, the "Lenders") pursuant to which the Borrower (i) borrowed $200,000 under a term loan (the "Term Loan"), and (ii) may borrow up to $100,000 under a revolving credit facility (including up to $15,000 for letters of credit and up to $10,000 for swing line loans) (the

“Revolving Loan”). Each of the Term Loan and the Revolving Loan mature on July 23, 2026. Commencing December 31, 2021, the Term Loan requires scheduled quarterly payments in amounts equal to 1.25% per quarter of the original aggregate principal amount of the Term Loan, with the balance due at maturity. The 2021 Credit Agreement is guaranteed, jointly and severally, by the Guarantors and, subject to certain exceptions, secured by a first-priority security interest in substantially all of the assets of the Borrower and the Guarantors pursuant to a Security and Pledge Agreement and a Guaranty and Suretyship Agreement, each dated as of the Closing Date.

The Borrower may elect to have the Revolving Loan and Term Loan under the 2021 Credit Agreement bear interest at a base rate or LIBOR, in each case, plus an applicable margin. However, in connection with the market transition away from applicable LIBOR rates to SOFR, on May 31, 2023, the Company, the Borrowers and the Lenders entered into the third amendment to the 2021 Credit Agreement (the “Third Amendment”) pursuant to which the 2021 Credit Agreement was amended to implement the SOFR rates. The applicable interest rates for these borrowings are, at the Company’s option, either (a) a base rate plus an applicable margin between 0.50% and 1.50% or (b) a Term SOFR rate, plus a SOFR adjustment equal to 0.10%, plus an applicable margin equal to 1.50% to 2.50%. The 2021 Credit Agreement also requires the Borrower to pay a commitment fee on the unused portion of the loan commitments. Such commitment fee ranges between 0.175% and 0.25% per annum, and is also based upon the level of the Company’s consolidated total net leverage ratio. The 2021 Credit Agreement also contains customary representations and warranties, and affirmative and negative covenants, including limitations on additional indebtedness, dividends, and other distributions, entry into new lines of business, use of loan proceeds, capital expenditures, restricted payments, restrictions on liens on the assets of the Borrowers or any Guarantor, transactions with affiliates, amendments to organizational documents, accounting changes, sale and leaseback transactions, dispositions, and mandatory prepayments in connection with certain liquidity events. The 2021 Credit Agreement contains certain restrictive debt covenants, which require us to: (i) maintain a minimum fixed charge coverage ratio of 1.25 to 1.00, starting with the quarter ended December 31, 2021, which is to be determined for each quarter end on a trailing four quarter basis and (ii) maintain a quarterly maximum consolidated total net leverage ratio of 3.75 to 1.00 from the quarter ended December 31, 2021 until the quarter ended September 30, 2022, and thereafter 3.50 to 1.00, which is in each case to be determined on a trailing four quarter basis; provided that under certain circumstances and subject to certain limitations, in the event of a material acquisition, we may temporarily increase the consolidated total net leverage ratio by up to 0.50 to 1.00 for four fiscal quarters following such acquisition. The 2021 Credit Agreement contains customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payment on, or defaults with respect to, certain other material indebtedness, bankruptcy and insolvency events, material judgments and change of control provisions. Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the 2021 Credit Agreement may be accelerated and the Lenders could foreclose on their security interests in the assets of the Borrowers and the Guarantors.

In connection with the Borrower’s acquisition of Alpha Safety on March 1, 2024, the Borrower and the Guarantors entered into an Incremental Facility Amendment to the 2021 Credit Agreement, whereby the Lenders made an incremental term loan to the Borrower in the principal amount of $80,000 for the purpose of funding the acquisition of Alpha Safety. All other material terms of the 2021 Credit Agreement remained unchanged.

Canadian Credit Facility

On October 14, 2021, Med-Eng Holdings ULC and Pacific Safety Products Inc., the Company’s Canadian subsidiaries, as borrowers (the “Canadian Borrowers”), and Safariland, LLC, as guarantor (the “Canadian Guarantor”), closed on a line of credit pursuant to a Loan Agreement (the “Canadian Loan Agreement”) and a Revolving Line of Credit Note (the “Note”) with PNC Bank Canada Branch (“PNC Canada”), as lender pursuant to which the Canadian Borrowers may borrow up to CDN$10,000 under a revolving line of credit (including up to $3,000 for letters of credit) (the “Revolving Canadian Loan”). The Revolving Canadian Loan matures on July 23, 2026. The Canadian Loan Agreement is guaranteed by the Canadian Guarantor pursuant to a Guaranty and Suretyship Agreement (the “Canadian Guaranty Agreement”).

The Canadian Borrowers may elect to have borrowings either in United States dollars or Canadian dollars under the Canadian Loan Agreement, which will bear interest at a base rate or SOFR, in each case, plus an applicable margin, in the case of borrowings in United States dollars, or at a Canadian Prime Rate (as announced from time to time by PNC Canada) or a Canadian deposit offered rate (“CDOR”) as determined from time to time by PNC Canada in accordance with the Canadian Loan Agreement. The applicable margin for these borrowings range from 0.50% to 1.50% per annum, in the case of base rate borrowings and Canadian Prime Rate borrowings, and 1.50% to 2.50% per annum, in the case of SOFR borrowings and CDOR borrowings. The Canadian Loan Agreement also requires the Canadian Borrowers to pay (i) an unused line fee on the unused portion of the loan commitments in an amount ranging between 0.175% and 0.25% per annum, based upon the level of the Company's consolidated total net leverage ratio, and (ii) an upfront fee equal to 0.25% of the principal amount of the Note.

There were no amounts outstanding under the Revolving Canadian Loan as of December 31, 2024 and 2023.

The Canadian Loan Agreement also contains customary representations and warranties, and affirmative and negative covenants, including, among others, limitations on additional indebtedness, entry into new lines of business, entry into guarantee agreements, making of any loans or advances to, or investments in, any other person, restrictions on liens on the assets of the Canadian Borrowers and mergers, transfers of assets and acquisitions. The Canadian Loan Agreement and Note also contain customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payment on, or defaults with respect to, certain other material indebtedness, bankruptcy and insolvency events, material judgments and change of control provisions.

Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the Canadian Loan Agreement may be accelerated.

2024 Credit Agreement

On December 20, 2024 (the "2024 Credit Agreement Closing Date"), the Company refinanced its existing credit facilities and entered into an Amended and Restated Credit Agreement (the "2024 Credit Agreement"), whereby Safariland, LLC, as borrower (the "2024 Borrower"), the Company, and certain domestic subsidiaries of the 2024 Borrower, as guarantors (the "2024 Guarantors"), closed on and received funding under the 2024 Credit Agreement with PNC, as administrative agent, swingline lender, and issuing lender, along with several other lenders (collectively, the "2024 Lenders"). The 2024 Credit Agreement amends and restates the 2021 Credit Agreement in its entirety.

The Company performed an analysis on a creditor-by-creditor basis for debt modifications and extinguishments to determine the appropriate accounting treatment of associated issuance costs. In connection with the refinancing, the Company recorded a loss on debt modification of $139 for the year ended December 31, 2024.

In connection with the 2024 Credit Agreement, the Company paid financing costs totaling $2,759, of which $1,052 related to the Term Loan, $818 related to the Revolving Loan and $888 related to the delayed draw facilities. Total financing costs consisted of $2,293 of fees paid to lenders and $466 of debt issuance costs. Costs incurred in connection with the Term Loan were deferred and recorded as an offset to long-term debt. Costs incurred in connection with the Revolving Loan and delayed draw facilities were deferred and recorded to other current assets and other assets in the Company's consolidated balance sheets.

As of December 31, 2024 and 2023, the Company had unamortized deferred debt costs of $2,171 and $1,150, respectively, included as an offset to debt in the consolidated balance sheets.

There were no amounts outstanding under any revolving loans as of December 31, 2024 and 2023. As of December 31, 2024, there were $2,165 in outstanding letters of credit and $172,835 of availability.

As of December 31, 2024 and 2023, the term loan outstanding principal balance was $225,000 and $138,564 and bore interest at 6.13% and 6.96%, respectively.

Pursuant to the 2024 Credit Agreement, the 2024 Borrower (i) borrowed $225,000 under a term loan facility (the "2024 Term Loans"), (ii) may borrow up to $175,000 under a revolving credit facility (the "2024 Revolving Loan"), including up to $30,000 for letters of credit and up to $10,000 for swingline loans, (iii) may borrow up to $115,000 under a delayed draw term loan A-1 facility (the "DDTL A-1 Facility") available through June 20, 2025, and (iv) may borrow up to $75,000 under a delayed draw term loan A-2 facility (the "DDTL A-2 Facility") available through June 20, 2026. Each of these facilities matures on December 20, 2029. The proceeds of the 2024 Term Loans were used to refinance the outstanding term loans under the 2021 Credit Agreement and to pay fees and expenses incurred in connection with entering into the 2024 Credit Agreement. The 2024 Credit Agreement also permits the 2024 Borrower, subject to certain requirements, to arrange with lenders for an aggregate of $100,000 (or more if certain leverage ratios are met) of additional revolving and/or term loan commitments (both of which are currently uncommitted).

The 2024 Borrower may elect to have borrowings under the 2024 Credit Agreement bear interest at either (i) a base rate plus an applicable margin ranging from 0.50% to 1.50% per annum or (ii) a term SOFR rate plus an applicable margin ranging from 1.50% to 2.50% per annum, in each case based on the Company's consolidated total net leverage ratio. The 2024 Borrower is also required to pay a commitment fee on the unused portion of the 2024 Revolving Loan, the DDTL A-1 Facility, and the DDTL A-2 Facility, ranging from 0.175% to 0.25% per annum, based on the Company's consolidated total net leverage ratio.

The 2024 Term Loans require scheduled quarterly principal payments of 1.25% of the original aggregate principal amount, beginning March 31, 2025, with the balance due at maturity. There were no amounts outstanding under the 2024 Revolving Loan, the DDTL A-1 Facility, or the DDTL A-2 Facility as of December 31, 2024.

The 2024 Credit Agreement is guaranteed, jointly and severally, by the 2024 Guarantors and, subject to certain exceptions, secured by a first-priority security interest in substantially all of the assets of the 2024 Borrower and the 2024 Guarantors pursuant to an Amended and Restated Security and Pledge Agreement and an Amended and Restated Guaranty and Suretyship Agreement, each dated as of the 2024 Credit Agreement Closing Date.

The 2024 Credit Agreement contains customary representations and warranties, and affirmative and negative covenants, including limitations on additional indebtedness, dividends, and other distributions, entry into new lines of business, use of loan proceeds, capital expenditures, restricted payments, restrictions on liens on the assets of the 2024 Borrower or any 2024 Guarantor, transactions with affiliates, amendments to organizational documents, accounting changes, sale and leaseback transactions, dispositions, and mandatory prepayments in connection with certain liquidity events. Additionally, the 2024 Credit Agreement contains certain restrictive debt covenants, which require us to: (i) maintain a minimum fixed charge coverage ratio of 1.25 to 1.00, starting with the quarter ended December 31, 2024, which is to be determined for each quarter end on a trailing four quarter basis and (ii) maintain a quarterly maximum consolidated total net leverage ratio of 4.00 to 1.00 from the quarter ended December 31, 2024 until the quarter ended March 31, 2026, and thereafter 3.50 to 1.00, which is in each case to be determined on a trailing four quarter basis; provided that under certain circumstances and subject to certain limitations, in the event of a material acquisition, we may temporarily increase the consolidated total net leverage ratio by up to 0.50 to 1.00 for four fiscal quarters following such acquisition, subject to a maximum consolidated total net leverage ratio of 4.00 to 1.00. Furthermore, the 2024 Credit Agreement also includes customary events of default, including non-payment of principal, interest, or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payments on other material indebtedness, bankruptcy and insolvency events, material judgments, and change of control provisions. Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the 2024 Credit Agreement may be accelerated, and the Lenders could foreclose on their security interests in the assets of the Borrower and the Guarantors.

Short-Term Debt

In July 2023, the Company entered into a short-term loan facility for insurance premiums with First Insurance Funding for $3,948 with a maturity date of June 27, 2024. The loan has fixed annual interest of 7.49% on the outstanding balance and requires monthly payments of principal and interest of $373. There were no amounts outstanding as of December 31, 2024. As of December 31, 2023, $2,187 was outstanding.

Fair Value of Debt

The carrying value of our long-term debt obligations approximates the fair value, as the long-term debt was entered close to year-end and contains a floating interest rate component. The Company classifies its long-term debt within Level 2 of the fair value hierarchy.

11. DERIVATIVES

Interest Rate Swaps

We entered into interest rate swap agreements to hedge forecasted monthly interest rate payments on our floating rate debt. Under the terms of the interest rate swap agreements ("Swap Agreements"), we receive payments based on the 1-month SOFR (4.38% as of December 31, 2024). We had the following Swap Agreements as of December 31, 2024:

Effective Date	Notional Amount	Fixed Rate
September 30, 2021 through July 23, 2026	$ 83,750	0.812 %
May 31, 2023 through July 23, 2026	$ 45,625	3.905 %

During the year ended December 31, 2024, there were no Swap Agreements that expired.

We designated the Swap Agreements as cash flow hedges. A portion of the amount included in accumulated other comprehensive (loss) income is reclassified into interest expense, net as a yield adjustment as interest is either paid or received on the hedged debt. The fair value of our Swap Agreements is based upon Level 2 inputs. We have considered our own credit risk and the credit risk of the counterparties when determining the fair value of our Swap Agreements.

It is our policy to execute such instruments with creditworthy banks and not to enter into derivative financial instruments for speculative purposes. We believe our interest rate swap counterparty will be able to fulfill their obligations under our agreements, and we believe we will have debt outstanding through the expiration date of the swap agreements such that the occurrence of future cash flow hedges remains probable.

The estimated fair value of our Swap Agreements in the consolidated balance sheets was as follows:

	December 31,	
Balance Sheet Accounts	2024	2023
Other current assets	$ 2,749	$ 3,655
Other assets	$ 1,298	$ 2,850
Other liabilities	$ —	$ 427

A cumulative gain, net of tax, of $2,917 and $6,739 is recorded in accumulated other comprehensive (loss) income as of December 31, 2024 and 2023, respectively.

The amount of gain, net of tax, recognized in other comprehensive income for the years ended December 31, 2024, 2023 and 2022 was $1,821, $6,444 and $767, respectively. There was a gain, net of tax, of $3,261 and $618 and a loss, net of tax, of $146 reclassified from accumulated other comprehensive (loss) income into earnings for the years ended December 31, 2024, 2023 and 2022, respectively.

As of December 31, 2024, approximately $2,653 is expected to be reclassified from accumulated other comprehensive (loss) income into interest expense over the next twelve months.

Foreign Currency Hedge

During the year ended December 31, 2024, we entered into forward contracts to hedge forecasted Mexican Peso ("MXN") denominated costs associated with our Mexican subsidiary. These contracts are designated as cash flow hedges to manage foreign currency transaction risk and are measured at fair value and reported as current assets or current liabilities in the consolidated balance sheets. Any changes in the fair value of designated cash flow hedges are recorded in other comprehensive (loss) income and are reclassified from accumulated other comprehensive (loss) income into earnings in the period the hedged item impacts earnings.

As of December 31, 2024, the Company had outstanding contracts with a total notional amount of $92,063 MXN and recognized a cumulative loss, net of tax, in accumulated other comprehensive (loss) income of $314.

As of December 31, 2024, approximately $314 is expected to be reclassified from accumulated other comprehensive (loss) income into earnings over the next twelve months.

12. SHAREHOLDERS' EQUITY

Secondary Offering

On March 19, 2024, the Company completed a secondary offering in which the Company issued and sold 2,200,000 shares of common stock at a price of $35.00 per share. The Company's net proceeds from the sale of shares were $72,813 after underwriter discounts and commissions, fees and expenses of $4,187.

On April 1, 2024, the underwriters exercised the full amount of their over-allotment option and purchased an additional 545,719 shares of common stock at a price of $35.00 per share, resulting in net proceeds to the Company of $18,280 after underwriter discounts and commissions, fees and expenses of $820.

Dividends

On January 23, 2024, the Company announced that its board of directors approved the initiation of a quarterly cash dividend policy of $0.0875 per share of the Company's common stock (the "Quarterly Cash Dividend") or $0.35 per share on an annualized basis, representing an increase of 3 cents over the previous annualized dividend of $0.32 per share. The declaration and payment of future Quarterly Cash Dividends is subject to the discretion of and approval of the Company's board of directors. Our Quarterly Cash Dividends totaled $13,948, $12,006 and $11,509 for the years ended December 31, 2024, 2023 and 2022, respectively.

13. STOCK-BASED COMPENSATION

2021 Phantom Restricted Share Plan

The Company maintained a cash-based executive compensation plan for certain employees. The Company's board of directors awarded 1,433,500 interests in the plan ("units"). Each unit represents an unfunded and unsecured right, subject to certain conditions as set forth by the plan. One-third of the units granted to any holder will vest on each of the first, second, and third anniversaries of March 18, 2021 during the term of such holder's employment with the Company. Payment of a holder's vested balance is dependent upon a transaction or series of related transactions constituting a qualifying exit event, as defined by the executive compensation plan. The plan will expire on March 18, 2025, at which time the plan and all awarded units will be terminated for no consideration if a qualifying exit event has not occurred before that date.

On March 9, 2022, the Company's board of directors modified the performance condition, specifically the definition of a qualifying exit event. In addition, the board of directors approved the settlement of vested and unvested units in common stock rather than cash, which resulted in a change in classification of the outstanding units from liability to equity. As a result, modification of the units occurred on March 9, 2022 with a grant date fair value of $23.45, the closing stock price of the Company on the date of modification. There were 632,500 units that vested March 18, 2022 and 791,667 units that will vest in equal amounts on the second and third anniversaries of the plan. The Company recognized compensation expense of $22,100 on March 9, 2022, the date the performance condition became probable.

A summary of our phantom award activity for the year ended December 31, 2024 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2023	373,493	$ 23.45
Granted	—	—
Vested	(371,160)	23.45
Forfeited	(2,333)	23.45
Outstanding at December 31, 2024	—	$ —

The total fair value of phantom awards vested in 2024 was $8,704.

Compensation cost related to phantom awards was $552 and $4,371 for the years ended December 31, 2024 and 2023 and is recorded in selling, general, and administrative expense. As of December 31, 2024, there were no remaining awards outstanding.

2021 Stock Incentive Plan

In November 2021, we adopted the 2021 Stock Incentive Plan (the "2021 Plan"). The 2021 Plan provides for the grant of incentive stock options to our employees and any parent and subsidiary companies' employees, and for the grant of non-statutory stock options, restricted stock, restricted stock units ("RSUs"), stock appreciation rights ("SARs"), performance units, and performance shares to our employees, directors, and consultants and our parent and subsidiary companies' employees and consultants. The maximum aggregate number of shares of common stock that may be issued under the 2021 Plan is 9,650,000 shares. As of December 31, 2024, 7,165,429 shares of common stock were reserved and available for issuance under the 2021 Plan.

Market Condition Restricted Shares

On November 4, 2021, the Company issued and granted to certain employees a total of 2,600,000 RSUs under the 2021 Plan, of which 2,600,000 RSUs will vest if, on or before November 8, 2031, the Fair Market Value (as defined in the Plan) of the Company's common stock shall have equaled or exceeded $40.00 per share for twenty consecutive trading days. For computing the fair value of the 2,600,000 RSUs with a market condition, the fair value of the RSU grant has been estimated as of the date of grant using the Monte-Carlo pricing model with the assumptions below.

	2021
Number issued	2,600,000
Vesting period	$40.00 stock price target
Grant price (per share)	$4.65
Dividend yield	0.0%
Expected volatility	32.08%
Risk-free interest rate	1.59%
Expected term (years)	5.67
Weighted average fair value (per share)	$4.65

A summary of our market condition RSU activity for the year ended December 31, 2024 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2023	2,600,000	$ 4.65
Granted	—	—
Vested	—	—
Forfeited	—	—
Outstanding at December 31, 2024	2,600,000	$ 4.65

Compensation cost related to market condition RSUs was $2,138, $2,132 and $2,132 for the years ended December 31, 2024, 2023 and 2022 and is recorded in selling, general, and administrative expense. As of December 31, 2024, there was $5,350 of unrecognized compensation cost related to market condition RSUs, which is expected to be recognized over a weighted-average period of 2.5 years.

Stock Options

Stock options granted under the 2021 Plan are non-qualified and are granted with an exercise price equal to the market value of the Company's common stock on the date of grant, and vest from one to three years from the date of grant. Stock options are granted with ten-year terms. We recorded compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. The model uses various assumptions, including a risk-free interest rate, the expected term of the options, the expected stock price volatility, and the expected dividend yield.

The fair value of each option grant has been estimated as of the date of grant with the following assumptions:

	2024	2023	2022
Number issued	328,474	395,253	373,479
Vesting period	1 - 3 years	1 - 3 years	1 - 3 years
Grant price (per share)	$34.66	$20.53	$23.45 - $23.70
Dividend yield	1.01%	1.56%	1.35% - 1.36%
Expected volatility	28.70	31.40%	33.22%
Risk-free interest rate	4.36%	3.68%	1.12%
Expected term (years)	4.68 - 6.00	4.68 - 6.00	4.61 - 6.00
Weighted average fair value (per share)	$8.13	$6.34	$6.69

A summary of our stock option activity for the year ended December 31, 2024 is as follows:

	Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding at December 31, 2023	761,459	$ 21.98	$ 8,310	8.7
Granted	328,474	34.66		
Exercised	(1,825)	20.53	23	
Forfeited	—	—		
Outstanding at December 31, 2024	1,088,108	$ 25.81	$ 7,839	8.2
Exercisable at December 31, 2024	501,609	$ 23.94	$ 4,344	7.8
Vested and expected to vest at December 31, 2024	1,088,108	$ 25.81	$ 7,839	8.2

Compensation cost related to stock options was $2,841, $1,619 and $974 for the years ended December 31, 2024, 2023 and 2022 and is recorded in selling, general, and administrative expense. As of December 31, 2024, there was $3,197 of unrecognized compensation cost related to stock options, which is expected to be recognized over a weighted-average period of 1.9 years.

Restricted Stock Units

Restricted stock units vest in three equal installments over a three-year period from the date of grant and have a grant date fair value of the closing stock price of the Company on the date of grant.

A summary of our RSU activity for the year ended December 31, 2024 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2023	167,077	$ 21.50
Granted	161,795	34.58
Vested	(58,028)	21.93
Forfeited	(6,289)	34.21
Outstanding at December 31, 2024	264,555	$ 29.11

Compensation cost related to RSUs was $2,816, $1,267 and $531 for the years ended December 31, 2024, 2023 and 2022 and is recorded in selling, general, and administrative expense. As of December 31, 2024, there was $5,011 of unrecognized compensation cost related to RSUs, which is expected to be recognized over a weighted-average period of 2.0 years.

14. COMPENSATION AND DEFINED CONTRIBUTION PLANS

The Company and its wholly owned subsidiaries sponsor Internal Revenue Code Section 401(k) defined contribution plans for the benefit of all full-time and part-time employees. Employees are entitled to make tax-deferred contributions up to the maximum allowed by law of their eligible compensation.

The Company sponsors various other non-U.S. Defined Contribution and Defined Profit-Sharing Plans that are offered by the Company's foreign subsidiaries. Many of these plans were assumed through the Company's acquisitions or are required by local regulatory requirements. The Company may deposit funds for these plans with insurance companies, or into government-managed accounts consistent with local regulatory requirements, as applicable.

Contributions to the plans are made by both the employee and the Company. The Company's contributions to the plans were $3,811, $2,380 and $3,198 for the years ended December 31, 2024, 2023 and 2022, respectively.

Long-Term Incentive Plan

In March 2021, the Company initiated a cash-based long-term incentive plan. Each award granted under the plan shall be eligible to vest in three equal annual installments over a period of three consecutive one-year performance periods, with each installment of the award vesting on the last day of the applicable performance period, subject to the achievement of the performance metrics established by the board of directors for the applicable annual performance period.

On March 9, 2022, the Company's board of directors approved the common stock settlement of vested awards of the long-term incentive plan. The board of directors also approved the option to settle unvested awards in common stock. Modification accounting was not applied as this change did not affect the fair value of the awards, vesting conditions, or the liability classification of the awards.

Total compensation expense related to this plan was $49, $860 and $1,369 for the years ended December 31, 2024, 2023 and 2022, respectively, and is included in selling, general and administrative in the Company's consolidated statements of operations and comprehensive income.

15. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company is also involved in various legal disputes and other legal proceedings and claims that arise from time to time in the ordinary course of business. The Company vigorously defends itself against all lawsuits and evaluates the amount of reasonably possible losses that the Company could incur as a result of these matters. While any litigation contains an element of uncertainty, the Company believes that the reasonably possible losses that the Company could incur in excess of insurance coverage would not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

Insurance

The Company has various insurance policies, including product liability insurance, covering risks and in amounts it considers adequate. There can be no assurance that the insurance coverage maintained by the Company is sufficient or will be available in adequate amounts or at a reasonable cost.

International

As an international company, we are, from time to time, the subject of investigations related to the Company's international operations, including under U.S. export control laws (such as ITAR), the FCPA and other similar U.S. and foreign laws. To the best of the Company's knowledge, there are not any potential or pending investigations at this time.

16. INCOME TAXES

Consolidated income from continuing operations before provision for income taxes consisted of the following:

	Year ended December 31,		
	2024	2023	2022
U.S. operations	$ 51,153	$ 49,603	$ 6,455
Foreign operations	3,065	3,321	2,918
Income before provision for income taxes	$ 54,218	$ 52,924	$ 9,373

The provision for income taxes is detailed below:

	Year ended December 31,		
	2024	2023	2022
Current tax provision:			
Federal	$ 13,458	$ 9,969	$ 2,711
State	3,424	1,811	624
Foreign	3,267	2,713	1,305
Total current provision	20,149	14,493	4,640
Deferred tax (benefit) provision:			
Federal	(300)	1,692	(24)
State	(57)	322	(5)
Foreign	(1,707)	(2,224)	(1,058)
Total deferred benefit	(2,064)	(210)	(1,087)
Total provision for income taxes	$ 18,085	$ 14,283	$ 3,553

The following is a reconciliation of the statutory federal income tax rate to the effective rate reported in the Company's consolidated financial statements:

	Year ended December 31,		
	2024	2023	2022
Federal statutory rate	21.0 %	21.0 %	21.0 %
Increase (decrease) in income taxes resulting from:			
State income taxes, net of federal income taxes	5.7	4.6	5.6
Change in valuation allowance	—	—	—
Current year tax credits	(0.7)	(0.7)	(6.5)
Difference between foreign and federal tax rate	0.9	0.7	5.4
Permanent items	6.2	1.6	12.2
Reserve for uncertain tax positions	—	—	0.5
Other	0.3	(0.2)	(0.3)
Effective tax rate	33.4 %	27.0 %	37.9 %

Deferred taxes have not been recognized for the excess financial reporting basis over the tax basis of investments of foreign subsidiaries. It is the Company's intent to permanently reinvest the earnings of those foreign subsidiaries in those jurisdictions. It is not practical to determine the amount of any unrecognized deferred tax liability on this item.

Deferred income tax assets and liabilities are determined based on the difference between the financial reporting carrying amounts and tax bases of existing assets and liabilities and operating loss and tax credit carryforwards. The tax effects of temporary differences giving rise to significant components of the Company's deferred income tax assets and liabilities are as follows:

	December 31, 2024	December 31, 2023
Deferred tax assets:		
Net operating loss and other carry forwards	$ 5,684	$ 4,667
Accrued liabilities	4,676	4,656
Reserves and other	4,020	2,749
263A uniform capitalization costs	205	115
Other deferred tax assets	7,004	6,741
Total deferred tax assets	21,589	18,928
Valuation allowance	(1,354)	(1,872)
Net deferred tax assets	20,235	17,056
Deferred tax liabilities:		
Intangibles	(20,994)	(4,832)
Depreciation	(3,625)	(4,017)
Goodwill	(9,673)	(8,512)
Other	(149)	(534)
Total deferred tax liabilities	(34,441)	(17,895)
Total deferred income taxes	$ (14,206)	$ (839)

In assessing the realizability of deferred income tax assets, the Company performs an evaluation of whether it is more likely than not that some portion, or all, of its deferred income tax assets will not be realized. During the course of this evaluation, the Company considers all available positive and negative evidence and if, based upon the weight of available evidence, it is more likely than not the deferred tax assets will not be realized, a valuation allowance is recorded.

As of December 31, 2024, the Company had net operating loss carryforwards that expire in varying amounts beginning in 2025 through 2041 and tax credit carryforwards that expire in varying amounts beginning in 2025 through 2040.

The total amount of unrecognized benefits on uncertain tax positions that, if recognized, would affect the Company's effective tax rate was $1,977 as of December 31, 2024. A reconciliation of the change in the unrecognized income tax benefit for the years ended December 31, 2024 and 2023 is as follows:

	Year ended December 31, 2024	Year ended December 31, 2023
Beginning unrecognized tax benefits	$ 2,052	$ 1,986
Current period unrecognized tax benefits	—	—
Foreign currency fluctuations	(75)	66
Ending unrecognized tax benefits	$ 1,977	$ 2,052

The Company recognizes interest expense and penalties related to unrecognized tax benefits as income tax expense. No amounts representing penalties and interest were recorded as income tax expense during the years ended December 31, 2024, 2023 and 2022. The Company had no interest or penalties accrued in the consolidated balance sheets as of December 31, 2024 and 2023.

The Company and its subsidiaries file income tax returns in the U.S. federal, various state and local, and certain foreign jurisdictions. As of December 31, 2024, the Company's tax years subsequent to 2017 are subject to examination by tax authorities with few exceptions.

17. LEASES

The Company leases certain manufacturing and office space, retail locations, and equipment. Operating lease assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company has elected the practical expedient and does not recognize a lease liability or right-of-use ("ROU") asset for short-term leases (leases with a term of twelve months or less). The Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The Company's incremental borrowing rate is the rate for collateralized borrowings based on the current economic environment, credit history, credit rating, value of leases, currency in which the lease obligation is satisfied, rate sensitivity, lease term and materiality. Our operating leases have remaining contractual terms of up to five years.

The amount of assets and liabilities related to our operating leases were as follows:

	Balance Sheet Accounts	December 31, 2024	December 31, 2023
Assets:			
Operating lease assets	Operating lease assets	$ 15,454	$ 6,554
Liabilities:			
Current:			
Operating lease liabilities	Accrued liabilities	$ 4,824	$ 3,510
Long-term:			
Operating lease liabilities	Long-term operating lease liabilities	10,733	3,186
Total lease liabilities		$ 15,557	$ 6,696

The components of lease expense are recorded to cost of sales and selling, general and administrative expenses in the consolidated statements of operations and comprehensive income. The components of lease expense were as follows:

	Year Ended December 31, 2024	Year Ended December 31, 2023
Fixed operating lease costs(1)	$ 5,445	$ 3,981
Variable operating lease costs	1,334	1,441
Total	$ 6,779	$ 5,422

(1) Includes short-term leases, which are immaterial.

The weighted average remaining lease term and weighted average discount rate is as follows:

	December 31, 2024	December 31, 2023
Weighted average remaining lease term (years):		
Operating leases	3.07	2.53
Weighted average discount rate:		
Operating leases	3.14 %	3.06 %

The approximate future minimum lease payments under operating leases as of December 31, 2024 are as follows:

2025	$ 5,267
2026	4,362
2027	3,262
2028	2,295
2029	1,196
Thereafter	200
Total future lease payments	16,582
Less: Amount representing interest	(1,025)
Present value of lease liabilities	$ 15,557

Supplemental cash flow information related to leases is as follows:

	Year Ended December 31,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows - operating leases	$ 5,266	$ 4,044
Right-of-use assets obtained in exchange for lease liabilities:		
Operating leases	$ 10,044	$ 1,740

18. RELATED PARTY TRANSACTIONS

The Company leases 4 distribution warehouses and retail stores from certain employees. The Company recorded rent expense related to these leases of $390, $496 and $478 for the years ended December 31, 2024, 2023 and 2022, respectively. Rent expense related to these leases is included in related party expense in the Company's consolidated statements of operations and comprehensive income.

For the year ended December 31, 2024, the Company made the following payments to Kanders & Company, Inc., a company controlled by Warren Kanders, our Chief Executive Officer:

- $250 for services related to the execution of our debt refinancing, which is included in related party expense in the Company's consolidated statements of operations and comprehensive income.
- $1,750 for services related to the acquisition of Alpha Safety, which is included in related party expense in the Company's consolidated statements of operations and comprehensive income.

For the year ended December 31, 2023, the Company made the following payments to Kanders & Company, Inc.:

- $1,000 for services related to the acquisition of ICOR, which is included in related party expense in the Company's consolidated statements of operations and comprehensive income.

For the year ended December 31, 2022, the Company made the following payments to Kanders & Company, Inc.:

- $1,000 for services related to the acquisition of Cyalume, which is included in related party expense in the Company's consolidated statements of operations and comprehensive income.
- $2,000 for services related to the Company's secondary offering, which is included in direct offering costs and recorded against offering proceeds in additional paid in capital in the Company's consolidated balance sheets.

19. SEGMENT DATA

Our segment disclosure is intended to provide the users of our consolidated financial statements with a view of the business that is consistent with management of the Company.

Our operations are comprised of two operating and reportable segments: Product and Distribution. The Product segment is comprised of components that manufacture and sell products, while the Distribution segment is comprised of our business that serves as a one-stop shop for law enforcement agencies that sells goods produced by the Product segment, as well as other third-party products. Segment information is consistent with how the chief operating decision maker ("CODM"), our chief executive officer, reviews the business, makes investing and resource allocation decisions and assesses operating performance. The CODM evaluates segment performance and decides how to allocate resources based on segment gross profit. The CODM is not regularly provided asset information or operating expenses by segment as that information is not available.

	Year Ended December 31, 2024			
	Product	Distribution	Reconciling Items(1)	Total
Net sales	$ 497,624	$ 105,397	$ (35,460)	$ 567,561
Cost of goods sold	287,864	81,631	(35,415)	334,080
Gross profit	$ 209,760	$ 23,766	$ (45)	$ 233,481

	Year Ended December 31, 2023			
	Product	Distribution	Reconciling Items(1)	Total
Net sales	$ 410,825	$ 102,371	$ (30,664)	$ 482,532
Cost of goods sold	233,937	78,335	(30,466)	281,806
Gross profit	$ 176,888	$ 24,036	$ (198)	$ 200,726

	Year Ended December 31, 2022			
	Product	Distribution	Reconciling Items(1)	Total
Net sales	$ 385,423	$ 97,106	$ (24,692)	$ 457,837
Cost of goods sold	230,245	76,633	(24,719)	282,159
Gross profit	$ 155,178	$ 20,473	$ 27	$ 175,678

(1) Reconciling items consist primarily of intercompany eliminations and items not directly attributable to operating segments.

20. SUBSEQUENT EVENTS

In January 2025, the Company entered into a share purchase agreement with Carr's Group Plc to acquire all the issued and outstanding shares of Carr's Engineering Limited and Carr's Engineering, Inc. for approximately $91,500. The targets are engaged in the business of providing engineering solutions, including manufacturing and technical services, to clients across sectors such as nuclear, defense, and energy.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management carried out an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, its principal executive officer and principal financial officer, respectively, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(c) and 15d-15(e) under the Exchange Act) as of December 31, 2024, pursuant to Exchange Act Rule 13a-15. Such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in reports we file or submit under the Exchange Act is (i) recorded, processed, summarized, evaluated and reported, as applicable, within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to the appropriate management on a basis that permits timely decisions regarding disclosure. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures as of December 31, 2024 were effective.

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's 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 accounting principles generally accepted in the United States of America ("US GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- 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.

As required by Section 404 of the Sarbanes-Oxley Act of 2002, management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework (2013)*.

On January 9, 2024 and February 29, 2024, the Company completed the acquisition of ICOR and Alpha Safety, respectively. Management excluded ICOR and Alpha Safety from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2024. ICOR and Alpha Safety's combined financial statements constitute 12% of total assets (excluding goodwill and intangible assets, which are included within the assessment) and 13% of total sales of the consolidated financial statement amounts as of and for the year ended December 31, 2024.

Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2024.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended December 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls can prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. There are inherent limitations in all control systems, including the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of one or more persons. The design of any system of controls also is 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 conditions. Because of the inherent limitations in any control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information

We require all executive officers and directors to effect purchase and sale transactions in the Company's securities pursuant to a trading plan (each, a "10b5-1 Plan") intended to satisfy the requirements of Rule 10b5-1 under the Exchange Act ("Rule 10b5-1"). We limit executive officers to a single 10b5-1 Plan in effect at any time, subject to limited exceptions in accordance with Rule 10b5-1. The following table includes the material terms (other than with respect to the price) of each 10b5-1 Plan adopted or terminated by our executive officers and directors during the quarter ended December 31, 2024:

Name and Title	Date of adoption of 10b5-1 Plan(1)	Scheduled expiration date of 10b5-1 Plan(2)	Aggregate number of shares of common stock to be purchased or sold(3)
Warren B. Kanders Chief Executive Officer and Chairman of the Board of Directors	December 22, 2024	September 30, 2025	1,000,000

(1) Transactions under each Rule 10b5-1 Plan commence no earlier than 90 days after adoption, or such later date as required by Rule 10b5-1.

(2) Each Rule 10b5-1 Plan may expire on such earlier date as all transactions are completed.

(3) Each Rule 10b5-1 Plan provides for shares to be sold on multiple predetermined dates.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Information concerning the executive officers of the Company required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Executive Officers" in the Company's Proxy Statement for the 2025 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, no later than 120 days after the end of the fiscal year (the "Proxy Statement for the 2025 Annual Meeting of Stockholders"). Information concerning directors of the Company required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Election of Directors" in the Proxy Statement for the 2025 Annual Meeting of Stockholders. Information concerning the Audit Committee of the Company's Board of Directors, and its financial expert required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Governance of the Company– Audit Committee" in the Proxy Statement for the 2025 Annual Meeting of Stockholders. Information concerning the Compensation Committee of the Company's Board of Directors is incorporated and made part hereof by reference to the material appearing under the heading "Governance of the Company– Compensation Committee" in the Proxy Statement for the 2025 Annual Meeting of Stockholders. Information regarding the Nominating/Corporate Governance Committee required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Governance of the Company– Nominating/Corporate Governance Committee" in the Proxy Statement for the 2025 Annual Meeting of Stockholders. Information regarding the ability of stockholders to communicate with the Board of Directors is incorporated and made part hereof by reference to the material appearing under the heading "Communications with Directors" in the Proxy Statement for the 2025 Annual Meeting of Stockholders. Information regarding compliance with Section 16(a) of the Exchange Act required by this item is incorporated and made part hereof by reference to the material appearing under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement for the 2025 Annual Meeting of Stockholders.

The Company has adopted a Code of Business Conduct and Ethics that applies to all of its directors and employees, including the chief executive officer, chief financial officers, and all senior financial officers of the Company and its subsidiaries, including the principal financial officer, principal accounting officer, controller and internal audit staff of the Company and its subsidiaries. In addition, such officers are also subject to the Code of Ethics for Senior Executive Officer and Senior Financial Officers. These documents may be accessed at www.cadre-holdings.com, our Internet website, at the tab "Governance" under the section called "Governance Documents." The Company intends to disclose future amendments to, or waivers from, certain provisions of its codes of conduct, if any, on the above website within five business days following the date of such amendment or waiver.

We intend to post all required disclosures concerning any amendments to or waivers from, our Code of Business Conduct and Code of Ethics for Senior Executive Officer and Senior Financial Officers on our website. The Company does not intend to incorporate the contents of our website into this Annual Report on Form 10-K.

The Company has an Insider Trading Policy governing the purchase, sale and other dispositions of its securities by directors, officers and employees that is reasonably designed to promote compliance with insider trading laws, rules and regulations and New York Stock Exchange listing standards. The Insider Trading Policy is filed with this Form 10-K as Exhibit 19.

Item 11. Executive Compensation

Information required by this item is incorporated and made part hereof by reference to the material appearing under the headings "Director Summary Compensation Table," "Discussion of Director Compensation," "Involvement in Certain Legal Proceedings", "Anti-Hedging Policy", "Summary Compensation Table", "Narrative Disclosure to Summary Compensation Table", and "Outstanding Equity Awards at 2024 Year End" in the Proxy Statement for the 2025 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information required by this item is incorporated and made part hereof by reference to the material appearing under the headings "Beneficial Ownership of Company Common Stock By Directors, Officers and Principal Stockholders" and "Narrative Disclosure to Summary Compensation Table" in the Proxy Statement for the 2025 Annual Meeting of Stockholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information required by this item is incorporated and made part hereof by reference to the material appearing under the headings "Certain Relationships and Related Transactions" and "Governance of the Company– Director Independence" in the Proxy Statement for the 2025 Annual Meeting of Stockholders.

Item 14. Principal Accountant's Fees and Services

Information required by this item is incorporated and made part hereof herein by reference to the material appearing under the heading "Independent Registered Public Accounting Firm" in the Proxy Statement for the 2025 Annual Meeting of Stockholders.

Part IV

Item 15. Exhibits and Financial Statement Schedules

Financial Statements, Financial Statement Schedules and Exhibits

(a)(1) The Financial Statements. The Financial Statements of the Company are included in Item 8 above.

(a)(2) Financial Statement Schedules. No schedules are included because the required information is inapplicable, not required or are presented in the financial statements or the related notes thereto.

(a)(3) The following Exhibits are hereby filed as part of this Annual Report on Form 10-K:

EXHIBIT INDEX

Exhibit Number	Description
2.1	Unit Purchase Agreement, by and among Alpha Safety Holdings, LLC, Alpha Safety Intermediate, LLC, Cadre Holdings, Inc. and Safariland, LLC, dated February 16, 2024 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on February 23, 2024).
2.2	Share Purchase Agreement, by and among, Cadre Holdings, Inc., Zircaloy Holdings, LLC and Carr's Group Plc, dated January 15, 2025 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on January 21, 2025).
2.3	Share Purchase Agreement dated December 22, 2023, by and among 1000694376 Ontario Inc., Hany Guirguis, 2491189 Ontario Inc., the Guirguis Family Trust, Alexander Grant, 2491191 Ontario Inc., the Grant Family Trust, Kenneth Molnar, 2491190 Ontario Inc. and the Molnar Family Trust (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed December 29, 2023).
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed on July 12, 2021).
3.2	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 8, 2024).
4.1	See Exhibits 3.1 and 3.2 for provisions of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company defining rights of the holders of Common Stock of the Company.
10.01	Safariland Group Long-Term Incentive Plan (incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.02	Form of Award Agreement under the Safariland Group Long-Term Incentive Plan (incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.03	Safariland Group 2021 Amended and Restated Phantom Restricted Share Plan (incorporated by reference to Exhibit 10.23 to Amendment No. 2 to the Company's Registration Statement on Form S-1 filed on August 3, 2021). +
10.04	Form of Award Agreement under the Safariland Group 2021 Amended and Restated Phantom Restricted Share Plan (incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.05	2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.06	Form of Option Agreement under the 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.07	Form of Stock Award Agreement under the 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.17 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.08	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1 filed on July 12, 2021).
10.09	Employment Agreement between Cadre Holdings, Inc. and Warren B. Kanders, dated as of July 9, 2021 (incorporated by reference to Exhibit 10.19 to the Company's Registration Statement on Form S-1 filed on July 12, 2021). +
10.10	First Amendment to Employment Agreement between Cadre Holdings, Inc. and Warren B. Kanders, dated September 1, 2021 (incorporated by reference to Exhibit 10.25 to Amendment No. 3 to the Company's Registration Statement on Form S-1 filed on September 13, 2021). +
10.11	Employment Agreement between Cadre Holdings, Inc. and Brad Williams, dated as of January 24, 2025 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 27, 2025). +

10.12	Employment Agreement between Cadre Holdings, Inc. and Blaine Browers, dated as of January 24, 2025 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 27, 2025). +
10.13	Credit Agreement, dated July 23, 2021, by and among Cadre Holdings, Inc., certain of its domestic subsidiaries, as guarantors, PNC Bank, National Association, as administrative agent, and the several lenders from time to time party thereto (incorporated by reference to Exhibit 10.22 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on July 27, 2021).
10.14	First Amendment to Credit Agreement, dated August 20, 2021, by and among Cadre Holdings, Inc., certain of its domestic subsidiaries, as guarantors, PNC Bank, National Association, as administrative agent, and the several lenders from time to time party thereto (incorporated by reference to Exhibit 10.24 to Amendment No. 3 to the Company's Registration Statement on Form S-1 filed on September 13, 2021).
10.15	Second Amendment to Credit Agreement, dated December 14, 2022, by and among Cadre Holdings, Inc., certain of its domestic subsidiaries, as guarantors, PNC Bank, National Association, as administrative agent, and the several lenders from time to time party thereto (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K filed March 15, 2023).
10.16	Third Amendment to Credit Agreement, dated May 31, 2023, by and among Cadre Holdings, Inc., certain of its domestic subsidiaries, as guarantors, PNC Bank, National Association, administrative agent, and the several lenders from time to time party thereto (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed August 8, 2023).
10.17	Incremental Facility Amendment to Credit Agreement and Guaranty Joinder, dated as of March 1, 2024, by and among Safariland, LLC, the New Subsidiaries party thereto, the other Guarantors party thereto, the Lenders party thereto, and PNC bank, National Association, as Administrative Agent, Swingline Loan Lender and an Issuing Lender (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 6, 2024).
10.18	Amended and Restated Credit Agreement, dated as of December 20, 2024, by and among, Safariland, LLC, the Guarantors party thereto, the Lenders party thereto and PNC Bank, National Association, as Administrative Agent, Swingline Loan Lender and an Issuing Lender (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 23, 2024).
10.19	Loan Agreement, dated as of October 14, 2021, by and among Med-Eng Holdings ULC and Pacific Safety Products Inc., as borrowers, and PNC Bank Canada Branch, as lender (incorporated by reference to Exhibit 10.28 to Amendment No. 4 to the Company's Registration Statement on Form S-1 filed on October 28, 2021).
19.1	Cadre Holdings, Inc. Insider Trading Policy (incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K filed on March 12, 2024).
21.1*	Subsidiaries of the Company.
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1	Cadre Holdings, Inc. Compensation Recovery Policy (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed on March 12, 2024).
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document

101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith

** Furnished herewith

\+ Indicates management contract or compensatory plan

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, on March 11, 2025.

CADRE HOLDINGS, INC.

By: /s/ Blaine Browers
Blaine Browers
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on March 11, 2025 by the following persons on behalf of the registrant and in the capacities indicated:

Signature	Title
/s/ Warren B. Kanders Warren B. Kanders	Chief Executive Officer (Principal Executive Officer)
/s/ Blaine Browers Blaine Browers	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Hamish Norton Hamish Norton	Director
/s/ Gianmaria C. Delzanno Gianmaria C. Delzanno	Director
/s/ William Quigley William Quigley	Director
/s/ Deborah A. DeCotis Deborah A. DeCotis	Director

EXHIBIT 21.1

SUBSIDIARIES OF CADRE HOLDINGS, INC.

The following are subsidiaries of Cadre Holdings, Inc. as of December 31, 2024 and the jurisdictions in which they are organized.

Company	State or Jurisdiction of Incorporation/Organization
Safariland, LLC	Delaware
Safariland Global Sourcing, LLC	Delaware
Horsepower, LLC	Delaware
Sencan Holdings, LLC	Delaware
Med-Eng, LLC	Delaware
Atlantic Tactical, Inc.	Pennsylvania
GH Armor Systems Inc.	Delaware
Defense Technology, LLC	Delaware
Safariland Distribution, LLC	Delaware
Lawmen's Distribution, LLC	Delaware
United Uniform Distribution, LLC	Delaware
Safariland Internacional S.A. de C.V.	Mexico
The Safariland Group Hong Kong Limited	Hong Kong
The Safariland Group Nederland B.V.	Netherlands
UAB Safariland Lithuania	Lithuania
The Safariland Group SPRL	Belgium
Med-Eng Holdings ULC	British Columbia
Pacific Safety Products Inc.	Canada
TSG UK Investment Holdings Limited	England and Wales
Safariland UK Holding Limited	England and Wales
Safariland UK Ltd.	England and Wales
LBA International Limited	England and Wales
SenCan Limited	England and Wales
TSG Italy Investment Holdings S.r.l.	Italy
Radar Leather Division S.r.l.	Italy
Cyalume Technologies, Inc.	Delaware
CT SAS Holdings, Inc.	Delaware
Cyalume Technologies SAS	France
ICOR Technology, Inc.	Canada
Alpha Safety Intermediate, LLC	Delaware
NucFil, LLC	Colorado
Pajarito Scientific Corporation	Delaware
NFT-EPD, LLC	Colorado
Pajarito Scientific Security Corporation	New Mexico
Pajarito Scientific Corporation, Canada	Canada
Pajarito Scientific Corporation UK LTD	England and Wales

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No. 333-261813) on Form S-8 and (No. 333-271328) of Form S-3 of our report dated March 11, 2025, with respect to the consolidated financial statements of Cadre Holdings, Inc.

/s/ KPMG LLP
Jacksonville, Florida
March 11, 2025

Exhibit 31.1

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Warren B. Kanders, certify that:

1. I have reviewed this Annual Report on Form 10-K of Cadre Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2025

By: /s/ Warren B. Kanders
Name: Warren B. Kanders
Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Blaine Browers, certify that:

1. I have reviewed this Annual Report on Form 10-K of Cadre Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2025

By: /s/ Blaine Browers
Name: Blaine Browers
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Annual Report of Cadre Holdings, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Warren B. Kanders, Chief Executive Officer, certify to my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

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

Date: March 11, 2025

By: /s/ Warren B. Kanders
Name: Warren B. Kanders
Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Annual Report of Cadre Holdings, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Blaine Browers, Chief Financial Officer, certify to my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

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

Date: March 11, 2025

By: /s/ Blaine Browers
Name: Blaine Browers
Title: Chief Financial Officer
(Principal Financial Officer)

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CADRE HOLDINGS 2024 ANNUAL REPORT

ANNUAL MEETING

The Annual Meeting of Stockholders will be held on Friday, May 30, 2025 at 10:00 a.m. Eastern Daylight Savings Time in a virtual-only meeting format via live webcast. Detailed information about the meeting and instructions on how to participate in this year's virtual meeting are contained in the Notice of Annual Meeting and Proxy Statement sent with a copy of this Annual Report.

CORPORATE INFORMATION

Board of Directors

Warren B. Kanders
Chief Executive Officer & Chairman of the Board

Hamish Norton
President, Star Bulk Carriers Corp.

Gianmaria C. Delzanno
Investment Banker

William Quigley
Director

Deborah A. Decotis
Director

Management Team

Warren B. Kanders
Chief Executive Officer & Chairman of the Board

Brad Williams
President

Blaine Browers
Chief Financial Officer

STOCKHOLDER INFORMATION

Headquarters

13386 International Parkway
Jacksonville, FL 32218
(800) 347-1200

Investor Relations

The IGB Group
Leon Berman
(212) 477-8438

Securities Listing

The Company's common stock is listed on the New York Stock Exchange: CDRE

Transfer Agent

Equiniti Trust Co., LLC
55 Challenger Road, Floor 2 , Ridgefield Park, NJ 07660
1-800-937-5449

Independent Auditor

KPMG LLP
Jacksonville, FL

Outside Legal Counsel

Kane Kessler, P.C.
New York, NY

COMPANY OVERVIEW

For over 60 years, we have been a global leader in the manufacturing and distribution of safety equipment for professionals. Our equipment provides critical protection which allows its users to safely perform their duties and protect those around them in hazardous or life-threatening situations. Through our dedication to superior quality, we establish a direct covenant with end users that our products will perform and keep them safe when they are most needed. We sell a wide range of products including body armor, explosive ordnance disposal equipment, duty gear and nuclear safety products through both direct and indirect channels. In addition, through our owned distribution, we serve as a one-stop shop for first responders providing equipment we manufacture as well as third-party products including uniforms, optics, boots, firearms, and ammunition. The majority of our diversified product offering is governed by rigorous safety standards and regulations. Demand for our products is driven by technological advancement as well as recurring modernization and replacement cycles for the equipment to maintain its efficiency, effective performance, and regulatory compliance.

Cadre's target end user base includes state, local, and international law enforcement, fire and rescue, explosive ordnance disposal technicians, commercial nuclear power plants, emergency medical technicians, fishing and wildlife enforcement and departments of corrections, as well as federal agencies including the U.S. Department of State, U.S. Department of Defense, U.S. Department of Interior, U.S. Department of Justice, U.S. Department of Homeland Security, U.S. Department of Corrections, the Department of Energy, Los Alamos National Laboratories, Waste Isolation Plant, numerous foreign government agencies and other companies involved in the nuclear industry.

CADRE
HOLDINGS