

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 June 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
COMMISSION FILE NUMBER 0-3295

KOSS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

39-1168275
(I.R.S. Employer Identification No.)

4129 North Port Washington Avenue, Milwaukee, Wisconsin

53212

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(414) 964-5000**

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, \$0.005 par value per share	KOSS	Nasdaq Capital Market

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

NONE

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

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.

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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 common stock held by nonaffiliates of the registrant as of December 29, 2023, was approximately \$17,035,410 based on the \$3.35 per share closing price of the Company's common stock as reported on the Nasdaq Stock Market on December 29, 2023.

On August 26, 2024, there were 9,299,795 shares outstanding of the registrant's common stock.

Documents Incorporated by Reference

Part III of this Form 10-K incorporates by reference certain information from Koss Corporation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the Commission under Regulation 14A within 120 days of the end of the fiscal year covered by this Form 10-K.

KOSS CORPORATION
FORM 10-K
For the Fiscal Year Ended June 30, 2024

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of that term in the Private Securities Litigation Reform Act of 1995 (the “Act”) (Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). Additional written or oral forward-looking statements may be made by the Company from time to time in filings with the Securities Exchange Commission, press releases, or otherwise. Statements contained in this Form 10-K that are not historical facts are forward-looking statements made pursuant to the safe harbor provisions of the Act. Forward-looking statements may include, but are not limited to, projections of revenue, income or loss and capital expenditures, statements regarding future operations, anticipated financing needs, compliance with financial covenants in loan agreements, plans for acquisitions or sales of assets or businesses, plans relating to products or services of the Company, assessments of materiality, predictions of future events, the effects of pending and possible litigation and assumptions relating to the foregoing. In addition, when used in this Form 10-K, the words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “may,” “will,” “should,” “could,” “would,” “shall,” “forecasts,” “predicts,” “potential,” “continue,” “seeks,” “goal,” “projects,” and variations thereof and similar expressions are intended to identify forward-looking statements.

Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified based on current expectations. Consequently, future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements contained in this Form 10-K, or in other Company filings, press releases, or otherwise. In addition to the factors discussed in this Form 10-K, other factors that could contribute to or cause such differences include, but are not limited to, developments in any one or more of the following areas: continued future fluctuations in economic conditions; the Company’s ability to successfully develop new products and assess potential market opportunities; the receptivity of consumers to new consumer electronics technologies; the Company’s ability to successfully and profitably market its products; the rate and consumer acceptance of new product introductions; the amount and nature of competition for the Company’s products; pricing; the number and nature of customers and their product orders; the Company’s ability to meet demand for products; production by third party vendors; foreign manufacturing, sourcing, and sales (including foreign government regulation, trade and importation concerns); uncertainties associated with the pandemics and other health crises or natural disasters, including their possible effects on the Company’s operations and its supply chain; the impact of the ongoing conflict in Eastern Europe and the instability in the Middle East on the Company’s operations; the effects of any judicial, executive or legislative action affecting the Company or the audio/video industry; borrowing costs; changes in tax rates; volatility in the price and trading volume of our common stock; the outcome of any litigation, government investigations, enforcement actions or other legal proceedings; the Company’s ability to retain and hire key personnel and other risk factors described in the Risk Factors and Management’s Discussion and Analysis of Financial Condition and Results of Operations sections in this Form 10-K.

Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which speak only as of the date hereof. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect new information.

PART I

ITEM 1. BUSINESS

GENERAL

As used herein unless the context otherwise requires, the term “Company” means Koss Corporation and its subsidiaries, Koss Corp B.V. and Koss U.K. Limited. Koss Corporation was incorporated in Delaware in 1971. It formed Koss Corp B.V. and Koss U.K. Limited to comply with certain European Union (“EU”) requirements. Koss U.K. Limited is maintained to comply with certain U.K. requirements.

The Company operates in the audio/video industry segment of the home entertainment and communication industry through its design, manufacture and sale of stereo headphones and related accessory products. The Company reports its results as a single reporting segment, as the Company’s only business line is the design, manufacture and sale of stereo headphones and related personal listening accessories.

The Company’s products are sold through U.S. distributors, international distributors, audio specialty stores, the internet, national retailers, grocery stores, electronics retailers, and prisons under the “Koss” name as well as private label. The Company also sells products to distributors for resale to school systems, and directly to other manufacturers for inclusion with their own products. International markets are served by domestic sales representatives and sales personnel in the Netherlands and the Caucasus region. The Company utilizes independent distributors in several foreign countries.

Approximately 77% of the Company’s fiscal year 2024 sales were from stereo headphones used for listening to music. The remaining approximately 23% of the Company’s sales were from headphones used in communications, education settings, and in conjunction with metal detectors, as well as sold to original equipment manufacturers (“OEM”). The products are not significantly differentiated by their retail sales channel or application with the exception of products sold to school systems, prisons, and OEM customers. There are no other product line differentiations other than the quality of the sound produced by the stereo headphone itself, which is highly subjective.

The Company sources complete stereo headphones manufactured to its specifications from various manufacturers in Asia as well as raw materials used to produce stereo headphones at its plant in Milwaukee, Wisconsin. Management believes that it has sources of complete stereo headphones and raw materials that are adequate for its needs.

There are no employment or compensation commitments between the Company and its dealers. The Company has contracted several independent manufacturers’ representatives as part of its distribution efforts. The arrangements with foreign distributors do not contemplate that the Company pays any compensation other than any profit the distributors make upon their sale of the Company’s products.

INTELLECTUAL PROPERTY

John C. Koss is recognized for creating the personal listening industry with the first Koss SP/3 stereo headphone in 1958. The Company regularly applies for registration of its trademarks in many countries around the world, and over the years the Company has had numerous trademarks registered and patents issued in North America, South America, Asia, Europe, Africa, and Australia. As of June 30, 2024, the Company had over 400 trademarks registered in approximately 91 countries around the world and over 160 patents in approximately 25 countries. The Company has trademarks to protect the brand name, Koss, and its logo on its products. The Company also holds many design patents that protect the unique visual appearance of some of its products. These trademarks and patents are important to differentiate the Company from its competitors. Certain of the Company’s trademarks are of material value and importance to the conduct of its business. The Company considers protection of its proprietary developments important; however, the Company’s business is not, in the opinion of management, materially dependent upon any single trademark or patent.

Given the significance of the Company’s intellectual property to its business, in 2019 the Company launched a program to enforce its intellectual property rights and protect its patent portfolio. As part of this enforcement program, the Company has filed and pursued lawsuits against a number of companies that the Company believes have infringed or are infringing upon its patents and may enter into licensing agreements or initiate additional lawsuits. The Company considers protecting its intellectual property rights to be central to its business model and competitive position in the stereo headphone industry.

SEASONALITY

Although retail sales of consumer electronics have historically been higher during the holiday season, sales of stereo headphones have smoothed throughout the year. Management believes that the Company's business is not seasonal as evidenced by the fact that the Company's net sales for the last three years, including the year ended June 30, 2024, were fairly evenly dispersed throughout the year. Management believes that the reason for this level performance of sales to retailers and distributors is related to the fact that consumers are increasingly purchasing stereo headphones throughout the year as replacements for older or lower quality headphones to improve the quality of their listening experience as it relates to portable electronic products. Therefore, upgrades and replacements appear to have as much interest over the course of the year as gifts of stereo headphones during the holiday season.

WORKING CAPITAL

The Company's working capital needs do not differ substantially from those of its competitors in the industry and generally reflect the need to carry sufficient amounts of inventory to meet the delivery requirements of its customers. On a limited basis, the Company does offer 90-120 day payment terms to certain customers and may, on a rare occasion, extend payment terms to its customers for a special promotion. Based on historical trends, management does not expect these practices to have a material effect on net sales or net income.

CUSTOMERS

The Company markets a line of products used by consumers to listen to music, to work and study from home, to communicate via telephone or internet, and to listen to other audio-related media. The Company distributes these products through distributors and retail channels in the U.S. and independent distributors throughout the rest of the world. Additionally, the Company fills direct-to-consumer ("DTC") orders on its website. The Company markets its products through many domestic retail outlets and numerous retailers worldwide. The Company also markets products directly to several OEMs for use in their products. In the years ended June 30, 2024 and 2023, the Company's largest sales concentration was represented by its own DTC offerings via the Amazon portal and were approximately 17% and 20% of net sales in fiscal years 2024 and 2023, respectively. The Company's products have broad distribution worldwide across many channels including distributors, specialty stores, mass merchants, and electronics stores. The Company is dependent upon its ability to retain a base of retailers and distributors to sell the Company's line of products. A material loss or disruption of retailers and/or distributors could result in a loss of product placement and have an adverse effect on the Company's financial results. The Company's five largest customers accounted for approximately 46% and 51% of net sales in fiscal years 2024 and 2023, respectively.

COMPETITION

The Company principally focuses on the stereo headphone industry. In the stereo headphone market, the Company competes with all major competitors, many of which are large and diversified and have greater total assets and resources than the Company. The extent to which retailers and consumers view the Company as a pioneer in the creation of the personal listening industry, an innovative vendor of high-quality stereo headphone products, and a provider of excellent after-sales customer service and direct sales, is the extent to which the Company offers a competitive advantage. The Company relies upon its unique sound, quality workmanship, brand identification, engineering skills, and customer service, as well as its intellectual property portfolio, to support its competitive position.

RESEARCH AND DEVELOPMENT

The amount expensed on engineering and research activities relating to the development of new products or the improvement of existing products was \$238,086 during fiscal year 2024. These activities were conducted by both Company personnel and outside consultants. There was \$288,231 in expenses for research and development activities during fiscal year 2023. The Company expects to incur on-going research and development costs related to its Bluetooth® and traditional wired headphones as it is planning to introduce new product offerings on a regular basis. The increasing costs related to worldwide certification of these technologies by country has increased the costs of regional compliance testing and has impacted the time to market on these wireless items.

ENVIRONMENTAL MATTERS

The Company believes that it has materially complied with all currently existing federal, state and local statutes and regulations regarding environmental standards and occupational safety and health matters to which it is subject. During fiscal years 2024 and 2023, the amounts incurred in complying with federal, state and local statutes and regulations pertaining to environmental standards and occupational safety and health laws and regulations did not materially affect the Company's operating results or financial condition. The increased public awareness and concern regarding climate change has resulted in increased regulations which are rapidly evolving. The Company continues to monitor the evolving regulations, as well as related required disclosures, to ensure that we will be conformant. It is unclear as to whether any emerging and evolving regulations will have a material impact on the Company's results of operations.

EMPLOYEES

As of June 30, 2024, the Company employed 30 non-union employees, 2 of which were part-time employees. The Company also engaged temporary personnel at times during the year ended June 30, 2024.

FOREIGN SALES

The Company's competitive position and risks relating to its business in foreign markets are comparable to those in the domestic market. In addition, the governments of the United States and foreign nations may elect to erect trade barriers on exports and/or imports, respectively. The creation of additional barriers would reduce the Company's net sales and net income. In addition, any fluctuations in currency exchange rates could affect the pricing of the Company's products and divert customers who might choose to purchase lower-priced, less profitable products, and could affect overall demand for the Company's products. For further information, see Part II, Item 7, as well as additional description of risks related to our business in foreign markets described in Part I, Item 1A. under "*We may be subject to risks related to doing business in, and having counterparties based in, foreign countries.*"

The Company has sales personnel currently located in the Netherlands and the Caucasus region to service the international export marketplace. The loss of these personnel would result in a transfer of sales and marketing responsibility. The Company sells its products to independent distributors in countries and regions outside the United States including Europe, the Middle East, Africa, Asia, Australia, South America, Latin America, the Caribbean, Canada and Mexico. During the last two fiscal years, net sales of all Koss products were distributed as follows:

	2024	2023
United States	\$ 9,795,438	\$ 9,848,521
Sweden	993,043	997,058
Czech Republic	418,004	1,328,476
Ukraine	214,010	(11,955)
Korea, Republic of	185,143	176,581
Georgia	125,920	—
Canada	101,056	209,159
All other countries	432,455	551,811
Net sales	<u>\$ 12,265,069</u>	<u>\$ 13,099,651</u>

As a result of the Russian-Ukraine conflict, the Company suspended all sales to Russia in accordance with Executive Order 14071 issued by President Biden on April 6, 2022. Sales to Ukraine have also been impacted as a result of the humanitarian crisis there due to the ongoing hostilities. In the years ended June 30, 2024 and 2023, there were no sales to Russia, however, Ukraine resumed ordering in fiscal year 2024 and represented approximately 9% of the Company's export business during the year ended June 30, 2024. The Company is uncertain how the conflict will impact future sales.

OPERATIONS

The Company has a manufacturing facility in Milwaukee, Wisconsin and uses contract manufacturing facilities in the People's Republic of China and Taiwan. A contract employee is based in China to manage supplier quality and to assist with development of new products. Since these independent suppliers are not located in the United States, the Company is at risk of business interruptions due to natural disasters, war, disease and government intervention through tariffs or trade restrictions that are of less concern domestically. The Company maintains finished goods inventory in its U.S. facility to mitigate this risk. The Company's goal is to stock finished goods inventory at an average of approximately 90 days demand per item. Recovery of a single facility through replacement of a supplier in the event of a disaster or suspension of supply could take an estimated six to twelve months, in which case the Company believes that it could restore production of its top 10 selling models (which represent approximately 45% of the Company's 2024 net sales) within 18-24 months. Required compliance testing impacts the time it takes to bring a product to market as well as the time necessary to retool a product and re-enter the marketplace. The Company is also at risk if trade restrictions are introduced on its products based upon country of origin. In addition, the Company may not be able to pass along most increases in tariffs and freight charges to the Company's customers, which would directly affect profits.

AVAILABLE INFORMATION

The Company's internet website is <https://www.koss.com>. The Company makes available free of charge through its internet website the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and all amendments to those reports as soon as reasonably practicable after they are electronically filed with (or furnished to) the Securities and Exchange Commission (the "SEC"). These reports and other information regarding the Company are also available on the SEC's internet website at <https://www.sec.gov>. The information on the Company's website is not part of this or any other report the Company files with or furnishes to the SEC.

ITEM 1A. RISK FACTORS

We are subject to various risks that may adversely affect our business, prospects, financial condition, and results of operations, including, but not limited to, those set forth below. These are the risks and uncertainties we believe are most important for you to consider, however, there may be other risks that are currently deemed immaterial or not currently known to us that could materially impact the business. If any of the following risks, or those unidentified develop into actual events, our business may not grow, our stock price may suffer, and we may be unable to stay in business. The risks discussed below include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements.

Risks Related to Our Operations and Financial Results

The Company is dependent on the proper functioning of our contract manufacturers, our supply chain, and our distribution networks. Any disruptions could adversely affect our business, financial condition or results of operations.

The Company relies on our third-party supply chain and distribution networks and the availability of necessary components to produce a considerable number of our products. A reduction or interruption in supply, including interruptions due to possible future pandemic-related restrictions, geopolitical unrest, labor shortages or strikes, or a failure to procure adequate components, may lead to delays in manufacturing or increases in costs.

Many of the Company's products are sourced from contract manufacturing facilities in the People's Republic of China and Taiwan. There has been increasing geopolitical tension between China and Taiwan that may affect future shipments from Taiwan-based suppliers. Any other adverse changes in the social, political, regulatory or economic conditions in the countries could materially increase the cost of the products we buy from our foreign suppliers or delay shipments of products. There has also been increasing geopolitical tension between China and the United States. Sustained uncertainty about, or worsening of, economic relations and further escalation of trade tensions between the United States and China, or any other country in which the Company conducts business, could result in retaliatory trade restrictions that restrict our ability to source products from China or continue business in such other country. Any alterations to our business strategy or operations made in order to adapt to or comply with any such changes would be time-consuming and expensive, and the Company may not be able to pass along most increases in tariffs and freight charges to the Company's customers, which would also directly affect profits.

Our dependence on foreign suppliers for our products also necessitates ordering products further in advance than we would if manufactured domestically, thus increasing investments in inventory. Delays in receiving and shipping products due to interruptions in its supply chain would pose a risk of lower sales to the Company and the potential for price volatility, negatively impacting profits. Recovery of a single facility through replacement of a supplier in the event of a disaster or suspension of supply could take an estimated six to twelve months.

We have experienced and may again in the future experience supplier price increases, supply chain and shipping interruptions and constraints, volatility in demand for our products caused by sudden and significant changes in production levels by our suppliers, and disruptions in our manufacturing and supply arrangements caused by the loss or disruption of essential manufacturing and supply elements such as raw materials or other product components, transportation, work force, or force majeure events. Our inability to mitigate any of these disruptions may lead to a material adverse impact on our business, financial condition and results of operations.

The current hostilities in Eastern Europe and the resulting economic sanctions imposed by the government have impacted the global economy. While we have no operations in Russia or Ukraine, we are unable to sell to certain of our customers in Russia as a result of this event. The continuation of the military conflict in Eastern Europe, as well as the tension in the Middle East, could lead to increased supply chain disruptions, inflationary pressures and volatility in global markets that could negatively impact our operations. The economies of Europe have also been impacted by these conflicts as a direct result of disruptions in transportation and the supply of energy, high food prices and tight credit. These factors can have a direct impact on the consumer's ability to access and purchase the Company's products.

The Company continuously monitors its supply chain in order to modify business plans as may be necessary. This could include increasing the investment in inventory, being alert to potential short supply situations, assisting suppliers with acquisition of critical components and utilizing alternative sources and/or air freight. However, these measures may entail additional costs to the Company and cannot guarantee that the Company will not be adversely affected by supply chain disruptions. Any disruption to any link in the Company's supply or distribution chain can have a negative impact on results.

Failure to attract and retain customers to sell the Company's products could adversely affect sales volume and future profitability.

The Company markets a line of products used by consumers to listen to music. The Company distributes these products through large domestic distributors and some retail channels in the U.S. and independent distributors throughout the rest of the world. The Company is dependent upon its ability to attract and retain a base of customers to sell the Company's line of products. The Company has broad

distribution across many channels including specialty stores, mass merchants, electronics stores and computer retailers. The Company may not be able to maintain customers or model selections and therefore may experience a reduction in its sales revenue until a model is restored to the mix or a lost customer is replaced by a new customer. The loss of business of one or more principal customers or a change in the sales volume from a particular customer could have a material adverse effect on the Company's sales volume and profitability.

A shift in customer specifications to lower priced items can reduce profit margins, negatively impacting profitability.

The Company sells lines of products with suggested retail prices ranging from less than \$10 up to \$1,000. The gross margin for each of these models varies in terms of percentages. The Company finds the low-priced portion of the market most competitive and therefore most subject to pressure on gross margin percentages, which tends to lower profit contributions. Therefore, a shift in customer specifications and preferences toward lower priced items could lead to lower gross margins and lower profit contributions per unit of sale. Due to the range of products that the Company sells, the product sales mix can produce a variation in profit margins. Some distributors sell a limited range of products that yield lower profit margins than others. Most notably, the budget-priced stereo headphone segment of the market (below \$10 retail), which is distributed through mass market retailers, computer stores, and office supply stores and to school systems, tends to yield the lowest gross margins. An increase in business with these types of accounts, if coupled with a simultaneous reduction in sales to customers with higher gross margins, would reduce profit margins and profitability.

If we are unable to continue to develop innovative and popular products, our brand image may be harmed and demand for our products may decrease.

Consumer electronics are subject to constantly and rapidly changing consumer preferences based on industry trends and performance features, including technological advancement. Our success depends largely on our ability to lead, anticipate, gauge and respond to these changing consumer preferences and trends in a timely manner, while preserving and strengthening the perception and authenticity of our brand. We must continue to develop high performance products that provide better design and performance attributes than the products of our competitors at similar price points. Market acceptance of new designs and products is subject to uncertainty, and we cannot assure you that our efforts will be successful. Market acceptance for new products may also require substantial marketing efforts and expenditures to increase consumer demand, which could constrain our management, financial and operational resources. If new designs and products we introduce do not gain broad market acceptance or demand for our existing products wanes, our sales, brand image, business and financial condition could be adversely affected.

We may not be able to compete effectively, which could cause our net sales and market share to decline.

The consumer electronics industry is highly competitive, and characterized by frequent introduction of new competitors, as well as increased competition from established companies expanding their product portfolio, aggressive price cutting and resulting downward pressure on gross margins and rapid consolidation of the market resulting in larger competitors. We face competition from consumer electronics brands that have historically dominated the stereo headphone market, in addition to sport brands, lifestyle companies and consumer electronics giants that also source or produce headphone products. These competitors may have significant competitive advantages, including greater financial, engineering, distribution and marketing resources, longer operating histories, better brand recognition among certain groups of consumers, and greater economies of scale. In addition, these competitors often have long-term relationships with many larger retailers that are potentially more important to those retailers. As a result, these competitors may be better equipped to influence consumer preferences or otherwise increase their market share by:

- quickly adapting to changes in consumer preferences;
- readily taking advantage of acquisition and other opportunities;
- discounting excess inventory;
- devoting greater resources to the marketing and sale of their products, including significant advertising, media placement and product endorsement;
- adopting aggressive pricing policies; and
- engaging in lengthy and costly intellectual property and other legal disputes.

Additionally, the industry in which we compete generally has low barriers to entry that allow the introduction of new products or new competitors at a fast pace. If we are unable to protect our brand image and authenticity, while carefully balancing our growth, we may be unable to effectively compete with these new market entrants or new products. The inability to compete effectively against new and existing competitors could have an adverse effect on our net sales and results of operations, preventing us from achieving future growth.

If we are unable to obtain intellectual property rights and/or enforce those rights against third parties who are violating those rights, our business could suffer.

We rely on various intellectual property rights, including patents, trademarks, trade secrets and trade dress to protect our brand name, reputation, product appearance and technology. If we fail to obtain, maintain, or in some cases enforce our intellectual property rights, our competitors may be able to copy our designs, or use our brand name, trademarks, or technology. As a result, if we are unable to successfully protect our intellectual property rights, or resolve any conflicts effectively, our results of operations may be harmed. Regardless of the merits of the claims, litigation may be expensive, time-consuming, and disruptive to our operations and distracting to management. If resolved against us, such legal proceedings could result in excessive verdicts, injunctive relief or other equitable relief that may affect how we operate our business. Similarly, if we settle such legal proceedings, it may negatively affect how we operate our business. In connection with its ongoing intellectual property enforcement program, which includes lawsuits alleging infringement of patents relating to its wireless audio technology, the Company has granted licenses covering certain Company patents. Other similar complaints filed remain outstanding. As all litigation is uncertain, there can be no assurance that any of this remaining or future litigation will be decided in our favor.

We may be adversely affected by the financial condition of our retailers and distributors.

We depend on, and expect to continue to depend on, sales to several significant distributors and retailers. Some of them may experience financial difficulties because of current or future adverse economic conditions. A retailer or distributor experiencing such difficulties generally will not purchase and sell as many of our products as it would under normal circumstances and may cancel orders. In addition, a retailer or distributor experiencing financial difficulties generally increases our exposure to uncollectible receivables. We extend credit to our retailers and distributors based on our assessment of their financial condition, generally without requiring collateral, and sometimes are not able to obtain information regarding their current financial status. Failure of these retailers or distributors to remain current on their obligations to us could result in losses that exceed the reserves we set aside in anticipation of this risk. We are also exposed to the risk of our customers declaring bankruptcy, exposing us to claims of preferential payment claims. Any loss, cancellation or reduction of purchases by these distributors or retailers may have a material adverse effect on our business.

Direct-to-Consumer sales through the Amazon marketplace account for a significant amount of our net sales and the loss of, or reduced purchases from, this sales channel could have a material adverse effect on our operating results.

Our largest concentration of sales in fiscal year 2024 came from our DTC sales via the Amazon portal and accounted for more than 17% and 20% of our net sales in fiscal years 2024 and 2023, respectively. We do not have long-term contracts to conduct sales through the Amazon portal or for sales to any of our customers, and all of our customers generally purchase from us on a purchase order basis. As a result, Amazon or any other customer generally may, with no notice or penalty, cease ordering and selling our products, or materially reduce their orders. If certain customers, individually or in aggregate, choose to no longer sell our products, slow their rate of purchase of our products or decrease the number of unique products they purchase, our results of operations would be adversely affected.

Our products may experience quality problems from time to time that can result in decreased sales and operating margin and harm to our reputation.

We offer products that can be affected by design and manufacturing defects. Defects can also exist in components used for our products. Component defects could make the Company's products unsafe and create a risk of property damage and personal injury. There can be no assurance the Company will be able to detect all issues and defects in the products it offers. Failure to do so can result in widespread technical and performance issues affecting the Company's products. In addition, the Company can be exposed to product liability claims, recalls, product replacements or modifications, write-offs of inventory, property, plant, and equipment, and/or intangible assets, and significant warranty and other expenses, including litigation costs and regulatory fines. Quality problems can also adversely affect the experience for users of the Company's products, and result in harm to the Company's reputation, loss of competitive advantage, poor market acceptance, reduced demand for products, delay in new product introductions and lost sales.

An information systems interruption, cyberattack or breach in security could adversely affect our business.

We rely on accounting, financial, and operational management information systems to conduct our operations. Any disruption in these systems could adversely affect our ability to conduct our business. Furthermore, as part of our normal business activities, we collect and store common confidential information about customers, employees, vendors, and suppliers. This information is entitled to protection under a number of regulatory regimes. Any failure to maintain the security of the data, including the penetration of our network security and the misappropriation of confidential and personal information, could result in business disruption, damage to our reputation, financial obligations to third parties, fines, penalties, regulatory proceedings and private litigation with potentially large costs, and also result in deterioration in customers confidence in us and other competitive disadvantages, and thus could have a material adverse impact on our financial condition and results of operations.

Cyberattacks are a growing geopolitical risk, becoming larger, more frequent, more sophisticated and more relentless as technology has evolved, resulting in privacy, security, and compliance concerns. They are a significant threat to individual organizations and national security. High-profile security breaches at other companies and in government agencies have increased in recent years, and security industry experts and government officials have warned about the risks of hackers and cyberattacks targeting businesses. While we devote resources to security measures to protect our systems and data, these measures cannot provide absolute security. The investor must also recognize the risk that these types of attacks might have on the entire supply and distribution chain for the Company's product line. In a world that runs on the internet, the Company can only be as strong as its weakest link, whether as a financial service provider, third party distributor, reseller, transportation service provider, contract manufacturer, customer or consumer.

Changes in tax laws and unanticipated tax liabilities could adversely affect our effective income tax rate and profitability.

We are subject to income taxes in the United States. Our effective income tax rate could be adversely affected in the future by several factors, including changes in the valuation of deferred tax assets and liabilities and changes in tax laws. We regularly assess all of these matters to determine the adequacy of our tax provision. If our tax strategies are ineffective or we are not in compliance with domestic and international tax laws, our financial position, operating results, and cash flows could be adversely affected.

Our business, financial condition and results of operations may be adversely impacted by the effects of inflation.

Inflation has the potential to adversely affect our business, financial condition and results of operations by increasing our overall cost structure, particularly if we are unable to achieve commensurate increases in the prices we charge our customers. The Company continues to experience inflationary cost pressures in our commodities, packaging materials, wages and higher energy and transportation costs, thus potentially impacting our ability to meet customer demand. We attempt to mitigate these increases through pricing strategies, as well as working with a dedicated freight forwarding partner to minimize freight rate increases. Inflation may impact customer demand for our products resulting from a slowdown in consumer spending as disposable income decreases due to rising interest rates, the price of essential items, availability of credit and dwindling savings. Other risk factors further exacerbated by inflation include supply chain disruptions, increased oil and energy costs, risks of international operations and the recruitment and retention of talent.

Risks Related to our International Operations

Economic regulation, trade restrictions, and increasing manufacturing costs in China could adversely impact our business and results of operations.

The Company uses contract manufacturing facilities in the People's Republic of China. Significant increases in wages or wage taxes paid by contract manufacturing facilities may increase the cost of goods manufactured in China which could have a material adverse effect on the Company's profit margins and profitability. Additionally, government trade policies, including the imposition of tariffs, export restrictions, sanctions or other retaliatory measures, as described above under "*The Company is dependent on the proper functioning of our contract manufacturers, our supply chain, and our distribution networks. Any disruptions could adversely affect our business, financial condition or results of operations.*," could limit our ability to source materials and products from China at acceptable prices or at all. We do not currently have arrangements with contract manufacturers in other countries that may be acceptable substitutes. We cannot predict what actions may ultimately be taken with respect to tariffs, export controls, countermeasures, or other trade measures between the U.S. and China or other countries and what products may be subject to such actions. To the extent such actions inhibit our transactions with contract manufacturing facilities and suppliers in China, our business may be materially adversely affected.

Geopolitical conflicts including those between Russia and Ukraine, those occurring in the Middle East and other similar conflicts could adversely affect our business, financial condition, and results of operations.

In February 2022, Russian military forces invaded Ukraine, resulting in an ongoing military conflict between the two countries. The length, impact and outcome of the ongoing conflict is highly unpredictable and the conflict has caused, and has expected to continue to cause, global political, economic and social instability, volatility in commodity prices and energy prices, increased cyberattacks and disruptions to the global economy, international trade and global supply chain. In response to the invasion, the United States, United Kingdom, and European Union, along with others, imposed significant sanctions and export controls against Russia, Russian banks and certain Russian individuals and may implement additional sanctions or take further punitive actions in the future. In accordance with Executive Order 14071 signed on April 6, 2022, the Company suspended sales to Russia at that time. Also, as a result of the humanitarian crisis in Ukraine created by the war and the population seeking refuge in other countries, sales to Ukraine were impacted. There have been no sales to Russia during the fiscal years ended June 30, 2024 and 2023, however, sales to Ukraine resumed during the current fiscal year with more expected in the future. Prior to the imposition of the sanctions against Russia, sales to Russia approximated 2% of the Company's total sales.

On October 7, 2023, Hamas launched attacks on civilian and military targets in Southern and Central Israel, to which the Israel Defense Forces responded. In addition, Hezbollah has launched attacks on Northern Israel, to which Israel also responded. The conflict has negatively impacted transportation in the region and the supply of energy. The length and severity of the conflict is unknown at this time and any continuation of the clash may escalate in the future into a greater regional conflict.

We are unable to predict the impact the above conflicts will have on our business, financial condition and results of operations for the future. We continue to actively monitor the conflicts and will report on any adverse effects as necessary as developments occur.

We may be subject to risks related to doing business in, and having counterparties based in, foreign countries.

We engage in operations, and enter into agreements with counterparties, located outside the U.S., which exposes us to political, governmental, and economic instability and foreign currency exchange rate fluctuations. Any disruption caused by these factors could harm our business, results of operations, financial condition, liquidity, and prospects. Risks associated with potential operations, commitments, and investments outside of the U.S. include but are not limited to risks of:

- global and local economic, social and political conditions and uncertainty;
- currency exchange restrictions and currency fluctuations;
- export and import duties;
- war, such as the invasion of Ukraine by Russia, military conflicts in the Middle East or terrorist attack;
- local outbreak of disease or pandemic;
- renegotiation or nullification of existing contracts or international trade arrangements;
- labor market conditions and workers' rights affecting our manufacturing operations or those of our customers;
- macro-economic conditions impacting key markets and sources of supply;
- changing laws and policies affecting trade, taxation, financial regulation, immigration, and investment;
- compliance with laws and regulations that differ among jurisdictions, including those covering taxes, intellectual property ownership and infringement, imports and exports, anti-corruption, and anti-bribery, antitrust and competition, data privacy, and environment, health, and safety; and
- general hazards associated with the assertion of sovereignty over areas in which operations are conducted, transactions occur, or counterparties are located.

Fluctuations in currency exchange rates could affect the Company's financial results and operations, including with respect to pricing of products and overall demand for the Company's products.

The Company receives a material portion of its sales and profits from business in Europe. To the extent that the value of the U.S. dollar increases relative to currencies in those jurisdictions, it increases the cost of the Company's products in those jurisdictions, which could create negative pressure on the foreign demand for the Company's products. The Company is paid by its international customers in U.S. dollars. Volatility in the exchange rates between the foreign currencies and the U.S. dollar could result in increased prices, a decrease in the overall demand for the Company's products or lead customers to purchase lower-priced, lower profit products and, as such, could have an adverse effect on the Company's business, financial condition and results of operations.

Risks Related to our Stock

Our stock price has been, and may in the future, be subject to significant fluctuations and volatility.

The market price of our stock is subject to price volatility. Additionally, over the years, the Company, the technology industry, and the stock market as a whole have experienced extreme stock price and volume fluctuations that have affected stock prices in ways that may have been unrelated to companies' operating performance. Factors such as the depth and liquidity of the market for our common stock, investor perceptions of us and our business, actions by institutional shareholders, strategic actions by us, litigation, changes in accounting standards, policies, guidance, interpretations and principles, additions or departures of key personnel, a decline in demand for our products and our results of operations, financial performance and future prospects may cause the market price and demand for our common stock to fluctuate substantially, which may limit or prevent investors from realizing the liquidity of their shares. During the fiscal year ended June 30, 2024, the sales price of our common stock fluctuated between a reported high sales price of \$6.95 on May 14, 2024 and a reported low sales price of \$2.27 on April 17, 2024. The trading volume in shares of our common stock can also vary widely. For example, during the most recent fiscal year, daily trading volume ranged from a low of 2,000 shares on April 30, 2024 to a high of 19,694,200 on May 14, 2024. Our market capitalization, as implied by various trading prices, can reflect valuations that diverge significantly from those seen prior to volatility and, to the extent these valuations reflect trading dynamics unrelated to our financial performance or prospects, purchasers of our common stock could incur substantial losses if there are declines in market prices driven by a return to earlier valuations. As a result of this volatility, investors may experience losses on their investment in our common stock.

A “short squeeze” due to a sudden increase in demand for shares of our common stock that largely exceeds supply could lead to extreme price volatility in shares of our common stock.

In the past, securities of certain companies have experienced significant and extreme volatility in stock price due to a sudden increase in demand for stock resulting in aggregate short positions in the stock exceeding the number of shares available for purchase, forcing investors with short exposure to pay a premium to repurchase shares for delivery to share lenders. This is known as a “short squeeze.” These short squeezes can lead to the price per share of those companies to trade at a significantly inflated rate that is disconnected from the underlying value of the company. Trading by short sellers may increase the likelihood that our common stock will be the target of a short squeeze. A short squeeze could lead to volatile price movements in shares of our common stock that are unrelated or disproportionate to our operating performance or prospects and, once investors purchase the shares of our common stock necessary to cover their short positions, the price of our common stock may rapidly decline. Stockholders that purchase shares of our common stock during a short squeeze may lose a significant portion of their investment.

The Koss family, including certain members of our management, owns a significant percentage of our stock and, as a result, the trading price for our shares may be depressed and they can take actions that may be adverse to the interests of our stockholders.

Michael Koss, our President and Chief Executive Officer, beneficially owned 4,018,410 shares of our common stock as of August 1, 2024, representing 42.5% of shares outstanding on such date, including shares held by a voting trust over which Mr. Koss holds sole voting and dispositive power. This significant concentration of share ownership may adversely affect the trading price for our common stock because investors may perceive disadvantages in owning stock in companies with a large stockholder, since such a stockholder can significantly influence all matters requiring approval by our stockholders, including the election and removal of directors and any proposed merger, consolidation or sale of all or substantially all of our assets. In addition, due to his significant ownership stake and his service as our Principal Executive Officer and Chairman of the Board of Directors, Michael Koss directs the management of our business and affairs. This concentration of ownership could have the effect of delaying, deferring or preventing a change in control, or impeding a merger or consolidation, takeover or other business combination that could be favorable to our other stockholders.

Future sales of a substantial amount of our common stock in the public markets by our insiders, or the perception that these sales may occur, may cause the market price of our common stock to decline.

Our employees, directors and officers, and their affiliates collectively hold substantial amounts of shares of our common stock and have vested options for the purchase of our common stock. Sales of a substantial number of such shares by these stockholders, or the perception that such sales will occur, may cause the market price of our common stock to decline. Other than restrictions on trading that arise under securities laws (or pursuant to our securities trading policy that is intended to facilitate compliance with securities laws), including the prohibition on trading in securities by or on behalf of a person who is aware of nonpublic material information, we have no restrictions on the right of our employees, directors and officers, and their affiliates, to sell their unrestricted shares of common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

The Company maintains policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and has integrated these processes into the overall risk management processes. The Company has programs in place intended to address and mitigate the cybersecurity risks that could adversely impact customers and/or reputation and lead to financial losses from remediation actions, loss of business, production downtimes and operational delays. These programs include regular monitoring of outside threats, continuous updating of software to mitigate risk, education of employees to the risks of external threats, a simplification of infrastructure to minimize servers and migration of business-critical systems, including the Company's ERP system, to Tier-1 cloud service providers.

Annual vulnerability assessments and penetration testing, as well as periodic web application scanning, is performed by third party service providers as directed by the Company's Managed Service Provider ("MSP"). The results of these tests are shared with the CFO by the MSP. We have processes in place to evaluate the potential risks from cybersecurity threats associated with our use of third-party service providers that have access to our data, including a review process for such providers' cybersecurity practices, risk assessments, contractual requirement and system monitoring. The Company also recently partnered with a breach protection platform to provide security and phishing training to its employees.

The Company has not been impacted by any previous cybersecurity incidents that would materially affect business operations or financial conditions.

Governance

The Company's MSP is responsible for identifying and assessing risks on an ongoing basis to ensure that the Company's policies and procedures are functioning as designed to protect the Company's information systems from potential cybersecurity threats. Management is provided regular updates on the Company's cybersecurity programs and material cybersecurity risk and mitigation strategies, along with any necessary enhancements to those programs. Cybersecurity policies and processes are reviewed annually with the Board of Directors, which serves in an oversight role as a whole. In addition, the Audit Committee and the Board consider risk-related matters on an ongoing basis in connection with deliberations regarding specific transactions and issues and would be notified immediately of any cybersecurity incidents.

ITEM 2. PROPERTIES

The Company leases its 126,000 square foot facility in Milwaukee, Wisconsin from Koss Holdings, LLC, which is controlled by five equal ownership interests in trusts held by the five beneficiaries of the former chairman's revocable trust and includes current stockholders of the Company. On May 24, 2022, the lease was renewed extending the expiration to June 30, 2028 (the "Extended Term"), with a second extension ("Second Extended Term") to June 30, 2033. The lease extension maintains the rent at a fixed rate of \$380,000 per year for the Extended Term with an increase to \$397,000 per year for the Second Extended Term. The negotiated increase in rent slated for 2028 will be the first increase in rent under the lease since 1996. The lease is being accounted for as an operating lease. The Company is responsible for all property maintenance, insurance, taxes, and other normal expenses related to ownership. The Company utilizes its Milwaukee facility for administrative, corporate and production functions. All facilities are in good repair and, in the opinion of the management, are suitable and adequate for the Company's business purposes.

ITEM 3. LEGAL PROCEEDINGS

As part of its intellectual property enforcement program, on July 22, 2020, the Company brought patent infringement suits against each of Apple Inc., Bose Corporation, PEAG, LLC d/b/a jLab Audio, Plantronics, Inc. and Polycom, Inc., and Skullcandy, Inc., alleging infringement of the Company's patents relating to its wireless headphone technology and seeking monetary relief and attorneys' fees. The lawsuit against Apple, Inc. filed in the U.S. District Court in the Western District of Texas on July 22, 2020 was dismissed on July 23, 2022 following resolution of the litigation between parties. The lawsuit against Plantronics, Inc. and Polycom, Inc. was dismissed on August 4, 2023 following resolution of the litigation between parties. The remaining lawsuits are pending in U.S. District Courts in District of Massachusetts (Bose Corporation), Southern District of California (PEAG, LLC), and District of Utah (Skullcandy, Inc.).

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 ON COMMON STOCK**

The Company's common stock is traded on The Nasdaq Capital Market under the trading symbol KOSS. There were 560 record holders of the Company's common stock as of August 26, 2024. This number does not include individual participants in security position listings. There were no dividends declared during the fiscal years ended June 30, 2024 and 2023.

COMPANY REPURCHASES OF EQUITY SECURITIES

Period (2024)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (1)	Approximate Dollar Value of Shares Available under Repurchase Plan
April 1 - April 30, 2024	—	\$ —	—	\$ 2,139,753
May 1 - May 31, 2024	—	\$ —	—	\$ 2,139,753
June 1 - June 30, 2024	—	\$ —	—	\$ 2,139,753

- (1) In April 1995, the Board of Directors approved a stock repurchase program authorizing the Company to purchase from time to time up to \$2,000,000 of its common stock for its own account. Subsequently, the Board of Directors periodically approved increases in the amount authorized for repurchase under the program. As of June 30, 2024, the Board had authorized the repurchase of an aggregate of \$45,500,000 of common stock under the stock repurchase program, of which \$43,360,247 had been expended. No purchases were made during the years ended June 30, 2024 or 2023.

DIVIDENDS

We have not paid dividends on our capital stock since March 2014 and do not anticipate paying any cash dividends on our common stock in the foreseeable future. We intend to retain future earnings to fund ongoing operations and future capital requirements. Any future determination to pay dividends will be at the discretion of our Board of Directors and will be dependent upon financial condition, results of operations, capital requirements and such other factors as the Board of Directors deems relevant.

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

The purpose of this discussion and analysis is to enhance the understanding and evaluation of the financial position, results of operations, cash flows, indebtedness, and other key financial information of the Company for fiscal years 2024 and 2023. Our MD&A should be read in conjunction with the Consolidated Financial Statements and related Notes included in Item 8, Financial Statements and Supplementary Data, of this Annual Report on Form 10-K. See also the "Cautionary Statement Regarding Forward-Looking Statements" on page 4 of this Report.

Overview

John C. Koss and the Company have been recognized as the creator of the personal listening industry. The Company initially developed the first Koss SP 3 stereo headphones in 1958 and has been an innovator in the field ever since. We market a complete line of high-fidelity headphones, wireless Bluetooth® headphones, wireless Bluetooth® speakers, computer headsets, telecommunications headsets, and active noise canceling headphones. Koss operates as one business segment, as its only business line is the design, manufacture and sale of stereo headphones and related personal listening accessories.

The Company's products are sold domestically and internationally through a variety of retailers and distributors, as well as directly to other manufacturers to include with their own products. Changes in sales volume are driven primarily by the addition or loss of customers, a customer adding or removing a product from its inventory, or changes in economic conditions. Sales levels are less impacted by seasonality or the traditional holiday shopping season.

Although certain of the Company's products could be viewed as essential by consumers for use with mobile phones and other portable electronic devices, many other models represent a more discretionary spend. The results of the Company's operations are therefore susceptible to consumer confidence and adverse macroeconomic factors such as inflation, slower growth or recession, higher interest rates, and wage and commodity inflation. In addition, the economic sanctions imposed as a result of the Russia/Ukraine conflict have impacted certain of our customers in those markets and the surrounding regions.

Fiscal Year 2024 Summary

Net sales declined 6.4% to \$12,265,069 due predominantly to the timing of inventory replenishment by the Company's largest European distributor in addition to a slowdown in Direct-to-Consumer (DTC) sales. Export sales fell 24% while domestic sales fell minimally at less than 1%.

Gross profit as a percentage of sales increased slightly by 0.1 percentage points to 34.1%. The favorable mix of higher margin domestic distributor sales and lower volume of lower margin export sales were offset by the adverse impact of the continued sell-through of inventory brought in at higher freight rates.

Selling, general and administrative expenses decreased significantly from the prior fiscal year due primarily to legal fees and expenses incurred in support of the Company's patent defense litigation, coupled with bonus and profit-sharing expense related to the net income from licensing proceeds in the prior year. Excluding the effect of these fees and expenses, selling, general and administrative expenses decreased by approximately 3.7%, mainly attributable to lower payroll expense as a result of personnel attrition.

No other income was reported for the year ended June 30, 2024, however, \$33,000,000 in licensing proceeds received in the first quarter of the prior year was recorded as other income during the year ended June 30, 2023.

A tax benefit of \$73,604 was recorded for the year ended June 30, 2024 as a result of the return-to-provision adjustment identified during the third quarter. Income tax expense of \$317,377 was incurred during the previous fiscal year as a direct result of the licensing income earned during the year.

Consolidated Results

The following table presents selected consolidated financial data for each of the past two fiscal years:

Consolidated Performance Summary	2024	2023
Net sales	\$ 12,265,069	\$ 13,099,651
Net sales (decrease) % from prior year period	(6.4)%	(26.0)%
Gross profit	\$ 4,185,447	\$ 4,457,414
Gross profit as % of net sales	34.1%	34.0%
Selling, general and administrative expenses	\$ 6,057,606	\$ 29,341,634
Selling, general and administrative expenses as % of net sales	49.4%	224.0%
Interest income	\$ 847,644	\$ 520,809
Other income	\$ —	\$ 33,000,000
(Loss) income before income tax (benefit) provision	\$ (1,024,515)	\$ 8,636,589
(Loss) income before income tax (benefit) provision as % of net sales	(8.4)%	65.9%
Income tax (benefit) provision	\$ (73,604)	\$ 317,377
Income tax (benefit) provision as % of (loss) income before income tax (benefit) provision	7.2%	3.7%

2024 Results of Operations Compared with 2023

Net sales for the year ending June 30, 2024 declined by 6.4% to \$12,265,069 primarily due to a 24.0% drop in sales to the Company's export markets as well as a 19.7% decrease in DTC sales.

The downturn in export net sales of \$781,499 for the fiscal year 2024 is almost entirely due to a shortfall in sales to the Company's largest European distributor as they delayed replenishment of their inventory, as well as a 19.6% decline in sales to Asia behind lower sales to an original equipment manufacturer of metal detectors. A revival of orders from the Ukrainian distributor slightly offset the decline.

Domestic sales for the year ended June 30, 2024 decreased by less than 1%, or \$53,083, to \$9,795,438. DTC sales, which represent nearly 30% of the Company's total sales, were down almost 20%. We believe this decline is driven by softer discretionary spending as consumers react to higher inflation and other spending commitments. A near 50% increase in sales to E-tailers, a sizable custom headphone order during the current fiscal year and a slight improvement in sales to certain of the Company's U.S. distributors mostly offset the decline in DTC sales.

Gross profit as a percentage of net sales for the year ended June 30, 2024 was 34.1% versus 34.0% for the prior fiscal year. Gross margins vary by customer, product, and markets and, as a result, any shifts in the mix can impact the overall gross margin. While the mix of higher margin U.S. distributor sales coupled with fewer lower margin export sales was favorable compared to the prior fiscal year, the impact of an increase in the reserve for excess and obsolete inventory and continued sell-off of inventory received at higher freight costs in prior years continued to adversely impact gross margins. The Company was able to maintain fairly consistent freight rates throughout the fiscal year 2024 because of the renewal of their partnership agreement with a dedicated freight forwarder, which provided access to lower freight rates even though market rates increased near the end of the fiscal year. The impact of broader economic factors such as inflation and shifts in consumer behavior could result in overcapacity in the market and rising freight costs. The Company continues to monitor the situation.

Selling, general and administrative expenses for the fiscal year ended June 30, 2024 declined approximately 80% from \$29,342,000 to \$6,058,000. In addition to the legal fees and expenses of \$22,141,000 incurred during the prior fiscal year to support the Company's patent defense and litigation resolution, a bonus accrual of \$334,000 and a profit-sharing payout of \$576,000 were recorded in expense as a result of the increased net income for the year ended June 30, 2023. Excluding the effect of these legal fees and related expenses, selling, general and administrative expenses still decreased by approximately \$233,000, or 3.1%. The decrease is predominantly driven by a decrease in payroll expense due to personnel departures in the prior fiscal year whose job responsibilities were absorbed internally.

There was no other income reported for the year ended June 30, 2024. Other income for the year ended June 30, 2023 consisted entirely of \$33,000,000 in licensing proceeds received in the first quarter of that year.

Interest income of \$847,644 was recorded during the year ended June 30, 2024 mainly due to interest earned on the U.S. Treasury investments held during the year in order to earn a return on the Company's excess cash while maintaining a low risk profile. This compares to \$520,809 of interest income earned in the prior fiscal year from these securities.

A net income tax benefit of \$73,604 was reported for the year ended June 30, 2024 and included a federal income tax benefit of \$81,278 recorded as a result of the return-to-provision (RTP) adjustments recorded in the period identified. The RTP adjustments were identified as part of the preparation and submission of the fiscal year 2023 tax returns during the third quarter. State income tax expense of \$7,674, which represented only the required minimum estimated tax payments due, partially offset the benefit. Income tax expense of \$317,377 for the year ended June 30, 2023 was comprised of the U.S. federal statutory rate of 21% and the blended state income tax rate of approximately 3.8%, offset by an adjustment to the valuation allowance for deferred tax assets. The utilization of net operating loss carryforwards significantly reduced the taxable income, resulting in federal and state tax provisions of \$230,139 and \$87,237, respectively. The effective tax rate was 7.2% for the fiscal year ended June 30, 2024 compared to 3.7% for the previous fiscal year.

The Company's taxable loss for the year ended June 30, 2024 increased the federal tax loss carryforward by \$1,270,000, resulting in an expected carryforward of approximately \$32,800,000 by the end of the fiscal year. The current fiscal year adjustment to the net operating loss carryforward increased the deferred tax asset to approximately \$8,500,000 as of June 30, 2024, and the future realization of this continues to be uncertain. The valuation allowance was increased to fully offset the net deferred tax asset as there is sufficient negative evidence to support the maintaining of a full valuation allowance as, excluding unusual, infrequent items, a three-year cumulative tax loss occurred.

As previously reported, the Company maintains a program focused on enforcing its intellectual property and, in particular, certain of its patent portfolio. The Company has enforced its intellectual property by filing complaints against certain parties alleging infringement on the Company's patents relating to its wireless headphone technology. The Company has recovered certain of the fees and costs that were involved with the underlying efforts to enforce this portfolio, as further described in the notes to the financial statements included in this Annual Report on Form 10-K. Part of the litigation related to this enforcement has been dismissed and the Company received non-recurring net proceeds of nearly \$11,000,000 in the 2023 fiscal year from the granting of licenses to certain of its patents. If the program continues to be successful with the remaining complaints, the Company may receive additional royalties, offers to purchase its intellectual property, or other remedies advantageous to its competitive position; however, there is no guarantee of a positive outcome from these efforts, which could ultimately be time consuming and unsuccessful. Additionally, the Company may owe all or a portion of any future proceeds arising from the enforcement program to third parties.

The Company believes that its financial position remains strong. The Company had \$2.8 million of cash and cash equivalents, \$12.1 million of short-term investments and available credit facilities of \$5.0 million on June 30, 2024.

During fiscal year 2024, inflation, increased interest rates and higher energy costs continue to impact consumers' discretionary spending, and in turn, the Company's sales volumes. Inflation may impact customer demand for our products resulting from a slowdown in consumers' willingness to spend as disposable income decreases due to rising prices of essential items, spend through of excess savings from earlier in the pandemic and leading indicators pointing to a softening in the labor market. Inflationary cost increases have resulted in higher costs of commodities, packaging materials, and wages, along with higher energy and transportation costs. These increases have been partially mitigated by pricing actions implemented in the prior fiscal year and the Company continues to work with a dedicated freight forwarding partner to minimize freight rate increases. Other risk factors further exacerbated by inflation include supply chain disruptions, increased oil and energy costs, risks of international operations and the recruitment and retention of talent.

The Company relies on our third-party supply chain, primarily in southern China, and distribution networks and the availability of necessary components to produce a considerable number of our products. A reduction or interruption in supply, including interruptions due to pandemic related restrictions, geopolitical unrest, labor shortages or strikes, or a failure to procure adequate components, may lead to delays in manufacturing or increases in costs.

The global supply chain remains fragile, even while there is some stabilization and improved predictability. Freight rates continue to rise based on strong U.S. import demand and ongoing challenges shipping through the Red Sea and Suez Canal. The Company rarely uses this route so no material adverse impacts are expected, but the conflict has impacted freight traffic for the Company's resellers. The Company continues to monitor ongoing tensions in Eastern Europe and the Middle East and the supply chain team will react as necessary should supply chain disruptions occur. This could include increasing the investment in inventory, being alert to potential short supply situations, assisting suppliers with acquisition of critical components and utilizing alternative sources and/or air freight.

Financial and credit markets around the world experienced volatility following the invasion of Ukraine by Russia in February 2022. In response to the invasion, the United States, United Kingdom, and European Union, along with others, imposed significant sanctions and export controls against Russia, Russian banks and certain Russian individuals and may implement additional sanctions or take further punitive actions in the future. In accordance with Executive Order 14071 signed on April 6, 2022, the Company suspended sales to Russia. While there is a humanitarian crisis in Ukraine created by the war and the population continues to seek refuge in other countries, the Company did receive a sizable order from their Ukrainian distributor in the first quarter of fiscal year 2024 with potential for more orders in the new year. During the years ended June 30, 2024 and 2023, there were no sales to Russia.

Liquidity and Capital Resources

Cash Flows

The following table summarizes our cash flows from operating, investing and financing activities for each of the past two fiscal years:

Total cash provided by (used in):	2024	2023
Operating activities	\$ (190,531)	\$ 10,735,649
Investing activities	(198,425)	(17,024,107)
Financing activities	134,975	171,350
Net (decrease) in cash and cash equivalents	<u>\$ (253,981)</u>	<u>\$ (6,117,108)</u>

Operating Activities

Cash used in operating activities of the Company during the year ended June 30, 2024 included bonus payouts of \$403,000 and funding of \$362,000 relating to employee payroll taxes on the gains from the disqualifying dispositions of incentive stock options. Cash outflow was partially offset by tighter inventory buying practices and interest received on investments. During the previous year, cash provided by operating activities of the Company included the licensing proceeds received, partially offset by the payment of related legal fees and expenses and the profit-sharing payout.

Investing Activities

Net cash used by investing activities for year ended June 30, 2024 was related to capital expenditures, including the replacement of a roof section of the building and HVAC upgrades for approximately \$330,000 and premiums on company-owned life insurance policies for two of its executives. Proceeds of \$14,331,000 were received during the year ended June 30, 2024 from the maturity of U.S. Treasury securities and were mostly reinvested to purchase \$14,286,000 of similar securities at a \$300,000 discount. In the prior year, cash used for investing activities was almost entirely related to the purchase of \$19,334,000 of U.S. Treasury securities at a discount of \$474,000, offset slightly by proceeds of \$2,022,000 from the maturity of one of the Company's U.S. Treasury notes. Purchases of equipment and leasehold improvements by the Company of \$98,441 and the payment of premiums on Company-owned life insurance policies for two of its executives also contributed to the overall use of cash during the year ended June 30, 2023.

Financing Activities

The cash generated from financing activities in the years ended June 30, 2024 and 2023 was solely driven by stock option exercises. In the fiscal year ended 2024, there were stock option exercises of 65,000 shares generating \$134,975 of cash. This compares to the exercise of 87,000 options during the year ended June 30, 2023, which generated cash of \$171,350. There were no purchases of common stock in 2024 or 2023 under the stock repurchase program.

As of June 30, 2024 and 2023, the Company had no outstanding borrowings on its bank line of credit facility under the Credit Agreement (described below under "Credit Facility").

Short Term Liquidity

The Company anticipates funding its normal recurring trade payables, accrued expenses, ongoing R&D costs, inventory purchases and any potential interest payments, if it utilizes its line of credit facility, through existing working capital, funds provided by operating activities and interest earned on investments. Payment terms for the majority of the Company's international customers, as well as custom and OEM customers, are cash in advance whereby funds are received before a shipment is even made. The Company believes its existing cash, cash equivalents, investments in short-term U.S. Treasury securities, cash provided by operating activities and borrowings under its credit facility, if any, will be sufficient to meet its anticipated working capital, and capital expenditure requirements during the next twelve months. There can be no assurance, however, that the Company's business will continue to generate cash flow at current levels. If the Company is unable to generate sufficient cash flow from operations, then it may be required to sell assets, reduce capital expenditure, or draw on its credit facilities. Management is focused on increasing sales, especially in the U.S. distributor market, DTC, and the export markets, increasing new product introductions, increasing the generation of cash from operations, and improving the Company's overall earnings to help improve the Company's liquidity. The Company regularly evaluates new product offerings, inventory levels, and capital expenditure to ensure that it is effectively allocating resources in line with current market conditions.

Long Term Liquidity

The Company's future capital requirements, to a certain extent, are also subject to general conditions in or affecting the electronics industry and are subject to general economic, political, financial, competitive, legislative, and regulatory factors that are beyond its control. Moreover, to the extent that existing cash, cash equivalents, cash from operations, and cash from its credit facilities are insufficient to fund its future activities, the Company may need to raise additional funds through public or private equity or debt financing, subject to the limitations specified in the Credit Agreement (as defined below). In addition, the Company may also need to seek additional equity funding or debt financing if it becomes a party to any agreement or letter of intent for potential investments in, or acquisitions of, businesses, services, or technologies.

Credit Facility

On May 14, 2019, the Company entered into a secured credit facility ("Credit Agreement") with Town Bank ("Lender"). The Credit Agreement provides for a \$5,000,000 revolving secured credit facility as well as letters of credit for the benefit of the Company of up to a sublimit of \$1,000,000. There are no unused line fees in the credit facility. On January 28, 2021, the Credit Agreement was amended to extend the expiration to October 31, 2022, and to change the interest rate to Wall Street Journal Prime less 1.50%. A Third Amendment to the Credit Agreement effective October 30, 2022 extends the maturity date to October 31, 2024. The Company and the Lender also entered into a General Business Security Agreement dated May 14, 2019 under which the Company granted the Lender a security interest in substantially all of the Company's assets in connection with the Company's obligations under the Credit Agreement. The Credit Agreement contains certain affirmative and negative covenants customary for financings of this type. The negative covenants include restrictions on other indebtedness, liens, fundamental changes, certain investments, disposition of assets, mergers and liquidations, among other restrictions. The Company is currently in compliance with all covenants related to the Credit Agreement. As of June 30, 2024 and 2023, there were no outstanding borrowings on the facility.

Stock Repurchase Program

In April 1995, the Board of Directors approved a stock repurchase program authorizing the Company to purchase, from time to time, up to \$2,000,000 of its common stock for its own account. Subsequently, the Board of Directors periodically approved increases in the amount authorized for repurchase under the program. As of June 30, 2024, the Board had authorized the repurchase of an aggregate of \$45,500,000 of common stock under the stock repurchase program, of which \$43,360,247 had been expended. No stock repurchases were made under the program during the years ended June 30, 2024 or 2023.

As of June 30, 2024, the amount of common stock subject to repurchase by the Company under the Board of Director's prior authorization remained \$2,139,753 at the discretion of the Chief Executive Officer of the Company. Future stock purchases under this program are dependent on management's assessment of value versus market price, may occur either on the open market or through privately negotiated transactions and may be financed through the Company's cash flow or by borrowing.

Contractual Obligation

The Company leases the 126,000 square foot facility from Koss Holdings, LLC, which is controlled by five equal ownership interests in trusts held by the five beneficiaries of the former Chairman's revocable trust and includes current stockholders of the Company. On May 24, 2022, the lease was renewed for a period of five years, ending June 30, 2028, and is being accounted for as an operating lease. The lease extension maintained the rent at a fixed rate of \$380,000 per year. The Company has the option to renew the lease for an additional five years beginning July 1, 2028 and ending June 30, 2033 under the same terms and conditions except that the annual rent will increase to \$397,000. The negotiated increase in rent slated for 2028 will be the first increase in rent since 1996. The Company is responsible for all property maintenance, insurance, taxes, and other normal expenses related to ownership. The facility is in good repair and, in the opinion of management, is suitable and adequate for the Company's business purposes.

Critical Accounting Policies

Our discussion and analysis of financial condition and results of operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We have made estimates and we continually evaluate our estimates and judgments, including those related to doubtful accounts, product returns, excess inventories, warranties, impairment of long-lived assets, deferred compensation, income taxes and other contingencies. We base our estimates on historical experience and assumptions that we believe to be reasonable under the circumstances, taking into consideration certain possible adverse impacts from inflation, the economic sanctions imposed on the international community as a result of the continued conflicts in Eastern Europe and the Middle East, and any changes to the global economic situation as a consequence of future pandemics. Actual results may differ from these estimates.

Below are the estimates that we believe are critical to the understanding of the Company's results of operations and financial condition. Other accounting policies are described in Note 1, "Significant Accounting Policies" to the consolidated financial statements included in this Annual Report on Form 10-K.

Revenue Recognition

Revenues from product sales are recognized when the customer obtains control of the product, which typically occurs upon shipment from the Company's facility. There are a very limited number of customers for which control does not pass until they have received the products at their facility. Revenue from product sales is adjusted for estimated warranty obligations and variable consideration, which are detailed below. The Company uses a five-step analysis to determine how revenue is recognized. The underlying principle is to recognize revenue when promised goods or services transfer to the customer. The amount of revenue recognized is to reflect the consideration expected to be received for those goods or services. See Note 3 to the Consolidated Financial Statements for additional information on revenue recognition.

Accounts Receivable

The Company performs ongoing credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of the customer's current credit information. The Company continuously monitors collections and payments from customers and maintains an allowance for estimated credit losses. Accounts receivable are stated net of an allowance for doubtful accounts. The Company establishes an allowance based upon the current expected credit loss impairment model. The Company applies a historical loss rate based upon historic write-offs, adjusted for current conditions and reasonable and supportable forecasts of future losses as necessary. The Company may also record a specific reserve for individual accounts if they become aware of specific customer circumstances such as bankruptcy or deterioration in operation results or financial position. These specific reserves are re-evaluated and adjusted as additional information is received that impacts the amount reserved. However, the ultimate collectability of the unsecured receivable is dependent upon the financial condition of an individual customer, which could change rapidly and without warning.

Inventories

The Company values its inventories using standard cost which approximates the lower of first in first out ("FIFO") cost or net realizable value. Valuing inventories at the lower of cost or net realizable value requires the use of estimates and judgment. The Company continues to use the same techniques to value inventories that it has in the past. Our customers may cancel their orders or change purchase volumes. This, or certain additional actions or market developments, could create excess inventory levels, which would impact the valuation of our inventories. Any actions taken by our customers or market developments that could impact the value of our inventory are considered when determining the lower of cost or net realizable value valuations. The Company regularly reviews inventory quantities on hand and records a provision for excess and obsolete inventory based primarily on historical and projected usage and production requirements. If the Company is not able to achieve its expectations of the net realizable value of the inventory at its current value, the Company would have to adjust its reserves accordingly. When a reserve is established, it creates a new cost basis, which is not increased in the future.

Product Warranty Obligations

The Company offers a lifetime warranty to consumers in the United States and certain other countries. This lifetime warranty creates a future performance obligation. There are also certain foreign distributors that receive warranty repair parts and replacement headphones to satisfy warranty obligations in those countries. The Company defers revenue to recognize the future obligations related to these warranties. The deferred revenue is based on historical analysis of warranty claims relative to sales. This deferred revenue reflects the Company's best estimates of the amount of warranty returns and repairs it will experience during those future periods. If

future warranty activity varies from the estimates, the Company will adjust the estimated deferred revenue, which would affect net sales and operating results in the period that such adjustment becomes known.

Deferred Compensation

The Company's deferred compensation liability is for a current officer and is calculated based on various assumptions that may include compensation, years of service, expected retirement date, discount rates and mortality tables. The related expense is calculated using the net present value of the expected payments and is included in selling, general and administrative expenses in the Consolidated Statements of Operations. Management makes estimates of life expectancy and discount rates using information available from several sources. In addition, management estimates the expected retirement date for the current officer as that impacts the timing for expected future payments. See Note 10 to the Consolidated Financial Statements for additional information on deferred compensation.

Stock-Based Compensation

The Company has a stock-based employee compensation plan, which is described more fully in Note 12 to the Consolidated Financial Statements. The Company accounts for stock-based compensation in accordance with ASC 718 "Compensation - Stock Compensation". Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. The expected term of the options and volatility are estimated using historical experience for the options by vesting period. The risk-free interest rate is calculated based on the expected life of the options. The Company does not estimate forfeitures as they are recognized when they occur.

Income Taxes

We estimate a provision for income taxes based on the effective tax rate expected to be applicable for the fiscal year. If the actual results are different from these estimates, adjustments to the effective tax rate may be required in the period such determination is made. Additionally, discrete items are treated separately from the effective rate analysis and are recorded separately as an income tax provision or benefit at the time they are recognized.

Deferred income taxes are accounted for under the asset and liability method whereby deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using statutory tax rates. Deferred income tax provisions are based on changes in the deferred tax assets and liabilities from period to period. Additionally, we analyze our ability to recognize the net deferred income tax assets created in each jurisdiction in which we operate to determine if valuation allowances are necessary based on the "more likely than not" criteria.

New Accounting Pronouncements

Applicable new accounting pronouncements are set forth under Item 15 of this Annual Report on Form 10-K and are incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See the Consolidated Financial Statements included herewith.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures.

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are designed to ensure that (1) information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms; and (2) that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

The Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of June 30, 2024. The Company’s management has concluded that the Company’s disclosure controls and procedures as of June 30, 2024, were effective at the reasonable assurance level.

Management’s Annual Report on Internal Controls over Financial Reporting.

The Company’s management, including its Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) and designing such internal controls to provide reasonable assurances 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. There are inherent limitations to the effectiveness of any system of internal control over financial reporting, including the possibility of human error or the circumvention or overriding of controls and procedures. Accordingly, even effective internal control over financial reporting can only provide reasonable assurance of achieving its control objectives.

Management conducted its evaluation of the effectiveness of its internal control over financial reporting based on the framework in the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management has concluded that the Company’s internal control over financial reporting as of June 30, 2024, was effective.

Changes in Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the three months ended June 30, 2024, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

This information is incorporated by reference to Koss Corporation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the Commission under Regulation 14A within 120 days of the end of the fiscal year covered by this Form 10-K. The Company adopted a code of ethics, which is a "code of ethics" as defined by applicable rules of the SEC, which is applicable to its directors, officers and employees. The code of ethics is publicly available on the Company's website at investors.koss.com. If the Company makes any substantive amendments to the code of ethics or grants any waiver, including any implicit waiver, from a provision of the code to its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, the Company will disclose the nature of the amendment or waiver on that website or in a report on Form 8-K.

ITEM 11. EXECUTIVE COMPENSATION.

This information is incorporated by reference to Koss Corporation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the Commission under Regulation 14A within 120 days of the end of the fiscal year covered by this Form 10-K.

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

This information is incorporated by reference to Koss Corporation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the Commission under Regulation 14A within 120 days of the end of the fiscal year covered by this Form 10-K.

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

This information is incorporated by reference to Koss Corporation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the Commission under Regulation 14A within 120 days of the end of the fiscal year covered by this Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

This information is incorporated by reference to Koss Corporation's Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed with the Commission under Regulation 14A within 120 days of the end of the fiscal year covered by this Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

The following documents are filed as part of this report:

1. Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm	28
Consolidated Balance Sheets as of June 30, 2024 and 2023	30
Consolidated Statements of Operations for the Years Ended June 30, 2024 and 2023	31
Consolidated Statements of Cash Flows for the Years Ended June 30, 2024 and 2023	32
Consolidated Statements of Stockholders' Equity for the Years Ended June 30, 2024 and 2023	33
Notes to Consolidated Financial Statements	34

2. Financial Statement Schedules

All schedules have been omitted because the information is not applicable, is not material or because the information required is included in the Consolidated Financial Statements or the notes thereto.

3. Exhibits Filed

See Exhibit Index attached hereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Koss Corporation and Subsidiaries

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Koss Corporation and Subsidiaries (the “Company”) as of June 30, 2024 and 2023, and the related consolidated statements of operations, stockholders’ equity, and cash flows for the years ended June 30, 2024 and 2023, and the related notes (collectively referred to as 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 June 30, 2024 and 2023, and the results of its operations and its cash flows for the years ended June 30, 2024 and 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s 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 the 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.

Critical Audit Matter

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

Deferred Compensation

As described in Note 10 to the consolidated financial statements, the Company has a deferred compensation agreement with a current officer as of June 30, 2024 and 2023, which is measured at its estimated net present value. The principal consideration for our determination that deferred compensation should be a critical audit matter was based on the subjective nature of the assumptions estimated and used by management to calculate the deferred compensation liability. Assumptions subject to estimate included discount rates, mortality rates, and future retirement date. Changes to these assumptions may have a material impact on the consolidated financial statements.

The primary audit procedures we performed to address this critical audit matter included:

- We tested the design of controls over the Company’s process for accounting and recording the deferred compensation liability.
- We evaluated management’s calculation methodology and its compliance with accounting principles generally accepted in the United States of America regarding deferred compensation liabilities.
- We tested the discount and mortality rate assumptions used by management to calculate the deferred compensation liability by independently determining our own assumptions based on the relevant facts and circumstances and recalculating the deferred compensation liability utilizing those assumptions.
- We confirmed with the current officer his expected retirement date.

/s/Wipfli LLP
PCAOB ID 344

We have served as the Company's auditor since 2019.

Radnor, Pennsylvania
August 30, 2024

KOSS CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

As of June 30,	2024	2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,837,081	\$ 3,091,062
Short term investments	12,104,459	17,064,274
Accounts receivable, less allowance for credit losses of \$1,922 and \$6,027, respectively	1,208,319	1,379,517
Inventories	4,473,680	6,423,441
Prepaid expenses and other current assets	1,081,437	1,002,514
Interest receivable	170,429	51,150
Income taxes receivable	41,756	86,901
Total current assets	<u>21,917,161</u>	<u>29,098,859</u>
Equipment and leasehold improvements, net	<u>1,223,391</u>	<u>953,903</u>
Other assets:		
Long term investments	4,994,327	—
Operating lease right-of-use asset	2,765,445	3,015,887
Cash surrender value of life insurance	6,299,155	6,020,048
Total other assets	<u>14,058,927</u>	<u>9,035,935</u>
Total assets	<u>\$ 37,199,479</u>	<u>\$ 39,088,697</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 329,829	\$ 267,513
Accrued liabilities	402,347	1,342,039
Deferred revenue	289,895	450,312
Operating lease liability	239,688	236,225
Income taxes payable	35,899	87,237
Total current liabilities	<u>1,297,658</u>	<u>2,383,326</u>
Long-term liabilities:		
Deferred compensation	2,093,124	1,997,120
Deferred revenue	119,787	113,003
Operating lease liability	2,541,734	2,787,970
Total long-term liabilities	<u>4,754,645</u>	<u>4,898,093</u>
Total liabilities	<u>6,052,303</u>	<u>7,281,419</u>
Stockholders' equity:		
Common stock, \$0.005 par value, authorized 20,000,000 shares; issued and outstanding 9,299,795 and 9,234,795, respectively	46,499	46,174
Paid in capital	13,404,477	13,113,993
Retained earnings	17,696,200	18,647,111
Total stockholders' equity	<u>31,147,176</u>	<u>31,807,278</u>
Total liabilities and stockholders' equity	<u>\$ 37,199,479</u>	<u>\$ 39,088,697</u>

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

KOSS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

Years Ended June 30,	2024	2023
Net sales	\$ 12,265,069	\$ 13,099,651
Cost of goods sold	8,079,622	8,642,237
Gross profit	<u>4,185,447</u>	<u>4,457,414</u>
Selling, general and administrative expenses	<u>6,057,606</u>	<u>29,341,634</u>
(Loss) from operations	(1,872,159)	(24,884,220)
Other income	—	33,000,000
Interest income	<u>847,644</u>	<u>520,809</u>
(Loss) income before income tax provision (benefit)	(1,024,515)	8,636,589
Income tax (benefit) provision	<u>(73,604)</u>	<u>317,377</u>
Net (loss) income	<u>\$ (950,911)</u>	<u>\$ 8,319,212</u>
(Loss) income per common share:		
Basic	<u>\$ (0.10)</u>	<u>\$ 0.90</u>
Diluted	<u>\$ (0.10)</u>	<u>\$ 0.85</u>
Weighted-average number of shares:		
Basic	<u>9,251,373</u>	<u>9,192,799</u>
Diluted	<u>9,251,373</u>	<u>9,753,760</u>

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

KOSS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended June 30,	2024	2023
Operating activities:		
Net (loss) income	\$ (950,911)	\$ 8,319,212
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
(Recovery of) provision for doubtful accounts receivable	(4,105)	4,000
Depreciation of equipment and leasehold improvements	192,272	230,292
Accretion of discount on treasury securities	(379,591)	(226,603)
Noncash operating lease expense	7,669	8,308
Stock-based compensation expense	155,834	289,676
Change in cash surrender value of life insurance	(197,363)	(187,329)
Provision for deferred compensation	96,004	59,891
Loss on disposal of equipment and leasehold improvements	—	2,263
Net changes in operating assets and liabilities:		
Accounts receivable	175,303	463,103
Inventories	1,949,761	2,207,921
Prepaid expenses and other current assets	(78,923)	(131,029)
Interest receivable	(119,279)	(51,150)
Income taxes receivable	45,145	(83,816)
Income taxes payable	(51,338)	81,119
Accounts payable	62,316	(528,650)
Accrued liabilities	(939,692)	428,227
Deferred revenue	(153,633)	(149,786)
Net cash (used in) provided by operating activities	<u>(190,531)</u>	<u>10,735,649</u>
Investing activities:		
Purchase of equipment and leasehold improvements	(461,760)	(98,441)
Life insurance premiums paid	(81,744)	(87,995)
Proceeds from the maturity of treasury securities	14,331,000	2,022,000
Purchases of treasury securities	(13,985,921)	(18,859,671)
Net cash (used in) investing activities	<u>(198,425)</u>	<u>(17,024,107)</u>
Financing activities:		
Proceeds from exercise of stock options	134,975	171,350
Net cash provided by financing activities	<u>134,975</u>	<u>171,350</u>
Net (decrease) in cash and cash equivalents	(253,981)	(6,117,108)
Cash and cash equivalents at beginning of year	3,091,062	9,208,170
Cash and cash equivalents at end of year	<u>\$ 2,837,081</u>	<u>\$ 3,091,062</u>
Supplemental cash flow information:		
Cash (refunded) paid for income taxes	<u>\$ (67,410)</u>	<u>\$ 320,073</u>

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

KOSS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Paid in Capital	Retained Earnings	Total
	Shares	Amount			
Balance, June 30, 2022	9,147,795	45,739	12,653,402	10,327,899	23,027,040
Net income	—	—	—	8,319,212	8,319,212
Stock-based compensation expense	—	—	289,676	—	289,676
Exercise of common stock options	87,000	435	170,915	—	171,350
Balance, June 30, 2023	9,234,795	46,174	13,113,993	18,647,111	31,807,278
Net loss	—	—	—	(950,911)	(950,911)
Stock-based compensation expense	—	—	155,834	—	155,834
Exercise of common stock options	65,000	325	134,650	—	134,975
Balance, June 30, 2024	9,299,795	\$ 46,499	\$ 13,404,477	\$ 17,696,200	\$ 31,147,176

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

KOSS CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF BUSINESS — Koss Corporation ("Koss"), a Delaware corporation, and its 100%-owned subsidiaries (collectively the "Company"), reports its finances as a single reporting segment, as the Company's only business line is the design, manufacture and sale of stereo headphones and related accessories. The Company leases its plant and office in Milwaukee, Wisconsin. The domestic market is served by domestic sales representatives and independent manufacturers' representatives working directly with certain retailers, distributors, and original equipment manufacturers. International markets are served by domestic sales representatives and sales personnel in the Netherlands and the Caucasus region which utilize independent distributors in several foreign countries. The Company has two subsidiaries, Koss Corp B.V. and Koss U.K. Limited ("Koss UK"), which were formed to comply with certain European Union ("EU") requirements. Koss Corp B.V. and Koss UK are non-operating and hold no assets.

BASIS OF CONSOLIDATION — The Consolidated Financial Statements include the accounts of Koss and its subsidiaries, Koss Corp B.V. and Koss UK, which are 100%-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

REVISION OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS — During the second quarter of fiscal year 2024, the Company learned that, due to misinterpretation of the required tax treatment for certain disqualifying dispositions of Incentive Stock Options (ISO), the Company improperly withheld amounts for Social Security and Medicare ("FICA") taxes on the taxable gains resulting from those dispositions and remitted such amounts to the Internal Revenue Service ("IRS"). Thus, for such disqualifying dispositions of ISOs beginning in fiscal year 2021, certain employees are owed a refund from the Company for the overpayment of the FICA taxes, with a similar refund due to the Company from the IRS for the employer portion of the taxes which were also remitted to the IRS and expensed by the Company. The Company will reimburse the over withheld taxes to the impacted employees and will file amended 941-X forms with the IRS to claim a refund for both the Company overpayment of FICA taxes as well as the amounts refunded to employees. As of June 30, 2024, the over-withheld taxes due to the impacted employees were remitted to the Company's payroll provider for distribution to the employees. As such, no liability is recorded in accrued liabilities on the Consolidated Balance Sheet as of that date. The refund expected from the IRS as of June 30, 2024 and 2023 is \$722,498 and \$717,892, respectively, and is included in prepaid expenses and other current assets on the Consolidated Balance Sheets.

Based on an analysis of Accounting Standards Codification ASC 250 – "Accounting Changes and Error Corrections" ("ASC 250"), Staff Accounting Bulletin 99 – "Materiality" and Staff Accounting Bulletin 108 – "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements", the Company determined that these errors did not result in the previously issued consolidated financial statements being materially misstated, and as such no restatement was necessary.

The following tables present the effect of the revision on the Consolidated Balance Sheet as of June 30, 2023 and the Consolidated Statement of Operations and the Consolidated Statement of Cash Flows for the year ended June 30, 2023.

	As of June 30, 2023		
	As Previously Reported	Revision	As Revised
Consolidated Balance Sheet:			
Prepaid expenses and other current assets	\$ 284,622	\$ 717,892	\$ 1,002,514
Total current assets	28,380,967	717,892	29,098,859
Total assets	38,370,805	717,892	39,088,697
Accrued liabilities	970,530	371,509	1,342,039
Total current liabilities	2,011,817	371,509	2,383,326
Total liabilities	6,909,910	371,509	7,281,419
Retained earnings	18,300,728	346,383	18,647,111
Total stockholders' equity	\$ 31,460,895	\$ 346,383	\$ 31,807,278

	Year Ended June 30, 2023		
	As Previously Reported	Revision	As Revised
Consolidated Statement of Operations:			
Selling, general and administrative expenses	\$ 29,358,466	\$ (16,832)	\$ 29,341,634
(Loss) from operations	(24,901,052)	16,832	(24,884,220)
Income before income tax provision	8,619,757	16,832	8,636,589
Net income	\$ 8,302,380	\$ 16,832	\$ 8,319,212
Income per common share:			
Basic	\$ 0.90		\$ 0.90
Diluted	\$ 0.85		\$ 0.85

	Year Ended June 30, 2023		
	As Previously Reported	Revision	As Revised
Consolidated Statement of Cash Flows:			
Net income	\$ 8,302,380	\$ 16,832	\$ 8,319,212
Prepaid expenses and other current assets	(96,144)	(34,885)	(131,029)
Accrued liabilities	410,174	18,053	428,227
Net cash provided by operating activities	\$ 10,735,649	\$ -	\$ 10,735,649

The effect of this revision on the opening balances within the Company's Consolidated Statement of Stockholders' Equity for the years ended June 30, 2023 and 2022 was as follows:

	As Previously Reported			Revision			As Revised		
Retained earnings, June 30, 2022	\$	9,998,348	\$	329,551	\$	10,327,899			
Total stockholders' equity, June 30, 2022		22,697,489		329,551		23,027,040			
Retained earnings, June 30, 2023		18,300,728		346,383		18,647,111			
Total stockholders' equity, June 30, 2023	\$	31,460,895	\$	346,383	\$	31,807,278			

The Company's Consolidated Statement of Stockholders' Equity for the year ended June 30, 2023 has also been revised to reflect the impacts to net income as presented above.

REVENUE RECOGNITION — Revenues from product sales are recognized when the customer obtains control of the product, which typically occurs upon shipment from the Company's facility. There are a very limited number of customers for which control does not pass until they have received the products at their facility. Revenue from product sales is adjusted for estimated warranty obligations and variable consideration, which are detailed below. The amount of revenue recognized is to reflect the consideration expected to be received for those goods or services.

Warranties - The Company offers a lifetime warranty to consumers in the United States and certain other countries. This lifetime warranty creates a future performance obligation. The Company determines the standalone selling price for this performance obligation using the cost-plus method. There are also certain foreign distributors that receive warranty repair parts and replacement headphones to satisfy warranty obligations in those countries. The Company defers revenue to recognize the future obligations related to these warranties. The deferred revenue is based on historical analysis of warranty claims relative to sales. This deferred revenue reflects the Company's best estimates of the amount of warranty returns and repairs it will experience during those future periods. If future warranty activity varies from the estimates, the Company will adjust the estimated deferred revenue, which would affect net sales and operating results in the period that such adjustment becomes known. The Company typically receives payment for product at the time of shipment or under normal collection terms, which are generally 30-60 days. The Company estimates that the warranty related performance obligation is satisfied within one to three years and therefore uses that same time frame for recognition of the deferred revenue, using amortization of 50% in year 1, 30% in year 2, and 20% in year 3 for domestic sales. Export deferred revenue, where applicable, is recognized over a 12-month period from date of shipment.

Reserves for Variable Consideration - Revenue from product sales is recorded at the net sales price, which includes estimates of variable consideration for which reserves are established and which result from returns, rebates, and co-pay assistance that are offered within contracts between the Company and its customers. Overall, these reserves reflect the Company's best estimates of the amount of consideration to which it is entitled based on the terms of the contract. If actual results in the future vary from the estimates, the Company will adjust these estimates, which would affect net sales and operating results in the period such variances become known.

Product Returns - The Company generally offers customers a limited right of return. The Company estimates the amount of product sales that may be returned by its customers and records the estimate as a reduction of revenue in the period the related product revenue is recognized. Product return liabilities are estimated using historical sales and returns information. If actual results in the future vary from the estimates, the Company will adjust these estimates, which would affect net sales and operating results in the period such variances become known.

Volume Rebates - The Company offers volume rebates to certain customers in the United States and certain foreign distributors. These volume rebates are tied to sales volume within specified periods. The amount of revenue is reduced for variable consideration related to customer rebates, which are calculated using expected values and is based on program specific factors such as expected rebate percentages and expected volumes. Changes in such accruals may be required if actual sales volume differs from estimated sales volume, which would affect net sales and operating results in the period such variances become known.

Seller Fees - The Company pays fees to a major online marketplace for use of its services. Referral fees, the commission paid to the online platform to cover the costs associated with promoting, advertising, and facilitating product sales to its customers, are calculated as a percentage of the sales price and are imposed on sales of all products sold through the marketplace. When orders are fulfilled by the online marketplace, the Company is assessed fulfillment fees to cover the cost of fulfillment of the order as well as the assumption of risk of inventory control, damages and returns. The fees assessed are based on a product's category, price, size and weight and are deducted from the sales price of each product prior to remittance to the Company with revenue reported on a net basis. Revenue from orders obtained through the online marketplace, but fulfilled by the Company direct to the end customer, are reported as gross sales and referral fees are recorded as selling expense in selling, general and administrative expenses. The Company's related fulfillment costs are recorded in cost of goods sold.

Sales Commissions - The Company has elected the practical expedient of not capitalizing sales commissions.

RESEARCH AND DEVELOPMENT — Research and development is primarily comprised of product prototypes and testing. These activities, charged to operations as a component of selling, general and administrative expenses in the accompanying Consolidated Statements of Operations, amounted to \$238,086 and \$288,231 in 2024 and 2023, respectively.

ADVERTISING COSTS — Advertising costs included within selling, general and administrative expenses in the accompanying Consolidated Statements of Operations were \$142,859 in 2024 and \$65,374 in 2023. Such costs are expensed as incurred.

INCOME TAXES — The Company operates as a C Corporation under the Internal Revenue Code (the "Code"). Amounts provided for income tax expense (benefit) are based on income reported for financial statement purposes and do not necessarily represent amounts currently payable under tax laws. Deferred income tax assets and liabilities are computed annually for differences between the financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. As changes in tax laws or rates are enacted, deferred income tax assets and liabilities are adjusted through the provision (benefit) for income taxes. The differences relate principally to different methods used for depreciation and amortization for income tax purposes, net operating loss carryforwards, capitalization requirements of the Code, allowances for doubtful accounts, provisions for excess and obsolete inventory, stock-based compensation, warranty reserves, and other income tax related carryforwards. A valuation allowance is established when necessary to reduce deferred income tax assets to the amount that is more likely than not to be realized.

PATENT COSTS — The Company incurs on-going legal fees and filing costs related to the patent portfolio. These costs are expensed in the period they are incurred since no patent legal costs are probable to provide a future economic benefit.

INCOME (LOSS) PER COMMON AND COMMON STOCK EQUIVALENT SHARE — Income (loss) per common and common stock equivalent share is calculated under the provisions of Topic 260 in the Accounting Standards Codification ("ASC") which provides for calculation of "basic" and "diluted" income (loss) per share. Basic income (loss) per common and common stock equivalent share includes no dilution and is computed by dividing net income (loss) by the weighted average common shares outstanding for the period. Diluted income (loss) per common and common stock equivalent share reflects the potential dilution of securities that could share in the earnings (losses) of an entity. See Note 11 for additional information on income (loss) per common and common stock equivalent share.

CASH AND CASH EQUIVALENTS — The Company considers depository accounts and investments with a maturity at the date of acquisition and expected usage of three months or less to be cash and cash equivalents. The Company maintains its cash on deposit at a commercial bank located in the United States of America. The Company periodically has cash balances in excess of insured amounts. The Company has not experienced, and does not expect to incur, any losses on these deposits.

ACCOUNTS RECEIVABLE — Accounts receivable consist of unsecured trade receivables due from customers. An allowance for credit losses is deducted from the cost basis of the receivables and is estimated using the aging method whereby expected credit losses

are determined on the basis of how long a receivable has been outstanding as well as historical loss data. The estimates are then adjusted for changes in the risk characteristics of the Company's customer base, changes in credit practices, current conditions, and reasonable and supportable future forecasts that would impact the collectability of the receivables. This model replaced the incurred loss model used in previous years.

An adjustment of \$4,105 was made during the year ended June 30, 2024 to record the appropriate allowance per the new methodology and no write-offs were necessary and there were no recoveries on prior losses. As such, the impact of the change on the Company's financial statements was not significant.

INVESTMENTS — Debt securities are classified as held-to-maturity as the Company has the positive intent and ability to hold them to maturity. The securities are carried at amortized cost as current or noncurrent based upon maturity date and unrealized gains and losses are recognized when realized. The amortized cost of debt securities is adjusted for amortization of premium and accretion of discount to maturity. Such amortization or accretion is included in interest income, along with other interest on cash and cash equivalents. Accrued interest receivable on held-to-maturity debt securities is shown separately on the Consolidated Balance Sheets and is not included in any estimate for credit losses. No allowance for credit losses on held-to-maturity U.S. Treasury securities is recorded as these securities have the following characteristics that support a zero-loss expectation: they are explicitly guaranteed by the U.S. government, are consistently highly rated by major rating agencies and have a long history of no credit losses. See Note 4 for additional information on investments.

INVENTORIES — As of June 30, 2024 and 2023, the Company's inventory was recorded using standard cost which approximates the lower of first in first out ("FIFO") cost or net realizable value. The carrying value of inventory is reviewed for impairment on at least a quarterly basis, or more frequently if warranted due to changes in market conditions. See Note 5 for additional information on inventory.

EQUIPMENT AND LEASEHOLD IMPROVEMENTS — Equipment and leasehold improvements are stated at cost. Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the asset. Major expenditures for leasehold improvements and equipment and significant renewals are capitalized. Maintenance, repairs and minor renewals are expensed as incurred. When assets are retired or otherwise disposed of, their costs and related accumulated depreciation and amortization are removed from the accounts and any resulting gains or losses are included in operations. See Note 6 for additional information on equipment and leasehold improvements.

LEASES — The Company determines if a contract is a lease at the date of inception. The Company leases its facility in Milwaukee, Wisconsin from Koss Holdings, LLC, which is controlled by five equal ownership interests in trusts held by the five beneficiaries of the former chairman's revocable trust and includes current stockholders of the Company. The lease agreement provides the Company the right to substantially all of the economic benefits and direct the use of the building, thus is considered a lease. The agreement does not convey ownership of the building to the lessee at the end of the lease term, does not contain an option to purchase the underlying asset at the end of the lease term and the lease term is not for a major part of the remaining economic life of the underlying asset so is accounted for as an operating lease.

Operating leases are reported on the Company's Consolidated Balance Sheets as operating lease right-of-use ("ROU") assets and operating lease liabilities. Operating lease ROU assets and liabilities are valued at the present value of the future lease payment obligations. The Company uses a rate based upon current incremental borrowing rates to determine the present value of future lease payments as the rate is not implicit in the lease. Operating lease expense is recorded on a straight-line basis over the life of the lease taking into account expected renewal periods.

LIFE INSURANCE POLICIES — Life insurance policies are stated at cash surrender value or at the amount the Company would receive in the case of split-dollar arrangements. Increases in cash surrender value, net of annual premiums paid, and the proceeds from company-owned life insurance policies are included in selling, general and administrative expenses and other income, respectively, in the Consolidated Statements of Operations.

DEFERRED COMPENSATION — At June 30, 2024 and 2023, the Company's deferred compensation liability is for a current officer and is calculated based on years of service and compensation, along with various assumptions related to expected retirement date, discount rates, and mortality tables. The related expense is calculated using the net present value of the expected payments and is included in selling, general and administrative expenses in the Consolidated Statements of Operations. See Note 10 for additional information on deferred compensation.

FAIR VALUE OF FINANCIAL INSTRUMENTS — Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. A three-tier hierarchy prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted market prices in active markets; Level 2, defined as inputs other than quoted market prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions. The asset's or liability's fair value measurement within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Cash equivalents, accounts receivable, and accounts payable approximate fair value based on the short maturity of these instruments. The Company's U.S. treasury debt securities are recorded at amortized cost with fair value disclosure. They have a readily available market price (Level 1 input), thus a lesser degree of judgment needs to be used in measuring fair value, and fair value was determined by quoted market prices. The fair value is based upon quoted market prices and is disclosed in Note 4.

IMPAIRMENT OF LONG-LIVED ASSETS — The Company evaluates the recoverability of the carrying amount of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. If an asset is considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the asset exceeds its fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell. Management determines fair value using an undiscounted future cash flow analysis or other accepted valuation techniques. No impairments of the Company's long-lived assets were recorded in the years ended June 30, 2024 or 2023.

LEGAL COSTS — All legal costs related to litigation, for which the Company is liable, are charged to operations as incurred, except contingent legal fees as described below. Proceeds from the settlement of legal disputes are recorded in other income when the amounts are determinable, and the collection is certain. License proceeds are considered functional and as such are recorded at a point in time, based on the underlying agreement. Related contingent legal fees and expenses are recorded in selling, general and administrative expense at that time. In the year ended June 30, 2023, the Company incurred legal fees and expenses of approximately \$22,141,000 related to licensing proceeds received in the same year. Changes to the contingent legal fee expenses would have a material impact on the results of operations.

STOCK-BASED COMPENSATION — The Company has a stock-based employee compensation plan, which is described more fully in Note 12. The Company accounts for stock-based compensation in accordance with ASC 718 "Compensation - Stock Compensation". Under the fair value recognition provisions of this statement, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. The Company recognizes forfeitures as they occur.

OTHER INCOME — The Company maintains a program focused on enforcing its intellectual property and, in particular, certain of its patent portfolio, by filing complaints against certain parties alleging infringement on the Company's patents relating to its wireless headphone technology. The Company has granted license agreements related to certain patents allowing the Company to recover certain of the fees and costs that were involved with the underlying efforts to enforce this portfolio. In the year ended June 30, 2023, the Company received licensing proceeds of \$33,000,000, which was recorded as other income. No other income was received in the year ended June 30, 2024.

USE OF ESTIMATES — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenue and expenses during the reported periods. Actual results could differ from those estimates.

2. NEW ACCOUNTING STANDARD

New Accounting Standards Adopted as of July 1, 2023

Effective July 1, 2023, the Company adopted ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments using the modified retrospective approach for all financial assets measured at amortized cost, including trade receivables and held-to-maturity debt securities. The main goal of this ASU is to require businesses to adjust their allowance for lifetime expected credit losses rather than incurred losses. It is believed that the change will result in more timely recognition of such losses. The expected credit losses estimate will be based upon historical information, current conditions, and reasonable and supportable forecasts. Financial assets measured at amortized cost are presented at the net amount expected to be collected by using an allowance for credit losses.

The Company adopted ASU 2016-13 effective July 1, 2023 using the modified retrospective approach for all financial assets measured at amortized cost.

Allowance for Credit Losses – Accounts Receivable: The allowance for credit losses is deducted from the cost basis of the receivable to present the net amount expected to be collected on the accounts. The Company measures expected credit losses for accounts receivable using the aging method whereby expected credit losses are determined on the basis of how long a receivable has been outstanding. Historical loss data is utilized to estimate expected losses as the risk characteristics of the customer base and the Company’s credit practices have not changed significantly over time. The estimates are then adjusted for current conditions, such as level of inflation and the potential change in credit availability given rising interest rates, as well as supportable and reasonable forecasts indicating whether these conditions will continue into the future or new ones will arise that need to be considered.

Upon evaluation of the impact of this ASU, the Company concluded that minimal reserves were necessary as historical losses were immaterial, and, based on the qualitative and quantitative analysis performed in accordance with Topic 326 requirements, the Company determined there was no reasonable expectation of significant credit losses associated with the Company’s accounts receivable in the foreseeable future.

Allowance for Credit Losses - Held-to Maturity Debt Securities: The Company did not record an allowance for credit losses on held-to-maturity U.S. Treasury securities as these securities have the following characteristics that support a zero loss expectation: they are explicitly guaranteed by the U.S. government, are consistently highly rated by major rating agencies and have a long history of no credit losses.

The adoption of ASU 2016-13 did not have a material impact on the Company’s Consolidated Financial Statements. Results for reporting periods beginning after July 1, 2023 are presented under CECL while prior period amounts continue to be reported in accordance with previously applicable accounting standards (Incurred Loss).

Recently Issued Accounting Standard

In December 2023, FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The ASU focuses on income tax disclosures around effective tax rates and cash income taxes paid and requires consistent categories and greater disaggregation of information in the rate reconciliation, income taxes paid disaggregated by jurisdiction and certain other amendments. The new guidance will be effective for annual periods beginning after December 15, 2024, or the Company’s fiscal year ending June 30, 2026. Management is currently assessing the impact of the adoption of this standard on the Company’s Consolidated Financial Statements.

3. REVENUE RECOGNITION

The Company disaggregates its net sales by geographical location as it believes it best depicts how the nature, timing and uncertainty of net sales and cash flows are affected by economic factors. The following table summarizes net sales by geographical location:

	2024	2023
United States	\$ 9,795,438	\$ 9,848,521
Export	2,469,631	3,251,130
Net Sales	<u>\$ 12,265,069</u>	<u>\$ 13,099,651</u>

Deferred revenue relates primarily to consumer and customer warranties. These constitute future performance obligations, and the Company defers revenue related to these future performance obligations. Effective July 1, 2023, the Company increased its deferral rates from 2.4% to 3% for domestic sales and decreased its deferral rate from 10% to 8% for export sales to reflect recent warranty experience. The Company recognized revenue, which was included in the deferred revenue liability at the beginning of the periods, of \$308,851 and \$338,529 in the years ended June 30, 2024 and 2023, respectively, for performance obligations related to consumer and customer warranties. The deferred revenue liability was \$713,101 as of June 30, 2022. The Company estimates that the deferred revenue performance obligations are satisfied within 1 to 3 years and therefore uses the same time frame for recognition of the deferred revenue.

4. INVESTMENTS

The following tables summarize the unrealized positions for the held-to-maturity debt securities as of June 30, 2024 and 2023, respectively:

	Amortized Cost Basis	Gross unrealized gains	Gross unrealized losses	Fair Value
US Treasury securities	\$ 17,098,786	\$ —	\$ 56,278	\$ 17,042,508
Total	<u>\$ 17,098,786</u>	<u>\$ —</u>	<u>\$ 56,278</u>	<u>\$ 17,042,508</u>

	Amortized cost basis	Gross unrealized gains	Gross unrealized losses	Fair Value
US Treasury securities	\$ 17,064,274	\$ —	\$ 93,740	\$ 16,970,534
Total	<u>\$ 17,064,274</u>	<u>\$ —</u>	<u>\$ 93,740</u>	<u>\$ 16,970,534</u>

The following tables summarize the fair value and amortized cost basis of the held-to-maturity debt securities by contractual maturity as of June 30, 2024 and 2023, respectively:

	Amortized Cost Basis	Fair Value
Due within one year	\$ 12,104,459	\$ 12,075,702
Due after one year through five years	4,994,327	4,966,806
Total	<u>\$ 17,098,786</u>	<u>\$ 17,042,508</u>

	Amortized Cost Basis	Fair Value
Due within one year	\$ 17,064,274	\$ 16,970,534
Total	<u>\$ 17,064,274</u>	<u>\$ 16,970,534</u>

5. INVENTORIES

The components of inventories at June 30, 2024 and 2023 were as follows:

	2024	2023
Raw materials	\$ 1,973,531	\$ 2,071,360
Finished goods	4,357,621	6,178,186
Inventories, gross	6,331,152	8,249,546
Reserve for obsolete inventory	(1,857,472)	(1,826,105)
Inventories, net	<u>\$ 4,473,680</u>	<u>\$ 6,423,441</u>

6. EQUIPMENT AND LEASEHOLD IMPROVEMENTS

The major categories of equipment and leasehold improvements at June 30, 2024 and 2023 are summarized as follows:

	Estimated useful lives (in years)	2024	2023
Machinery and equipment	5 - 10	\$ 619,064	\$ 619,064
Furniture and office equipment	5 - 10	337,419	337,419
Tooling	5	3,765,766	4,506,044
Computer & technology equipment	3 - 5	197,073	197,072
Leasehold improvements	3 - 11	3,171,070	2,864,335
Assets in progress	N/A	359,990	256,038
		<u>8,450,382</u>	<u>8,779,972</u>
Less: accumulated depreciation and amortization		7,226,991	7,826,069
Equipment and leasehold improvements, net		<u>\$ 1,223,391</u>	<u>\$ 953,903</u>

During the year ended June 30, 2024 and 2023, depreciation expense was \$192,272 and \$230,292, respectively.

7. INCOME TAXES

The Company utilizes the liability method of accounting for income taxes. The liability method measures the expected income tax impact of future taxable income and deductions implicit in the Consolidated Balance Sheets. The income tax (benefit) provision in 2024 and 2023 consisted of the following:

Years Ended June 30,	2024	2023
Current:		
Federal	\$ (81,278)	\$ 230,139
State	7,674	87,238
Deferred	—	—
Total income tax (benefit) provision	<u>\$ (73,604)</u>	<u>\$ 317,377</u>

The 2024 and 2023 tax results in an effective rate different than the federal statutory rate because of the following:

Years Ended June 30,	2024	2023
Federal income tax (benefit) liability at statutory rate	\$ (214,457)	\$ 1,803,000
State income tax liability, net of federal income tax effect	(41,386)	323,565
Utilization of net operating loss carryforwards	—	(1,720,747)
Increase (decrease) in valuation allowance	270,679	(44,841)
Stock option (deduction)	(243)	(24,218)
All other permanent items	(45,299)	(41,701)
R&D credit	(25,459)	(19,340)
Return-to-provision	(81,738)	(54,414)
Deferred adjustment related to payroll tax withholding on disqualifying disposition of incentive stock options	110,906	—
State tax rate change	(55,248)	83,094
Uncertain tax position	2,593	25,269
Other	6,048	(12,290)
Total income tax (benefit) provision	<u>\$ (73,604)</u>	<u>\$ 317,377</u>

During the year ended June 30, 2024, a federal tax benefit of \$81,278 was recorded as a result of the return-to-provision (RTP) adjustments recorded in the period identified. The adjustments were identified when the prior year tax returns were filed in the third quarter of fiscal year 2024. State income tax expense of \$7,674, which represented only the required minimum estimated state tax payments due, offset the federal tax benefit for a total income tax benefit of \$73,604. For the year ended June 30, 2023, as a result of additional income generated by licensing fees, partially offset by related legal fees and expenses, taxable income for the period was generated. For NOLs arising in tax years beginning after December 31, 2017, the Tax Cuts and Jobs Act (“TCJA”) limits the NOL deduction to 80 percent of taxable income. As such, the utilization of the Company’s net operating loss carryforwards from fiscal years after 2018 is limited to 80 percent of the resulting taxable income whereas NOL carryforwards from fiscal 2017 and 2018 could be utilized to offset taxable income at 100 percent. The utilization of net operating loss carryforwards significantly reduced the taxable income for the year ended June 30, 2023, resulting in federal and state tax provisions of \$230,139 and \$87,238, respectively.

Temporary differences which give rise to deferred income tax assets and liabilities at June 30, 2024 and 2023 include:

	2024	2023
Deferred income tax assets:		
Deferred compensation	\$ 523,785	\$ 491,608
Stock-based compensation	76,532	117,607
Accrued expenses and reserves	501,736	571,719
Deferred revenue	102,519	138,665
Federal and state net operating loss carryforwards	8,508,548	8,216,671
IRC Section 174 research and development costs	116,204	63,855
Credit carryforwards	184,406	169,552
Equipment and leasehold improvements	159,648	136,294
Operating lease liability	696,026	744,431
Valuation allowance	(10,176,697)	(9,906,018)
Total deferred income tax assets	692,707	744,384
Deferred income tax liabilities:		
Operating right-of-use asset	(692,028)	(742,386)
Other	(679)	(1,998)
Total deferred income tax liabilities	(692,707)	(744,384)
Net deferred income tax assets	\$ —	\$ —

Deferred income tax balances reflect the effects of temporary differences between the tax bases of assets and liabilities and their carrying amounts. These differences are stated at enacted tax rates expected to be in effect when taxes are actually paid or recovered. The recognition of these deferred tax balances will be realized through normal recurring operations and, as such, the Company has recorded the value of such expected benefits. The Company has federal net operating loss carryforwards of approximately \$32,778,000 which can be carried forward indefinitely and state net operating loss carryforwards totaling approximately \$11,242,000 in Wisconsin, which expire in tax years 2029 through 2043, and approximately \$15,910,000 in other states. Given a taxable net loss for fiscal year 2024, it is expected that \$1,270,000 will be added to the Company's federal net operating loss carryforwards. The Company's remaining tax loss carryforward as of June 30, 2024 is expected to be approximately \$32,778,000 and given recurring taxable losses with the exception of fiscal year 2023 whereby taxable income was generated mainly as a result of non-recurring license proceeds, the future realization of this continues to be uncertain. The valuation allowance was adjusted to continue to fully offset the deferred tax asset as there is sufficient negative evidence to support a full valuation allowance. For the year ended June 30, 2023, the Company utilized federal net operating loss carryforwards of approximately \$6,944,000 to offset taxable income. At the state level, net operating loss carryforwards of \$4,381,000 in Wisconsin and all other states combined were utilized.

The need for a valuation allowance is evaluated each accounting period based on the Company's evaluation of positive and negative evidence concerning the usage of their deferred tax assets. As of the end of the period, the Company has evaluated all evidence concerning the usage of their deferred tax assets and the determination has been made to maintain a full valuation allowance on the Company's net deferred tax asset. The need for a valuation allowance is an estimate at period-end, which is subject to change once additional evidence is obtained in future periods.

The following are the changes in the valuation allowance:

Years Ended June 30,	Balance, beginning of year	Decrease (Increase) in valuation allowance	Balance, end of year
2024	\$ (9,906,018)	\$ (270,679)	\$ (10,176,697)
2023	\$ (11,671,606)	\$ 1,765,588	\$ (9,906,018)

Generally accepted accounting principles in the United States ("GAAP") prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken, or expected to be taken, in a tax return. Due to the non-recurring license proceeds, the Company had positive taxable income for the fiscal year ending June 30, 2023 and was able to use all their federal R&D tax credits, including carryovers, of \$132,466. The claim for research and development (R&D) tax credits continues to be a highly scrutinized area by the Internal Revenue Service and, while the Company is confident in its credit claim, it cannot anticipate the impact that future guidance could have on current claims. Due to the costs of defense, the Company may also decide to settle for less than the full amount of the credits used on the returns. As a result, the Company believes that it is more likely than not that upon audit, the realization of the credits used would be 80% and accordingly recorded a liability of approximately \$28,000 and \$25,000 as a reserve for an uncertain tax position ("UTP") related to the R&D credits taken at June 30, 2024 and 2023, respectively. The UTP increased during 2024 due to a change in the final credit amount utilized with the fiscal year 2023 tax return.

The reserve for UTP was recorded in income taxes payable on the Consolidated Balance Sheets. There were no other matters determined to be unrecognized tax benefits taken or expected to be taken in a tax return that have been recorded on the Company's Consolidated Financial Statements for the years ended June 30, 2024 and 2023.

Additionally, GAAP provides guidance on the recognition of interest and penalties related to income taxes. No interest or penalties related to income taxes has been accrued or recognized as of and for the years ended June 30, 2024 or 2023. The Company records interest related to unrecognized tax benefits, when applicable, in interest expense.

The Company files income tax returns in the United States federal jurisdiction and in several state jurisdictions. The Company's federal tax returns and state income tax returns are open for the standard statutory period.

8. CREDIT FACILITY

On May 14, 2019, the Company entered into a secured credit facility ("Credit Agreement") with Town Bank ("Lender"). The Credit Agreement provides for a \$5,000,000 revolving secured credit facility and letters of credit for the benefit of the Company of up to a sublimit of \$1,000,000. There are no unused line fees in the credit facility. On January 28, 2021, the Credit Agreement was amended to extend the expiration to October 31, 2022, and to change the interest rate to Wall Street Journal Prime less 1.50%. A Third Amendment to the Credit Agreement effective October 30, 2022, extends the maturity date to October 31, 2024. The Company and the Lender also entered into a General Business Security Agreement dated May 14, 2019, under which the Company granted the Lender a security interest in substantially all of the Company's assets in connection with the Company's obligations under the Credit Agreement. The Credit Agreement contains certain affirmative and negative covenants customary for financings of this type. The negative covenants include restrictions on other indebtedness, liens, fundamental changes, certain investments, disposition of assets, mergers, and liquidations, among other restrictions. As of June 30, 2024, the Company was in compliance with all covenants related to the Credit Agreement. As of June 30, 2024 and 2023, there were no outstanding borrowings on the facility and there was no interest expense recognized during the years then ended.

9. ACCRUED LIABILITIES

Accrued liabilities as of June 30, 2024, and 2023 were as follows:

	2024	2023
Cooperative advertising and promotion allowances	\$ 86,935	\$ 77,181
Customer credit balances	33,453	281,780
Employee benefits	72,240	76,323
Legal and professional fees	80,200	85,500
Bonus and profit-sharing	52,563	369,529
Sales commissions	44,045	46,857
Amounts owed to employees for overpayment of payroll taxes on disqualifying dispositions of incentive stock options	—	371,509
Other	32,911	33,360
Total accrued liabilities	\$ 402,347	\$ 1,342,039

10. DEFERRED COMPENSATION

As of June 30, 2024 and 2023, the Company has a deferred compensation agreement with a current officer. The related expense is calculated using the net present value of the expected payments and is included in selling, general and administrative expenses in the Consolidated Statements of Operations. The Company's non-current deferred compensation obligation is recorded as deferred compensation in the Consolidated Balance Sheets.

The deferred compensation liability of \$2,093,142, and \$1,997,120 recorded at June 30, 2024 and June 30, 2023, respectively, relates to a supplemental retirement plan for a current officer that calls for annual cash compensation following retirement from the Company in an amount equal to 2% of base salary, as defined in the agreement, multiplied by the number of years of service to the Company. The retirement payments are to be paid monthly to the officer until his death and then to his surviving spouse monthly until her death. Deferred compensation expense of \$96,004 and \$59,891 was recognized under this arrangement during the years ended June 30, 2024 and 2023, respectively, to record the liability at net present value of the future expected payments. The net present value was calculated using a discount factor of 5.55% and 5.21% at June 30, 2024 and 2023, respectively. The life expectancies used in the calculation of net present value were 18.10 and 18.90 years for fiscal years ended June 30, 2024 and 2023, respectively. The increase in the deferred compensation expense recorded in the year ended June 30, 2024 compared to the prior year was due mainly to the annual increase in the future payments under the arrangement, offset partially by the increase in the discount factor. The current officer's retirement date is estimated to be October 2029.

11. INCOME (LOSS) PER COMMON AND COMMON STOCK EQUIVALENT SHARE

Basic income (loss) per share is computed based on the weighted-average number of common shares outstanding. Diluted income (loss) per common share is calculated assuming the exercise of stock options except where the result would be anti-dilutive. The following table reconciles the numerator and denominator used to calculate basic and diluted income (loss) per share:

	Years Ended June 30,	
	2024	2023
Numerator		
Net (loss) income	\$ (950,911)	\$ 8,319,212
Denominator		
Weighted average shares, basic	9,251,373	9,192,799
Dilutive effect of stock compensation awards (1)	—	560,961
Diluted shares	9,251,373	9,753,760
Net (loss) income attributable to common shareholders per share:		
Basic	\$ (0.10)	\$ 0.90
Diluted	\$ (0.10)	\$ 0.85

(1) Excludes 717,024 weighted average stock options during the year ended June 30, 2024 as the impact of such awards was anti-dilutive. No stock options were anti-dilutive for the year ended June 30, 2023.

12. STOCK OPTIONS

In July 2023, pursuant to the recommendation of the Board of Directors, the shareholders approved the creation of the Koss Corporation 2023 Equity Incentive Plan (the "2023 Plan"). Concurrently with the adoption of the new plan, the Koss Corporation 2012 Omnibus Incentive Plan (the "2012 Plan") was terminated.

The Compensation Committee of the Board of Directors administers the 2023 Plan and provides for the granting of various stock-based incentive awards to eligible participants, primarily officers and certain key employees of the Company. 2,000,000 shares of common stock were authorized for issuance under the 2023 Plan, plus any shares subject to awards remaining outstanding under the 2012 Plan that expired or are otherwise forfeited, canceled, or terminated. The Company's Board of Directors will determine the terms and conditions under which an option will become exercisable but expects that stock options granted under the 2023 Plan will vest over a three-to-five-year period from the date of grant. An option will expire no more than ten years from its grant date, with the exception of incentive stock options held by a 10% stockholder, which will expire no more than five years from the grant date. As with the 2012 Plan, pursuant to the 2023 Plan, new shares will be issued upon exercise of stock options. As of June 30, 2024, no new stock-based awards have been granted under the 2023 Plan.

The fair value of each stock option grant under the 2012 Plan was estimated as of the date of grant using the Black-Scholes pricing model. The resulting compensation cost for fixed awards with graded vesting schedules is amortized on a straight-line basis over the vesting period for the entire award. Forfeitures are accounted for as they occur. The expected term of awards granted was determined based on historical experience with similar awards, giving consideration to the expected term and vesting schedules. The expected volatility was determined based on the Company's historical stock prices over the most recent period commensurate with the expected term of the award. The risk-free interest rate was based on U.S. Treasury zero-coupon issues with a remaining term commensurate with the expected term of the award.

As of June 30, 2024, there was \$39,371 of total unrecognized compensation cost related to stock options granted under the 2012 Plan. This cost is expected to be recognized over a weighted average period of 0.88 years. The Company recognized stock-based compensation expense of \$155,834 and \$289,676 in 2024 and 2023, respectively. These expenses were included in selling, general and administrative expenses.

The following table identifies options granted, exercised, canceled, or available for exercise pursuant to the 2012 Plan:

	Number of Shares	Stock Options Price Range	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life - Years	Aggregate Intrinsic Value of In-The-Money Options
Shares under option at June 30, 2022	1,058,911	\$ 1.73 - \$2.92	\$ 2.18	3.72	\$ 5,055,797
Granted	—	\$ —	\$ —	—	—
Exercised	(87,000)	\$ 1.73 - \$2.65	\$ 1.97	—	—
Expired	—	\$ —	\$ —	—	—
Forfeited	(51,000)	\$ 1.73 - \$2.65	\$ 1.92	—	—
Shares under option at June 30, 2023	920,911	\$ 1.73 - \$2.92	\$ 2.21	2.21	\$ 1,373,117
Granted	—	\$ —	\$ —	—	—
Exercised	(65,000)	\$ 1.73 - \$2.65	\$ 2.08	—	—
Expired	(200,000)	\$ \$2.92	\$ 2.92	—	—
Forfeited	—	\$ —	\$ —	—	—
Shares under option at June 30, 2024	655,911	\$ 1.73 - \$2.65	\$ 2.01	1.65	\$ 1,602,600
Exercisable as of June 30, 2023	532,245	\$ 1.73 - \$2.92	\$ 2.38	1.30	\$ 700,947
Exercisable as of June 30, 2024	501,911	\$ 1.73 - \$2.65	\$ 2.05	1.19	\$ 1,202,985

The aggregate intrinsic value of outstanding and exercisable stock options is defined as the difference between the market value of the Company's stock on any given date and the exercise price, multiplied by the number of in-the-money outstanding and exercisable stock options.

A summary of intrinsic value and cash received from stock option exercises and fair value of vested stock options for the fiscal years ended June 30, 2024 and 2023 is as follows:

	2024	2023
Total intrinsic value of stock options exercised	\$ 179,865	\$ 371,714
Cash received from stock option exercises	\$ 134,975	\$ 171,350
Total fair value of stock options vested	\$ 278,208	\$ 448,476
Total recognized tax benefit	\$ 37,073	\$ 77,328

	Shares	Weighted Average Grant Date Fair Value
Non-vested as of June 30, 2022	794,334	\$ 1.22
Granted	—	—
Vested	(354,668)	1.26
Forfeited	(51,000)	1.34
Non-vested as of June 30, 2023	388,666	1.17
Granted	—	—
Vested	(234,666)	1.19
Forfeited	—	—
Non-vested as of June 30, 2024	154,000	\$ 1.14

13. STOCK REPURCHASE PROGRAM

In April 1995, the Board of Directors approved a stock repurchase program authorizing the Company to purchase from time to time up to \$2,000,000 of its common stock for its own account. Subsequently, the Board of Directors periodically approved increases in the amount authorized for repurchase under the program. As of June 30, 2024, the repurchase of an aggregate of \$45,500,000 of common stock was authorized under the stock repurchase program, of which \$43,360,247 had been expended. No shares were repurchased in fiscal year 2024 or 2023.

14. LEASES

The Company leases its facility in Milwaukee, Wisconsin from Koss Holdings, LLC, which is controlled by five equal ownership interests in trusts held by the five beneficiaries of the former Chairman's revocable trust and includes current stockholders of the Company. On May 24, 2022, the lease was renewed for a period of five years, ending June 30, 2028 (the "Extended Term"), and is being accounted for as an operating lease. The lease extension maintained the rent at a fixed rate of \$380,000 per year and included an option to renew at an increased rate of \$397,000 for an additional five years ending June 30, 2033 (the "Second Extended Term"). The negotiated increase in rent slated for 2028 will be the first increase in rent since 1996. The Company is responsible for all property maintenance, insurance, taxes, and other normal expenses related to ownership.

The Company used its incremental borrowing rate as of the date of renewal, May 24, 2022, to recalculate the net present value of the operating lease ROU asset and liability. Both the Extended Term and the Second Extended Term renewal options were included in the calculation of the ROU asset and liability as the Company believes it is reasonably certain to exercise both rights to renew. The non-lease components of the agreement related to common area maintenance charges are accounted for separately.

Supplemental information related to lease expense and valuation of the ROU asset and liability was as follows:

	Year Ended	
	2024	2023
Operating lease cost	\$ 387,669	\$ 387,669
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ (380,000)	\$ (380,000)
Weighted-average remaining lease term (in years)	9	10
Weighted-average discount rate	5.25%	5.25%

The maturity schedule of future minimum lease payments and reconciliation to the operating lease liabilities reported on the 2024 Consolidated Balance Sheet is as follows:

Year Ending June 30,

2025	\$ 380,000
2026	380,000
2027	380,000
2028	380,000
2029	397,000
Thereafter	1,588,000
Total lease payments	3,505,000
Present value adjustment	(723,578)
Total lease liabilities	\$ 2,781,422

15. RELATED PARTY TRANSACTIONS

The Company leases its facility in Milwaukee, Wisconsin from Koss Holdings, LLC, which is controlled by five equal ownership interests in trusts held by the five beneficiaries of the former chairman's revocable trust and includes current stockholders of the Company. The lease is described more fully in Note 14.

During the year ended June 30, 2024, the Company made no charitable contribution to the Koss Foundation (the "Foundation"), a 501(c)(3) charitable organization for which Michael J. Koss and John C. Koss Jr., executive officers of the Company, serve as officers. Neither officer receives fees or compensation from the Foundation for holding these positions. There were \$75,000 of charitable contributions made to the Foundation during the year ended June 30, 2023.

16. EMPLOYEE BENEFIT PLANS

The Company amended and restated its Koss Employee Stock Ownership Trust ("KESOT") effective July 1, 2023 and received approval from the Board of Directors on July 26, 2023. Substantially all domestic employees are participants in the KESOT under which an annual contribution in either cash or common stock may be made at the discretion of the Board of Directors. All contributions to date have been fully allocated to employees' company contribution accounts. No contributions were made for the years ended June 30, 2024 or 2023, respectively.

The Company maintains a retirement savings plan under Section 401(k) of the Internal Revenue Code. This plan covers all employees of the Company who have completed one full fiscal quarter of service. Matching contributions can be made at the discretion of the

Board of Directors. For fiscal years 2024 and 2023, the matching contribution was 25% of employee contributions to the plan. Vesting of Company contributions occurs immediately. Company contributions were \$80,831 and \$92,986 during 2024 and 2023, respectively.

17. CONCENTRATIONS

In the years ended June 30, 2024 and 2023, the Company's largest concentration of sales came from DTC through the Amazon portal and were approximately 17% and 20% of net sales in fiscal year 2024 and 2023, respectively. The five largest customers of the Company accounted for approximately 46% of net sales in fiscal year 2024 and 51% in fiscal year 2023.

The three customers with individual accounts receivable balances greater than 10% as of June 30, 2024 were Ingram Micro, Amazon Vendor Central and The Computer Supply People. As of June 30, 2024 and 2023, accounts receivable from Ingram Micro represented 18% and 14% of total trade accounts receivable, respectively, and Amazon Vendor Central accounts receivable represented approximately 15% and 13%, respectively. The Computer Supply People accounts receivable as of June 30, 2024 and 2023 was approximately 12% and less than 10%, respectively, while there was no accounts receivable from Eurostar as of the end of the current fiscal year, the accounts receivable as of June 30, 2023 was 24% of total trade accounts receivable. The majority of international customers, outside of Canada, purchase products on a cash against documents or cash in advance basis. Approximately 5% and 24% of the Company's trade accounts receivable at June 30, 2024 and 2023, were foreign receivables denominated in U.S. dollars.

The Company uses contract manufacturing facilities in the People's Republic of China and Taiwan. The majority of the contract manufacturing is done by two vendors with one vendor representing approximately 65% and 59% of the manufacturing costs in fiscal years 2024 and 2023, respectively. The Company has a long-term relationship with this vendor. However, increased costs from the vendor or an interruption of supply from this vendor could have a material adverse effect on the Company's profit margins and profitability.

18. LEGAL MATTERS

As of June 30, 2024, the Company is involved in the following matters described below:

As previously reported, the Company has launched a program focused on enforcing its intellectual property and, in particular, certain of its patent portfolio. The Company has continued to enforce its intellectual property by filing complaints against certain parties alleging infringement on the Company's patents relating to its wireless audio technology. In the event that a monetary award or judgment is received by the Company in connection with these complaints, all or portions of such amounts will be due to third parties. The Company may incur additional fees and costs related to these lawsuits, however, timing and impact on its Consolidated Financial Statements is uncertain. Depending on the response to and the underlying results of the enforcement program, the Company may continue to litigate its claims, enter into licensing arrangements or reach some other outcome potentially advantageous to its competitive position. During the year ended June 30, 2023, in connection with its intellectual property enforcement program, the Company granted a license covering certain of its patents and recognized gross proceeds of \$33,000,000, which were recorded as other income, offset by legal fees and related expenses of approximately \$22,141,000 which were recorded as selling, general and administrative expenses. Also, on August 4, 2023, the Company's lawsuit against Plantronics, Inc. and Polycom, Inc. was dismissed following resolution of the litigation between the parties and had no impact on the Company's Consolidated Financial Statements.

The Company was notified by One-E-Way, Inc. that some of the Company's wireless products may infringe on certain One-E-Way patents. No lawsuits involving these allegations have yet been filed and served on the Company. The Company is currently investigating whether these allegations have any merit. Depending on the results of the investigation and the defense of these allegations, the ultimate resolution of this matter may have a material effect on the Company's Consolidated Financial Statements. The Company estimates that this matter will ultimately be resolved at a cost of approximately \$41,000 and has accrued this amount in accrued liabilities as of June 30, 2024 and 2023.

The ultimate resolution of these matters is not determinable unless otherwise noted.

We are also subject to a variety of other claims and suits that arise from time to time in the ordinary course of our business. Although management currently believes that resolving these claims against us, individually or in aggregate, will not have a material adverse impact on our Consolidated Financial Statements, these matters are subject to inherent uncertainties and management's view of these matters may change in the future.

EXHIBIT INDEX

Exhibit No.	Exhibit Description
3.1	Amended and Restated Certificate of Incorporation of Koss Corporation, as in effect on November 19, 2009. Filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended December 31, 2009 and incorporated herein by reference.
3.2	By-Laws of Koss Corporation. Filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
3.3	Amendment to the By-Laws of Koss Corporation. Filed as Exhibit 3.3 to the Company's Current Report on Form 8-K on March 7, 2006 and incorporated herein by reference.
3.4	Amendment to the By-Laws of Koss Corporation. Filed as Exhibit 3.4 to the Company's Annual report on Form 10-K for the year ended June 30, 2020 and incorporated herein by reference.
4.1	Description of Common Stock of Koss Corporation. Filed as Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended June 30, 2020 and incorporated herein by reference.
9.1	Restated Koss Voting Trust Agreement by and among Michael J. Koss (the Voting Trustee) and John C. Koss, Jr. and Michael J. Koss, as co-Trustees of the John C. Koss, Sr. Revocable Trust, the Nancy Koss 2012 Trust, the Koss Family Trust and Michael J. Koss as President of K.F.T. Corporation**
10.1	Death Benefit Agreement with John C. Koss. Filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference. *
10.2	Stock Purchase Agreement with John C. Koss. Filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference. *
10.3	Consent of Directors (Supplemental Executive Retirement Plan for Michael J. Koss dated March 7, 1997). Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference. *
10.4	Revolving Credit Agreement dated May 14, 2019, between Koss Corporation and Town Bank Filed as Exhibit 10.1 to the Company's Form 8-K on May 16, 2019 and incorporated by reference herein.
10.5	First Amendment to Revolving Credit Agreement dated January 28, 2022, and between Koss Corporation and Town Bank filed as Exhibit 10.1 to the Company's Form 10-Q on January 29, 2022 and incorporated by reference here.
10.6	Second Amendment to Revolving Credit Agreement dated February 4, 2022**
10.7	Third Amendment to Revolving Credit Agreement, effective October 30, 2022, by and between the Company and Town Bank. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q on October 28, 2022 and incorporated herein by reference.
10.8	General Business Security Agreement dated May 14, 2019, between Koss Corporation and Town Bank Filed as Exhibit 10.2 to the Company's Form 8-K on May 16, 2019 and incorporated by reference herein.
10.9	Koss Corporation 2012 Omnibus Incentive Plan (Incorporated by reference to Appendix B to Koss Corporation's Definitive Proxy Statement on Schedule 14A filed on August 27, 2012). *
10.10	Koss Corporation 2023 Equity Incentive Plan. Filed as Exhibit 10.1 to Koss Corporation's Current Report on Form 8-K filed on October 23, 2023 and incorporated herein by reference. *
10.11	Koss Corporation 2023 Equity Incentive Plan Notice of Grant of Stock Option Award. Filed as Exhibit 10.2 to Koss Corporation's Quarterly Report on 10-Q filed February 2, 2024 and incorporated herein by reference. *
14	Koss Corporation Code of Ethics. Filed as Exhibit 14 to the Company's Annual Report on Form 10-K for the year ended June 30, 2011 and incorporated by reference herein.
21.1	Subsidiaries of Koss Corporation. Filed as Exhibit 21.1 to the Company's Annual report on Form 10-K for the year ended June 30, 2020 and incorporated herein by reference.
23.1	Consent of Wipfli LLP. **
31.1	Rule 13a -14(a)/15d-14(a) Certification of Chief Executive Officer. **
31.2	Rule 13a -14(a)/15d-14(a) Certification of Chief Financial Officer. **
32.1	Section 1350 Certification of Chief Executive Officer. ***
32.2	Section 1350 Certification of Chief Financial Officer. ***
97	Koss Corporation Incentive-Based Compensation Clawback Policy**
101	The following financial information from Koss Corporation's Annual Report on Form 10-K for the year ended June 30, 2024, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of June 30, 2024 and 2023, (ii) Consolidated Statements of Operations for the years ended June 30, 2024 and 2023, (iii) Consolidated Statements of Cash Flows for the years ended June 30, 2024 and 2023, (iv) Consolidated Statements of Stockholders' Equity for the years ended June 30, 2024 and 2023 and (v) the Notes to the Consolidated Financial Statements.
104	The cover page from Koss Corporation's Annual Report on Form 10-K for the year ended June 30, 2024, filed with the Securities and Exchange Commission on August 30, 2024, formatted in XBRL Cover Page Interactive Data File **

* Denotes a management contract or compensatory plan or arrangement
** Filed herewith
*** Furnished herewith

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.

KOSS CORPORATION

By: /s/ Michael J. Koss
Michael J. Koss
Chairman
Chief Executive Officer

August 30, 2024

By: /s/ Kim M. Schulte
Kim M. Schulte
Chief Financial Officer
Principal Accounting Officer

August 30, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on August 30, 2024.

/s/ Michael J. Koss
Michael J. Koss, Director

/s/ Thomas L. Doerr
Thomas L. Doerr, Director

/s/ Steven A. Leveen
Steven A. Leveen, Director

/s/ William J. Sweasy
William J. Sweasy, Director

/s/ Lenore E. Lillie
Lenore E. Lillie, Director

RESTATEMENT OF THE
KOSS FAMILY
VOTING TRUST AGREEMENT

THIS RESTATED VOTING TRUST AGREEMENT is made by and among, MICHAEL J. KOSS (the "Voting Trustee") and JOHN C. KOSS, JR. and MICHAEL J. KOSS, as co-Trustees of the JOHN C. KOSS, SR. REVOCABLE TRUST, THE NANCY KOSS 2012 TRUST, THE KOSS FAMILY TRUST and MICHAEL J. KOSS as President of K.F.T. CORPORATION (collectively, the "Shareholders").

John C. Koss, Sr. as Voting Trustee, the John C. Koss Revocable Trust, K.F.T. Corporation, Michael J. Koss, and Managements Trusts for each of Michael J. Koss, Debra Koss Fulton, Linda Koss Moore, Pamela Koss Geimer and John C. Koss, Jr. originally entered in a substantially similar agreement on November 30, 1990, and John C. Koss, Sr., restated the agreement on December 14, 2011. John C. Koss, Sr., died on December 21, 2021 and the parties are now exercising the right to restate the trust in its entirety. The trust shall continue to be called the "KOSS FAMILY VOTING TRUST."

RECITALS

- A. The Stockholders own shares of the issued and outstanding common stock (the "Stock") of Koss Corporation (the "Corporation"); and
- B. Statement of Intent. Pursuant to specific instructions from John C. Koss, Sr. and Nancy L. Koss, we intend and desire to ensure the continuity of Koss family management over the Koss Corporation by the continued consolidation of its effective voting control.
- C. The Stockholders desire to restate the voting trust and transfer the voting rights in the Stock (as set forth in section 2 below) to Michael J. Koss, who shall act as the Voting Trustee.

AGREEMENTS

In consideration of the recitals and the following mutual agreements, the parties agree as follows:

- 1. Voting Trustee. Michael J. Koss is appointed as the Voting Trustee and shall serve until his resignation, death or disability as provided in section 8.

2. Transfer of Stock and Voting Power to Voting Trustee. The Shareholders hereby assign and deliver to the Voting Trustee full power to vote all of the shares of voting common stock and any other voting securities of the Corporation which the Shareholders now own or subsequently acquire, in accordance with the terms of this Agreement and for any and all purposes for which the Stock may, from time to time, be voted. The Shareholders agree to transfer or cause to be transferred into the name of the Voting Trustee upon the books of the Corporation all of the Stock Stockholder now owns or subsequently acquires. The Shareholders authorize and empower the Voting Trustee, as attorney-in-fact for the Shareholders, to cause to be made on the books of the Corporation, subject to the conditions later specified, a transfer to the Voting Trustee of legal title of all such shares of the Stock with all rights and powers of whatever nature necessary to enable the Voting Trustee to exercise the powers vested in him under this Agreement. The certificates shall be held by the Voting Trustee in accordance with the terms of this Agreement and shall be retained by the Voting Trustee until the termination of this Agreement. All of the stock certificates shall refer to the fact that they are issued to the Voting Trustee under this Agreement. The name of the Voting Trustee shall be entered as the record owner of the Stock on the books of the Corporation.

3. Voting Trust Certificates. The Voting Trustee shall execute and deliver voting trust certificate(s) (the "Voting Trust Certificate(s)") to each Shareholder for the number of shares of Stock deposited by the Shareholder pursuant to this Agreement. The Voting Trust Certificate(s) shall be substantially in the form attached as Exhibit A to this Agreement. Upon termination of this Agreement, the Voting Trustee will surrender the Voting Trust Certificate(s) to the Corporation and the Corporation shall issue to Shareholder stock certificate(s) for the Stock represented by the Voting Trust Certificate.

4. Assignment. The Voting Trust Certificates shall not be transferred or assigned except to another Shareholder, the spouse of a Shareholder, a child of an 1 Shareholder, a trust solely for the benefit of the spouse and/or child or a beneficiary of a trust that is a Shareholder. The assignor of a Voting Trust Certificate shall execute and deliver to the Voting Trustee a Notice of Assignment of Voting Trust Certificate in substantially the form of Exhibit B. Every assignee of a Voting Trust Certificate shall, by acceptance of such Voting Trust Certificate, become a party to this Agreement, with like effect as though an actual signer, and shall be embraced within the meaning of the terms "Voting Trust Certificate holder" or "holder of the Voting Trust Certificate" as used in this Agreement, unless the context shall otherwise require.

5. Replacement of Voting Trust Certificates. If a Voting Trust Certificate shall become mutilated or defaced or be destroyed, lost or stolen, the Voting Trustee may issue or cause to be issued in exchange a new Voting Trust Certificate representing the same number and kind of shares, for and upon cancellation of the mutilated Voting Trust Certificate, or, in lieu of the Voting

Trust Certificate so destroyed, lost or stolen, upon (a) production of evidence of the loss, destruction or theft satisfactory to the Voting Trustee, (b) receipt of indemnity satisfactory to the Voting Trustee and (c) compliance with such other reasonable regulations as the Voting Trustee may prescribe.

6. Rights of Voting Trustee. Except as otherwise provided in this Agreement, the Voting Trustee shall be entitled to exercise, in his uncontrolled discretion, all rights and powers of every kind and nature with respect to the shares of Stock, including:

(a) the right to collect all dividends payable on any of the shares of Stock which shall be promptly distributed in accordance with the provisions of the applicable Voting Trust Certificate; and

(b) the right to vote the shares for every purpose and to consent to every and any corporate act of the Corporation or its shareholders.

7. Duties of Voting Trustee. The Voting Trustee accepts this trust and agrees to faithfully perform the duties prescribed in this Agreement. The Voting Trustee shall be entitled to receive advice or counsel upon any and all matters concerning his duties. The Voting Trustee shall not be accountable or liable for any loss, damage or liability, except for his own malfeasance. The Voting Trustee may be a Voting Trust Certificate holder and, as such, he shall be entitled in all respects to the same rights and benefits as other Voting Trust Certificate holders. The Voting Trustee shall not be required to give any bond or security for the discharge of his duties.

8. Resignation, Permanent Total Disability, Removal for Cause or Death of Voting Trustee.

(a) Resignation. The Voting Trustee may at any time resign by delivering a resignation to the holders of Voting Trust Certificates, either personally or by registered mail. The resignation shall take effect on the day specified in the written resignation.

(b) Permanent Total Disability. If the Voting Trustee shall incur a Permanent Total Disability which the Shareholders believe renders him unable to perform his duties as Voting Trustee, he shall be deemed to have resigned as Voting Trustee. The resignation shall be effective as of the date Permanent Total Disability shall be deemed to have occurred. "Permanent Total Disability" shall mean a physical or mental sickness or injury which renders the Voting Trustee incapable of performing the duties required of him and which may be expected to continue during the remaining term of this Agreement. Determination of Permanent Total Disability and the date upon which it shall be deemed to have occurred shall be made by majority vote of the Shareholders.

(c) Removal for Cause. The Shareholders may, at any time by majority vote, remove the Voting Trustee for Cause. As used in this "Agreement, "Cause" shall mean any act of gross dishonesty or any act which constitutes a gross, willful and malicious breach of this Agreement or a willful and continuing failure by the Voting Trustee to perform his duties in a faithful and diligent manner after the same majority shall have first demanded in writing that such conduct be corrected.

(d) Death. Upon the Voting Trustee's death, he shall be deemed to have resigned as Voting Trustee effective as of the date of his death.

(e) Successor. Upon Michael J. Koss's death, resignation, Permanent Total Disability or removal for Cause, the successor Voting Trustee shall be John C. Koss, Jr.

Each acting Voting Trustee (unless limited in the appointment) may appoint an individual to succeed the appointing Voting Trustee on any stated event, and may similarly revoke the appointment at any time before the event occurs. If another individual is named under this agreement to become Voting Trustee upon the event stated, then the appointment made in this agreement shall control. Any further vacancy in the office of Voting Trustee shall be filled by the Shareholders, who, by majority vote, shall select the successor within 30 days after the date of the vacancy in the position of Voting Trustee.

9. Compensation. The Voting Trustee shall not be entitled to compensation for his services. The Voting Trustee shall be reimbursed by the holders of Voting Trust Certificates for expenses incurred.

10. Termination or Amendment. This Agreement shall remain in effect unless terminated or amended as follows:

(a) If Michael J. Koss is Voting Trustee, this Agreement may be terminated or amended by Michael J. Koss upon the written consent of John C. Koss, Jr.

(b) As to any successor Voting Trustee, this Agreement may be terminated or amended by a majority vote of the Shareholders holding at least sixty-six and two-thirds ($66 \frac{2}{3}$) of the Koss shares reflected by the Voting Trust Certificates.

11. Voting Trust Agreement on File. The Voting Trustee shall file a copy of this Agreement in the registered office of the Corporation. The copy shall be open to the inspection of any shareholder of the Corporation or any beneficiary of the trust created under this Agreement (the "Trust"), daily during business hours.

12. Transfer of Stock Represented by Voting Trust Certificates.

(a) After the death of John C. Koss, any of the Koss children (Michael J. Koss, Debra Koss Fulton, Linda Koss Moore, Pamela Koss Geimer and John J. Koss, Jr.) may, by notice in writing to the Voting Trustee, offer to sell to the other Shareholders the number of shares of Stock held by the Trust on behalf of the Shareholder. For purposes of this paragraph 12, the number of shares held by the Trust on behalf of each child shall include shares that would be attributable to the individual if a trust Shareholder then terminated. For the purpose of such attribution, shares that would be owned by a trust shall be deemed to be owned by the beneficiaries of the trust determined actuarially, as provided in Section 1.401(a)(9) of the Treasury Regulations, but only the current primary income beneficiary shall have the right to sell Koss shares as provided below. After the death of each Koss child, his or her descendants who are primary beneficiaries of the trust Shareholders, shall have such rights.

(b) Within five business days after receipt of the notice described in paragraph 12(a), the Voting Trustee shall notify all of the Shareholders in writing of the offer to sell. Each of the other Shareholders shall, within 15 business days after receipt of the notice from the Voting Trustee, have an option to purchase up to a Proportionate Share of the Stock offered. The term "Proportionate Share" shall mean an amount equal to a fraction, the numerator of which shall be the number of shares of Stock held by the Trust on behalf of the Shareholder and the denominator of which shall be the number of shares of Stock held by the Trust on behalf of all of the other Shareholders prior to the purchase of Stock multiplied by the number of shares of Stock offered. The option shall be exercised by notice in writing to the Voting Trustee. All purchased shares shall remain subject to the terms of this Agreement.

(c) If all or any portion of the shares of Stock offered pursuant to paragraph 12(a) are not accepted by the other Shareholders ("Additional Shares") within the 15-day period, the Voting Trustee shall notify in writing those Shareholders who exercised the option to purchase its Proportionate Share of the Stock offered (the "Electing Shareholders"). Each of the Electing Shareholders shall, within ten business days after receipt of such notice, have an option to purchase all or any portion of the Additional Shares. If the Electing Shareholders elect to purchase more than the number of Additional Shares offered, the Electing Shareholders who exercise the option to purchase Additional Shares shall be entitled to purchase a Proportionate Share of Additional Shares. The term "Proportionate Share of Additional Shares" shall mean an amount equal to a fraction, the numerator of which shall be the number of shares of Stock held by the Trust on behalf of an Electing Shareholder who exercises the option to purchase Additional Shares before the purchase of Additional Shares (including such Electing Shareholder's Proportionate Share of the Stock) and the denominator of which shall be the number of shares of Stock

held by the Trust on behalf of all of the shares of Stock held by the Trust on behalf of all of the Electing Shareholders who exercise the option to purchase Additional Shares before the purchase of Additional Shares (including such Electing Shareholders' Proportionate Share of the Stock) multiplied by the number of Additional Shares offered. All purchased shares shall remain subject to the terms of this Agreement.

(d) If less than ten percent (10%) of the offering Shareholders' Koss shares are purchased, the Voting Trustee shall deliver to the offering Shareholder a stock certificate of the corporation in the name of the offering Shareholder for the number of Additional Shares available to be sold (ten percent (10%) of the shares attributable to the Offering Shareholder less any shares purchased by other Shareholders). For a period of 20 business days after delivery of the stock certificate, the offering Shareholder may sell such Shares of Stock on the open market. These sales, per annum (during any 12 month rolling period), in aggregate, must not exceed ten percent (10%) of the total number of shares held by the Voting Trustee for the benefit of the Shareholder at the time the original offer to sell pursuant to paragraph 12(a) is made. The offering Shareholder shall return to the Voting Trustee any not sold within the 20-day period, which shares shall again become subject to the terms of this Agreement.

(e) The purchase price for shares of Stock purchased and sold pursuant to paragraphs 12(b) and 12(c) shall be the mean between the bid and asked price on the day prior to Closing (as defined herein). The purchase price shall be payable in cash at Closing.

(f) The closing ("Closing") of purchases and sales pursuant to paragraph 12(b) shall take place within five business days after expiration of the 15-day period described in paragraph 12(b). The Closing of purchases and sales pursuant to paragraph 12(c) shall take place within five business days after expiration of the ten-day period described in paragraph 12(c).

13. Notice. All calls for surrender or presentation of Voting Trust Certificates and all other notices to be given hereunder shall be in writing and be deemed given when personally delivered or deposited in the United States mail, proper postage prepaid, addressed to the registered holders of the Voting Trust Certificates at their respective addresses as shown in the registry books of the Voting Trustee and to the Voting Trustee at:

Michael J. Koss, Voting Trustee c/o
Koss Corporation
4129 North Port Washington Road
Milwaukee, Wisconsin 53212

or at such other address as the Voting Trustee shall designate in writing given to each Voting Trust Certificate holder.

14. Severability. If for any reason, any provision or part of any provision herein shall be or become invalid or inoperative, the validity and effect of the other provisions hereof shall not be affected thereby.

15. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Wisconsin.

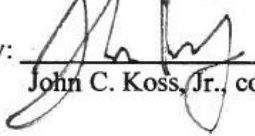
16. Counterparts. This Agreement may be executed in counterparts and each executed counterpart shall be considered an original and together shall constitute one agreement.

17. Funeral Expenses. The estate of a Voting Trust Certificate holder may withdraw shares of Stock from the Trust and sell such shares of Stock on the open market to the extent necessary to pay funeral and administration expenses, debts and death taxes.

Dated this 23 day of March, 2022.

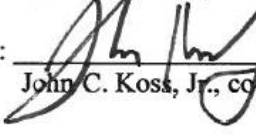
JOHN C. KOSS, SR. REVOCABLE TRUST

By: 
Michael J. Koss, co-Trustee


By: 
John C. Koss, Jr., co-Trustee

NANCY KOSS 2012 TRUST

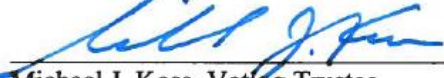
By: 
Michael J. Koss, co-Trustee

By: 
John C. Koss, Jr., co-Trustee

KOSS FAMILY TRUST

By: 
Michael J. Koss, co-Trustee

By: 
John C. Koss, Jr., co-Trustee


Michael J. Koss, Voting Trustee

K.F.T. CORPORATION

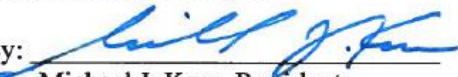
By: 
Michael J. Koss, President

EXHIBIT A

Number _____

Incorporated Under the Laws of the
State of Wisconsin

Voting Trust Certificate
For _____ Shares of Voting Common Stock

This is to certify that, upon termination of the Voting Trust Agreement dated November 30, 1990, restated on December 14, 2011 and restated by and among, MICHAEL J. KOSS (the "Voting Trustee") and JOHN C. KOSS, JR. and MICHAEL J. KOSS, as co-Trustees of the JOHN C. KOSS, SR. REVOCABLE TRUST, THE NANCY KOSS 2012 TRUST, THE KOSS FAMILY TRUST and MICHAEL J. KOSS as President of K.F.T. CORPORATION (the "Voting Trust Agreement," the terms and definitions of which are incorporated in this Certificate) and upon satisfaction of the conditions hereafter set forth and as set forth in the Voting Trust Agreement, _____ will be entitled, upon surrender of this Voting Trust Certificate to the Voting Trustee, duly endorsed, to receive a certificate or certificates for _____ fully paid and nonassessable shares of common stock of Koss Corporation (the "Corporation"). Until the release of the shares of Stock represented by this Voting Trust Certificate or termination of the Voting Trust Agreement, the Voting Trustee shall possess and be entitled to exercise all rights designated in the Voting Trust Agreement pertaining to the Stock of the Corporation, including the right to vote the shares of Stock, in accordance with the terms of the Voting Trust Agreement, it being expressly understood and agreed that no voting right pertaining to the Stock and no right to take part in or consent to any corporate or stockholders' action passes by or under, or belongs to, this Voting Trust Certificate or the owner hereof or by or under any agreement, express or implied, except to the extent specifically provided in the Voting Trust Agreement.

This Voting Trust Certificate is transferable only on the books of the Voting Trustee by the registered holder hereof, either in person or by an attorney, duly authorized in writing upon surrender hereof, properly endorsed, and in accordance with any rules established by the Voting Trustee for this purpose; provided, however, that transfer of this Voting Trust Certificate is subject to terms and conditions set forth in any applicable stock purchase agreements by and among the Stockholders and the Corporation and on file at the office of the Corporation, to the same extent as if this Voting Trust Certificate were a certificate for shares of Stock of the Corporation.

Until so surrendered, the Voting Trustee and all other persons dealing with the Voting Trust Certificates may treat the registered holder as the owner thereof for all purposes whatsoever, any notice to the contrary notwithstanding, and every holder hereof, by accepting this Voting Trust Certificate, assents to and agrees to be bound by all of the terms of this Voting Trust Certificate and of the Voting Trust Agreement.

Dated this ____day of _____, 2022

Michael J. Koss, Voting Trustee

Endorsement for transfer dated this ___day of _____, 2022.

EXHIBIT B
NOTICE OF ASSIGNMENT OF VOTING TRUST CERTIFICATE

FOR VALUE RECEIVED, the undersigned sells, and transfers to _____ all right, title and interest of the undersigned in and to the within Voting Trust Certificate and the interest represented thereby and irrevocably constitutes and appoints _____ attorney to transfer the same on the books of the within-named Voting Trustee.

Dated this ____ day of _____, 2022

SECOND AMENDMENT TO REVOLVING CREDIT AGREEMENT

THIS SECOND AMENDMENT TO REVOLVING CREDIT AGREEMENT (the “**Second Amendment**”) is dated as of February 4, 2022 (the “**Effective Date**”), by and among **KOSS CORPORATION**, a Delaware Corporation (“**Borrower**”) and **TOWN BANK, N.A.** (also known as Town Bank, “**Bank**”; Borrower and Bank are collectively referred to herein as the “**Parties**”) and amends a “Revolving Credit Agreement” dated as of May 14, 2019, as amended by a First Amendment to Revolving Credit Agreement dated as of January 28, 2021 (collectively, the “**Credit Agreement**”).

RECITALS

A. Borrower has requested and Bank has agreed, subject to the terms of this Second Amendment, to release the Bank’s assignment of two life insurance policies on John C. Koss.

B. Capitalized terms that are not otherwise defined herein shall take on the meaning given to such terms in the Credit Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and in consideration of the mutual agreements contained herein, the Parties agree as follows:

AMENDMENT**ARTICLE I. AMENDMENT TO CREDIT AGREEMENT**

1. Amendment to Section 2.5 of the Credit Agreement. Section 2.5 of the Credit Agreement is hereby amended by revising the definition of “Life Insurance Policies” to exclude the Northwestern Mutual life insurance policies on the life of John C. Koss (policy numbers: 10783517 and 6250469).

2. Amendment to Subsection 5.1(e) of the Credit Agreement. Subsection 5.1(e) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(e) Within forty-five (45) calendar days after the end of each calendar year, copies of life insurance policy illustrations for the following life insurance policies:

- (i) #12-646-210 (John C. Koss, Jr.);
- (ii) #12-646-250 (Michael J. Koss);
- (iii) #17-550-731 (John C. Koss, Jr.); and
- (iv) #17-554-588 (Michael J. Koss).

ARTICLE II. CONDITIONS

This Second Amendment shall be effective upon the satisfaction of the following conditions:

1. Amendment. Bank shall have received a fully-executed, original version of this Second Amendment.

2. Payment of Lender's Fee and Costs. Bank shall have received payment in immediately available funds, of all fees and costs of Bank, including, without limitation, all attorneys' fees and expenses incurred or paid by Bank in connection with the preparation of this Second Amendment and all ancillary documents related hereto.

ARTICLE III. MISCELLANEOUS

1. Recitals. The RECITALS set forth above are true, accurate and incorporated into the body of this Second Amendment by reference.

2. Counterparts; Signatures. This Second Amendment may be executed in several counterparts, each of which shall be deemed an original, but such counterparts shall together constitute but one and the same agreement. This Second Amendment may be executed in facsimile or electronic copy with the same binding effect as the original, but any party may request a paper original for its files and the other parties hereto shall be obligated to accommodate such a request.

3. Representation and Warranty. Borrower represents and warrants to Bank that the execution and delivery of this Second Amendment is within its corporate power, has been duly authorized by proper organizational action on the part of Borrower, is not in violation of any existing law, rule or regulation of any governmental agency or authority, any order or decision of any court, the Articles of Incorporation or Bylaws of Borrower or the terms of any agreement, restriction or under-taking to which Borrower is a party or by which it is bound, and does not require any approval or consent of the board of directors or shareholders of Borrower, any governmental body, agency or authority or any other person or entity that have not already been obtained by Borrower.

4. Entire Agreement; Applicable Law. The Credit Agreement, as amended by this Second Amendment is the entire agreement between the Parties with respect to the matters contained therein, the other Loan Documents, and herein, and this Second Amendment supersedes any prior discussions with respect to such an amendment. This Second Amendment shall be governed by and construed in accordance with the internal laws of the State of Wisconsin without application of conflicts of laws.

5. Headings. Paragraph headings used in this Second Amendment are for convenience only and shall not affect the construction of this Second Amendment.

[The remainder of this page is intentionally left blank with a signature page to follow.]

IN WITNESS WHEREOF, the Parties have executed this Second Amendment as of the Effective Date.

TOWN BANK, N.A.



By: Casey C. Wendt, Senior Vice President

KOSS CORPORATION, a Delaware corporation



By: David Smith, CFO and Secretary

[Signature Page to Second Amendment to Revolving Credit Agreement]

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (No. 333-184754 and 333-276005) on Form S-8 of our report dated August 30, 2024, relating to the consolidated financial statements of Koss Corporation and Subsidiaries as of and for the years ended June 30, 2024 and 2023 appearing in this Annual Report on Form 10-K of Koss Corporation for the year ended June 30, 2024.

/s/ WIPFLI LLP

Radnor, Pennsylvania
August 30, 2024

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Michael J. Koss, certify that:

1. I have reviewed this annual report on Form 10-K of Koss Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated 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. I am 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 my supervision, to ensure that material information relating to the registrant, including its subsidiary, is made known to me 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 my 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 my 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. I have disclosed, based on my 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.

August 30, 2024

/s/ Michael J. Koss
Michael J. Koss
Chief Executive Officer and President

**Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kim M. Schulte, certify that:

1. I have reviewed this annual report on Form 10-K of Koss Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated 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. I am 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 my supervision, to ensure that material information relating to the registrant, including its subsidiary, is made known to me 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 my 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 my 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. I have disclosed, based on my 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.

August 30, 2024

/s/ Kim M. Schulte
Kim M. Schulte
Chief Financial Officer

**Certification of Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,
18 U.S.C. Section 1350**

I, Michael J. Koss, Chief Executive Officer of Koss Corporation (the "Company"), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 that to my knowledge:

(i) the Annual Report on Form 10-K of the Company for the year ended June 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

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

/s/ Michael J. Koss
Michael J. Koss
Chief Executive Officer and President
August 30, 2024

**Certification of Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,
18 U.S.C. Section 1350**

I, Kim M. Schulte, Chief Financial Officer of Koss Corporation (the "Company"), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 that to my knowledge:

- (i) the Annual Report on Form 10-K of the Company for the year ended June 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kim M. Schulte
Kim M. Schulte
Chief Financial Officer
August 30, 2024

Note: This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed, except to the extent required by the Sarbanes-Oxley Act of 2002, by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

KOSS CORPORATION
Incentive-Based Compensation Clawback Policy

Effective July 26, 2023

1. Policy Purpose

Koss Corporation (the “Company”) establishes this Incentive-Based Compensation (IBC) Clawback Policy (the “Policy”) to enable the Company to recoup the amount of any Erroneously Awarded Compensation to current or former executive officers where such compensation is based upon erroneously reported financial information and an Accounting Restatement is required. This policy is intended to comply with the requirements set forth in Listing Rule 5608 of the corporate governance rules of The Nasdaq Stock Market (the “Listing Rule”) and will be construed and interpreted in accordance with such intent.

2. Policy Administration

This Policy will be administered by the Compensation Committee of the Board of Directors (the “Committee”) unless the Board determines to administer this Policy itself. The Plan administrator will have full and final authority to make all determinations under this Policy, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. All determinations and decisions made by the Plan administrator pursuant to the provisions of this Policy will be final, conclusive and binding on all persons, including the Company, its affiliates, its stockholders and employees. Any action or inaction by the Plan administrator with respect to an Executive Officer under this Policy will in no way limit the Plan administrator’s actions or decisions not to act with respect to any other Executive Officer under this Policy or under any similar policy, agreement or arrangement, nor will any such action or inaction serve as a waiver of any rights the Company may have against any Executive Officer other than as set forth in this Policy.

3. Policy Application

This Policy applies to all IBC received by a person: (a) after beginning service as an Executive Officer; (b) who served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation; (c) while the Company had a class of securities listed on a national securities exchange or a national securities association; and (d) during the three completed fiscal years immediately preceding the Accounting Restatement Date. In addition to such last three completed fiscal years, the preceding clause (d) includes any transition period that results from a change in the Company’s fiscal year within or immediately following such three completed fiscal years, provided that a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to twelve months will be deemed a completed fiscal year. For purposes of this Section 3, Incentive-Based Compensation will be deemed received in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based

Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-Based Compensation that is subject to one or more Financial Reporting Measure vesting conditions and a service-based vesting condition will be considered received when the relevant Financial Reporting Measure(s) are achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition. All of the Company's stock options issued under its 2012 Omnibus Incentive Plan were granted on a discretionary basis with vesting terms based upon service period of the Executive Officer, rather than granted based upon, or with vesting terms based upon, any Financial Reporting Measure.

4. Policy Recovery Requirement

In the event of an Accounting Restatement, the Company must recover, reasonably promptly, any Erroneously Awarded Compensation from the IBC applicable to such Accounting Restatement (pursuant to Section 3 based on the Accounting Restatement Date corresponding to such Accounting Restatement). The Company's obligation to recover Erroneously Awarded Compensation is not dependent on if or when the Company files restated financial statements. Recovery under this Policy with respect to an Executive Officer will not require the finding of any misconduct by such Executive Officer or such Executive Officer being found responsible for the accounting error leading to an Accounting Restatement. In the event of an Accounting Restatement, the Company will satisfy the Company's obligations under this Policy to recover any amount owed from any applicable Executive Officer by exercising its sole and absolute discretion in how to accomplish such recovery, to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. The Company's recovery obligation pursuant to this Section 4 will not apply to the extent that the Company's committee of independent directors responsible for executive compensation decisions, or in the absence of such a committee, a majority of the independent directors serving on the Board, determined that such recovery would be impracticable and:

- a. The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Stock Exchange;
- b. Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to the Stock Exchange, that recovery would result in such a violation, and must provide such opinion to the Stock Exchange; or
- c. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Code.

5. Policy Prohibition on Indemnification and Insurance Reimbursement

The Company is prohibited from indemnifying any Executive Officer or former Executive Officer against the loss of Erroneously Awarded Compensation. Further, the Company is prohibited from paying or reimbursing an Executive Officer for purchasing insurance to cover any such loss.

6. Required Policy-Related Filings

The Company will file all disclosures with respect to this Policy in accordance with the requirements of the Federal securities laws, including disclosures required by Securities and Exchange Commission filings.

7. Definitions

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

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

c. "Board" means the board of directors of the Company.

d. "Code" means the U.S. Internal Revenue Code of 1986, as amended. Any reference to a section of the Code or regulation thereunder will include such section or regulation, any valid regulation or other official guidance promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing, or superseding such section or regulation.

e. "Erroneously Awarded Compensation" means, in the event of an Accounting Restatement, the amount of Incentive-Based Compensation previously received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts in such Accounting Restatement, and must be computed without regard to any taxes paid by the relevant Executive Officer. For Incentive-Based Compensation granted, earned or vested based upon the attainment of stock price or total stockholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total stockholder return upon which the Incentive-Based Compensation was received; and (ii) the Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Stock Exchange.

f. “Executive Officer” means the Company’s president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company’s parent(s) or subsidiaries are deemed Executive Officers of the Company if they perform such policy making functions for the Company. “Executive Officer” will include at a minimum executive officers identified pursuant to Item 401(b) of Regulation S-K under the U.S. Securities Act of 1933, as amended.

g. “Financial Reporting Measures” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total stockholder return are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the Company’s financial statements or included in a filing with the Securities and Exchange Commission.

h. “Incentive-Based Compensation” means any compensation that is granted, earned (i.e., any relevant performance measure is satisfied), or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Such compensation may include annual cash bonuses and equity awards. For the avoidance of doubt, awards that vest exclusively upon completion of a specified employment period, without any performance condition, and bonus awards that are discretionary or based on subjective goals or goals unrelated to financial reporting measures, do not constitute Incentive-Based Compensation.

i. “Stock Exchange” means the national stock exchange on which the Company’s common stock is listed.

8. Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted and will automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

9. Amendment; Termination

The Board may amend this Policy from time to time in its sole and absolute discretion and will amend this Policy as it deems necessary to reflect the Listing Rule, to comply with (or maintain an exemption from the application of) Section 409A of the Code. The Board may terminate this Policy at any time.

10. Other Recovery Obligations; General Rights

To the extent that the application of this Policy would provide for recovery of Incentive-Based Compensation that the Company recovers pursuant to Section 304 of the Sarbanes-Oxley Act or

other recovery obligations, the amount the relevant Executive Officer has already reimbursed the Company will be credited to the required recovery under this Policy. This Policy will not limit the rights of the Company to take any other actions or pursue other remedies that the Company may deem appropriate under the circumstances and under applicable law, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. Nothing contained in this Policy will limit the Company's ability to seek recoupment, in appropriate circumstances (including circumstances beyond the scope of this Policy) and as permitted by applicable law, of any amounts from any individual, in each case to the extent permitted under the Listing Rule and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code.

11. Successors

This Policy will be binding and enforceable against all Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

12. Governing Law

This policy and all rights and obligations hereunder will be governed by and construed in accordance with the internal laws of the State of Delaware, excluding any choice of law rules that may direct the application of the laws of another jurisdiction.

This policy has been approved by the Board and is effective as of the Effective Date.

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