
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

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

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

Check the appropriate box:

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



INGRAM MICRO HOLDING CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
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INGRAM MICRO[®]

Distributing Trust





Letter from the Chairperson

April 17, 2025

Dear Stockholder:

On behalf of the Board of Directors, I am pleased to invite you to the 2025 Annual Meeting of Stockholders (the "Annual Meeting") of Ingram Micro Holding Corporation. The meeting will be held virtually on Wednesday, June 4, 2025, at 11:30 am (Pacific), at www.virtualshareholdermeeting.com/INGM2025.

On or about April 17, 2025, we sent a Notice of Internet Availability of Proxy Materials ("Notice") to stockholders. The Notice for the Annual Meeting contains details on how to access and review the materials, retrieve your proxy card, and submit your vote online. To request a printed copy of the proxy materials, please follow the instructions outlined in the Notice.

We encourage you to vote regardless of whether you plan to attend the Annual Meeting. You may cast your vote at the meeting, online using the instructions provided in the Notice or proxy card, by telephone, or by mailing your completed proxy card in the postage-prepaid return envelope if you received paper materials.

We are grateful for your ongoing commitment to Ingram Micro.

Sincerely,

A handwritten signature in black ink that reads "Alain Monié".

Alain Monié

Chairperson of the Board of Directors

Notice of 2025 Annual Meeting of Stockholders

April 17, 2025

Irvine, CA

To our Stockholders:

Ingram Micro Holding Corporation ("Ingram Micro" or the "Company") is holding its 2025 Annual Meeting of Stockholders (the "Annual Meeting") virtually on Wednesday, June 4, 2025, at 11:30 am (Pacific), at www.virtualshareholdermeeting.com/INGM2025.

At the Annual Meeting, you will be asked to:

1. Elect four directors to a three-year term (see page 2, "Proposal 1");
2. Approve, on a non-binding advisory basis, the compensation of the Company's named executive officers (see page 18, "Proposal 2");
3. Approve, on a non-binding advisory basis, the frequency of holding future advisory votes on the compensation of named executive officers (see page 19, "Proposal 3"); and
4. Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended December 27, 2025 (see page 49, "Proposal 4", together with Proposal 1, Proposal 2, and Proposal 3, each a "Proposal" and collectively, the "Proposals").

Our Board of Directors unanimously recommends that you vote "FOR" the nominees under Proposal 1, "FOR" Proposals 2 and 4, and "ONE YEAR" for Proposal 3.

Stockholders of record as of the close of business on April 10, 2025, have the right to receive notice of and vote at the Annual Meeting, including any adjournments or postponements thereof. For ten (10) days prior to the Annual Meeting, a complete list of registered stockholders will be available for examination at our office at 3351 Michelson Drive, Suite 100, Irvine, CA 92612.

Your vote at the Annual Meeting is important. To ensure your participation at the Annual Meeting, we encourage you to submit your proxy as soon as possible by internet, phone, or mail, as described in greater detail on your proxy card or voter instruction form.

The proxy materials, including Ingram Micro's 2024 Annual Report, are available at <https://ir.ingrammicro.com/>.

By Order of the Board of Directors,

Augusto Aragon

Executive Vice President, Secretary and General Counsel

**Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting To Be Held on June 4, 2025:**

This Proxy Statement and our 2024 Annual Report are available at www.proxyvote.com.

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Proxy Statement

Introduction and Summary

In July 2021, Platinum Equity, LLC together with its affiliated investment vehicles (“Platinum”) acquired Ingram Micro Inc., a Delaware corporation and operating company, which had previously been a publicly traded company from 1996 until 2016. Through the acquisition, Ingram Micro Inc. became an indirect subsidiary of the Company (Ingram Micro Holding Corporation), which remained privately held until October 2024 when the Company completed an initial public offering (“IPO”). Platinum currently retains ownership and control of approximately 90% of the voting power of the Company’s outstanding common stock, par value \$0.01 (“Common Stock”).

Because Platinum continues to hold more than a majority of the voting power of the Company’s outstanding Common Stock entitled to vote generally in the election of directors, including at the Annual Meeting, we are a “controlled company” within the meaning of the corporate governance standards of the New York Stock Exchange (“NYSE”). In accordance with applicable NYSE exemptions, the Company has elected not to comply with certain corporate governance requirements. For example, we do not have a majority of independent directors—a majority of our directors are affiliated with Platinum Equity Advisors, LLC (“Platinum Advisors”).

This Proxy Statement is furnished in connection with the solicitation of proxies by the board of directors (the “Board”) of Ingram Micro for use at the Annual Meeting, which will be the first annual meeting held following the IPO. By returning a completed proxy card, or voting by internet or phone, you are giving instructions on how your shares are to be voted at the Annual Meeting.

This summary provides a high-level review of the information contained within this Proxy Statement. This summary does not contain all of the information you should consider, and we highly recommend that you read the Proxy Statement in full before you vote.

All references herein to “Fiscal Year 2025,” “Fiscal Year 2024,” and “Fiscal Year 2023” represent the fiscal years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Annual Meeting

Date and Time	Wednesday, June 4, 2025, at 11:30 am (Pacific)
Location	Virtually at www.virtualshareholdermeeting.com/INGM2025
Who Can Vote	Stockholders of record as of April 10, 2025, are entitled to vote.

Proposals

No.	Proposal	Board Recommendation
1	Elect four directors to a three-year term.	FOR each director nominee
2	Approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers.	FOR
3	Approve, on a non-binding advisory basis, the frequency of holding future advisory votes on the compensation of named executive officers.	ONE YEAR
4	Ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for Fiscal Year 2025.	FOR

Proposal 1: Election of Directors

The Board is the Company's governing body with responsibility for general oversight and approval of corporate matters and significant transactions.

Our Board currently consists of thirteen members. According to our Second Amended and Restated Certificate of Incorporation ("Certificate of Incorporation"), our Board is divided into three classes of directors, each serving staggered three-year terms. One class of directors is elected at each annual meeting to serve from the time of their election until the third annual meeting following their election.

There are four directors in Class I, Craig Ashmore, Christian Cook, Leslie Heisz, and Alain Monié, whose term of office expires at the 2025 Annual Meeting and whom the Board has nominated for reelection. If reelected, the nominees will serve until the 2028 Annual Meeting or until their respective successors have been duly elected and qualified.

Each nominee has agreed to serve as director, if reelected, and we know of no reason any nominee would be unable to serve. If any nominee for any reason becomes unable or unwilling to serve, the proxies will be voted for a substitute nominee designated by the Board.

The following table includes the names, ages as of April 17, 2025, committee memberships, and class for each of the director nominees and continuing directors.

Name	Age	Independent	Committee Memberships			Class	Term
			AC	CC	NCGC		
Craig Ashmore	62					Class I Director Nominees	Expiring at the 2028 Annual Meeting
Christian Cook	54						
Leslie Heisz	64	.	.	.			
Alain Monié	74						
Bryan Kelln	59			.		Class II Continuing Directors	Expiring at the 2026 Annual Meeting
Mary Ann Sigler	70			.			
Sharon Wienbar	63	.	.	.			
Eric Worley	54				.		
Felicia Alvaro	64	.	C			Class III Continuing Directors	Expiring at the 2027 Annual Meeting
Paul Bay	55						
Jakki Haussler	67	.					
Jacob Kotzubei	56			C			
Matthew Louie	47				C		

"AC" indicates Audit Committee, "CC" indicates Compensation Committee, "NCGC" indicates Nominating and Corporate Governance Committee, and "C" indicates Committee Chair

Our directors are elected by a "plurality" vote, meaning the nominees who receive the greatest number of "FOR" votes will be elected to the Board. The nominees receiving the greatest number of votes in an uncontested election will be elected. Abstentions that are not voted in this proposal will have no effect.

The Board Recommends a Vote "FOR" Each of the Four Nominees Named Above

Biographies of Nominees for Election to New Three-Year Terms that will Expire in 2028

Craig Ashmore

Director since	Committee(s)	Other Public Company Boards
October 2024	None	Current: None Past 5 Years: None

Mr. Ashmore joined Platinum Advisors in 2014. Mr. Ashmore is currently a Managing Director at the firm and is responsible for senior level business development activities focused on identifying new acquisition opportunities. Prior to joining Platinum Advisors, Mr. Ashmore was Executive Vice President of Planning and Development at Emerson Electric Co. (NYSE: EMR), where he had responsibility for Emerson's mergers and acquisitions, strategic planning and corporate technology functions as well as Emerson Network Power's connectivity solutions business. He was a member of Emerson's Office of the Chief Executive. Mr. Ashmore holds a Bachelor's degree in Mechanical and Civil Engineering from the University of Connecticut and a Master's degree in Business Administration from the Harvard Business School.

Mr. Ashmore was selected to serve on our Board due to his operational expertise and his experience related to private equity and transactional matters.

Christian Cook

Director since	Committee(s)	Other Public Company Boards
October 2024	Nominating and Corporate Governance	Current: None Past 5 Years: None

Mr. Cook is currently a Managing Director at Platinum Advisors with responsibility for managing the transition of newly acquired companies into Platinum's portfolio. Post-transition, he also has responsibility for strategy, value creation and operational performance at select global portfolio companies. Since his joining Platinum Advisors in 2013, Mr. Cook has served as an officer of a number of Platinum's portfolio companies, notably Vertiv Holdings Co (NYSE: VRT), a manufacturer of technology and data center infrastructure equipment. Prior to joining Platinum Advisors, Mr. Cook was with AlixPartners where he focused on the operational improvements and cost reduction opportunities during high urgency situations, often serving interim C-suite roles such as CEO and COO. Mr. Cook holds a Bachelor of Mechanical Engineering degree from the Georgia Institute of Technology and holds a Master of International Business Studies degree from the University of South Carolina.

Mr. Cook was selected to serve on our Board due to his experience related to private equity, transactional matters, and operational performance on a global scale.

Leslie Heisz

Director since	Committee(s)	Other Public Company Boards
October 2024	Audit; Compensation	Current: Edwards Lifesciences; Capital Group Funds Past 5 Years: Public Storage (until 2024)

Ms. Heisz served as managing director of Lazard Frères, a financial advisory firm and independent investment bank, from 2004 until her retirement in 2010, providing strategic financial advisory services for clients in a variety of industries. An experienced investment banking and corporate finance executive, Ms. Heisz previously held positions with Dresdner Kleinwort Wasserstein, Solomon Brothers, and PricewaterhouseCoopers. She currently serves on the boards of Kaiser Foundation Health Plan, Inc., and Kaiser Foundation Hospitals. Ms. Heisz holds a Bachelor of Science degree in Economics-Systems Science from UCLA and a Master of Business Administration degree from the UCLA Anderson School of Management.

Ms. Heisz was selected to serve on our Board due to her extensive experience as a public company director and audit committee member, her in-depth knowledge of capital markets, and her expertise in enterprise risk management, mergers and acquisitions, and numerous other finance and governance matters.

Alain Monié, *Chairperson of the Board*

Director since	Committee(s)	Other Public Company Boards
October 2024	None	Current: AES Corporation Past 5 Years: Expeditors International of Washington, Inc. (until 2020)

Mr. Monié became a director and Chairperson of the Board in connection with the Company's IPO in October 2024, at which time he retired as Executive Chairman of the Company, a capacity in which he had served since January 2022. Mr. Monié previously served as Ingram Micro's Chief Executive Officer from January 2012 until January 2022. Mr. Monié initially joined Ingram Micro in February 2003 as Executive Vice President and served in that role and as President of Ingram Micro Asia-Pacific from 2004 to 2007, and then as President and Chief Operating Officer from 2007 to 2010. Prior to rejoining Ingram Micro as President and Chief Operating Officer in November 2011, he served as Chief Executive Officer of APRIL Management Pte., a multinational industrial company based in Singapore. Earlier in his career, Mr. Monié held a series of positions of increasing responsibility, across three continents, within Allied Signal Inc. and Honeywell International. Mr. Monié earned a Master's degree in business administration from the Institut Supérieur des Affaires, France (now part of the HEC Group). He received high honors in automation engineering studies at the École Nationale Supérieure d'Arts et Métiers (ENSAM) France.

As a seasoned executive and former Chief Executive Officer of Ingram Micro, Mr. Monié was selected to serve on our Board due to his in-depth knowledge of Ingram Micro's business operations and strategy that is important to the board of directors' oversight of strategy, succession planning, enterprise risk management, compensation, and implementation of sound corporate governance practices.

Biographies of Continuing Directors Not Being Considered for Election at this Annual Meeting

The directors whose terms are not expiring in 2025 are listed below. They will continue to serve as directors for the remainder of their terms or through such other date, in accordance with the Company's Amended and Restated Bylaws ("Bylaws").

CLASS II Directors (with Terms Expiring in 2026)

Bryan Kelln

Director since	Committee(s)	Other Public Company Boards
October 2024	Compensation	Current: None Past 5 Years: Custom Truck One Source (until 2023); Verra Mobility (until 2021); Key Energy (until 2020)

Mr. Kelln joined Platinum Advisors in 2008 and is a Partner and President of Portfolio Operations at the firm and is a member of the firm's Investment Committee. Mr. Kelln is responsible for all aspects of business strategy and operations at the firm's portfolio companies and is involved in evaluating buy- and sell-side opportunities across the firm. Mr. Kelln works closely with the firm's operations team as well as portfolio company executive management to drive strategic initiatives and to deploy operational resources. Prior to joining Platinum Advisors, Mr. Kelln was Senior Vice President and Chief Operating Officer at Nortek, Inc. Previously Mr. Kelln was a senior executive at Jacuzzi Brands, Inc. where he served as President of Jacuzzi, Inc. and an Operating Executive with the Jordan Company, a private investment firm where he was involved in acquisitions, divestitures and operations for the firm and served as a board member of portfolio companies. Additionally, Mr. Kelln has also served as President and CEO of RockShox, Inc., Senior Vice President at General Cable Corporation and as a Partner in the Supply Chain Management Practice of Mercer Management Consulting. Mr. Kelln holds a Bachelor's degree from Washington State University and a Master of Business Administration from The Ohio State University, Fisher College of Business.

Mr. Kelln was selected to serve on our Board due to his experience related to private equity, transactional matters, and post-acquisition monitoring and oversight of operational performance at portfolio companies.

Mary Ann Sigler

Director since	Committee(s)	Other Public Company Boards
July 2021	Compensation	Current: None Past 5 Years: Ryerson Holding Corporation (until 2024)

Ms. Sigler is Executive Vice President and Treasurer of Platinum Advisors. She joined Platinum Advisors in 2004 and is responsible for overall accounting, tax and financial reporting, as well as managing strategic planning projects for the firm. Prior to joining Platinum Advisors, Ms. Sigler was with Ernst & Young LLP for 25 years where she was a partner. Ms. Sigler holds a Bachelor of Arts degree in Accounting from California State University at Fullerton and a Master's degree in Business Taxation from the University of Southern California. Ms. Sigler is a Certified Public Accountant in California, as well as a member of the American Institute of Certified Public Accountants and the California Society of Certified Public Accountants.

Ms. Sigler was selected to serve on our Board due to her extensive and significant business, financial, and investment experience and prior involvement with Platinum's investment in Ingram Micro.

Sharon Wienbar

Director since	Committee(s)	Other Public Company Boards
October 2024	Audit; Compensation	Current: Enovis Corporation; Resideo Technologies Past 5 Years: Covetrus (until 2022)

Ms. Wienbar served as a partner of Scale Venture Partners, a venture capital firm investing in early-stage technology companies, from 2001 until her retirement in 2018. She also served as Chief Executive Officer of Hackbright Academy, a leading software development program for women, from 2015 until its acquisition in 2016. Prior to her career in venture capital, Ms. Wienbar held leadership roles at software companies, including Adobe Systems, after beginning her career at Bain & Company. She currently serves as a director of USRowing and Planned Parenthood Direct. Ms. Wienbar holds Bachelor of Science and Master of Science degrees in Engineering from Harvard University, as well as a Master of Business Administration degree from Stanford University.

Ms. Wienbar was selected to serve on our Board due to her service as a director for multiple public companies and her vast experience investing in technology companies and advising them on corporate strategy.

Eric Worley

Director since	Committee(s)	Other Public Company Boards
October 2024	Nominating and Corporate Governance	Current: None Past 5 Years: None

Mr. Worley joined Platinum Advisors in 2001. Mr. Worley is currently a Managing Director at the firm and is responsible for financial due diligence and supporting the structuring and execution of acquisition and divestiture transactions. Post-acquisition, he also has responsibilities related to monitoring and oversight of financial performance at select portfolio companies. Since joining Platinum Advisors, Mr. Worley has served as an officer, director and member of the operating council for a number of Platinum's privately held portfolio companies. Prior to joining Platinum Advisors, Mr. Worley was with Ernst & Young in its Transaction Support and Audit practices in Los Angeles and London. Mr. Worley holds a Bachelor's degree in Accounting from Michigan State University and is a former Certified Public Accountant in the State of California.

Mr. Worley was selected to serve on our Board due to his experience related to private equity, transactional matters, and post-acquisition monitoring and oversight of financial performance on a global scale.

CLASS III Directors (with Terms Expiring in 2027)

Felicia Alvaro

Director since	Committee(s)	Other Public Company Boards
October 2024	Audit (Chair)	Current: None Past 5 Years: Cornerstone OnDemand (until 2021)

Ms. Alvaro previously served as Chief Financial Officer, EVP and Treasurer for Ultimate Software from 2018 until her retirement in 2020, a period during which she oversaw the company's transition in 2019 from a publicly traded company to a privately held company. Ms. Alvaro joined Ultimate Software as Vice President of Finance in 1998, shortly after the company's IPO. During her 22-year tenure at Ultimate Software, she was responsible for the company's accounting, finance, privacy, risk and compliance, financial planning, tax, treasury and financial systems teams. Previously, Ms. Alvaro spent 11 years in finance and accounting positions at Precision Response Corporation, Pueblo Xtra International and KPMG. Ms. Alvaro holds a Bachelor of Science in Accounting from Southeastern Louisiana University and is a Certified Public Accountant in Georgia.

Ms. Alvaro was selected to serve on our Board due to her decades of senior executive leadership experience and expertise in accounting, auditing, financial reporting, financial planning and analysis, risk oversight, and general compliance.

Paul Bay, Chief Executive Officer

Director since	Committee(s)	Other Public Company Boards
October 2024	None	Current: None Past 5 Years: None

Mr. Bay assumed the role of Chief Executive Officer of Ingram Micro on January 1, 2022. Mr. Bay had served as Ingram Micro's Executive Vice President and President of Global Technology Solutions since January 2020. Prior to that, he served as Ingram Micro's Executive Vice President and Group President of the Americas from August 2018 to December 2019, Executive Vice President and Chief Executive of Ingram Micro U.S. and Miami Export from 2015 to August 2018, and Sr. Executive Vice President and President of Ingram Micro North America from 2013 to 2014. Mr. Bay first joined Ingram Micro in 1995 and served in various roles of increasing responsibility until 2006. Mr. Bay then served as CEO of Punch! from 2006 to 2010 and rejoined Ingram Micro in 2010. Mr. Bay holds a Bachelor's degree in speech communication from California State University, Northridge.

Mr. Bay was selected to serve on our Board due to his extensive executive management expertise and a deep understanding of the technology sector and distribution industry, developed over decades of leadership experience within the company.

Jakki Haussler

Director since	Committee(s)	Other Public Company Boards
October 2024	Nominating and Corporate Governance	Current: Service Corporation International; Vertiv Holdings; Morgan Stanley Funds Past 5 Years: Barnes Group Inc. (until 2025); Cincinnati Bell (until 2021)

Ms. Haussler serves as the Non-Executive Chairman of Opus Capital Management LLC, an investment advisory firm she co-founded in 1996 and where she served as Chief Executive Officer from 1996 to 2019. She also served as managing director of Capvest Venture Fund LP from 2000 to 2011 and as a partner at Adena Ventures LP from 1999 to 2010. Ms. Haussler, a former Certified Public Accountant, holds a Bachelor of Business Administration degree in Accounting from the University of Cincinnati and a Juris Doctor degree from the Salmon P. Chase College of Law at Northern Kentucky University.

Ms. Haussler was selected to serve on our Board due to her experience on several public company boards and her expertise in finance, accounting, portfolio management, and business development.

Jacob Kotzubei

Director since	Committee(s)	Other Public Company Boards
October 2024	Compensation (Chair)	Current: Ryerson Holding Corporation; Vertiv Holdings Past 5 Years: Key Energy (until 2022); Verra Mobility (until 2021); KEMET (until 2020)

Mr. Kotzubei joined Platinum Advisors in 2002 and is a Partner and co-President at the firm. Prior to joining Platinum Advisors in 2002, Mr. Kotzubei was a Vice President of the Goldman Sachs Investment Banking Division – High Tech Group in New York City, and the head of the East Coast Semiconductor Group. Previously, he was an attorney at Sullivan & Cromwell LLP in New York City, specializing in mergers and acquisitions. Mr. Kotzubei received a Bachelor of Arts degree from Wesleyan University and holds a Juris Doctor from Columbia University School of Law.

Mr. Kotzubei was selected to serve on our Board due to his experience in executive management oversight, private equity, capital markets, mergers and acquisitions, and other transactional matters.

Matthew Louie

Director since	Committee(s)	Other Public Company Boards
October 2024	Nominating and Corporate Governance (Chair)	Current: Vertiv Holdings Past 5 Years: None

Mr. Louie joined Platinum Advisors in 2008. Mr. Louie is a Managing Director at the firm and is responsible for the structuring and execution of acquisition and divestiture transactions. Prior to joining Platinum Advisors in 2008, Mr. Louie was an investment professional at American Capital Strategies, a middle-market focused private equity firm. Prior to American Capital, Mr. Louie worked in venture capital and growth equity at both Canaan Partners and Agilent Technologies, and in investment banking at Donaldson, Lufkin & Jenrette. Mr. Louie holds undergraduate degrees in both Economics and Political Science from Stanford University. He also holds a Master's degree in Business Administration from Harvard Business School. Mr. Louie serves as a manager of a number of Platinum's portfolio companies.

Mr. Louie was selected to serve on our Board due to his experience related to private equity, capital markets, transactional matters, and post-acquisition monitoring and oversight of operational performance at portfolio companies.

Board Composition

Our directors reflect diverse perspectives, including a complementary mix of skills, experience, and backgrounds that we believe are critical to the Board's ability to represent the interests of the Company's stockholders.

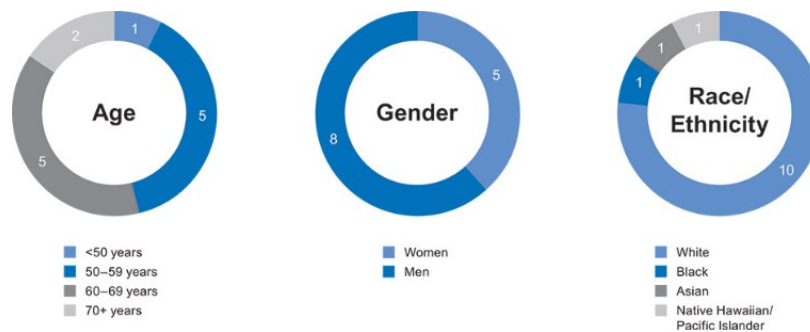
Skills and Experience Matrix

	Alvaro	Ashmore	Bay	Cook	Haussler	Heisz	Kelln	Kotzubei	Louie	Monié	Sigler	Wienbar	Worley
Other Public Company Boards	-	-	-	-	-	-	-	-	-	-	-	-	-
Current					3	2		2	1	1		2	
Past 5 Years	1				2	1	3	3		1	1	1	
Executive Leadership	-	-	-	-	-	-	-	-	-	-	-	-	-
CEO Experience			-	-	-		-			-		-	
CFO Experience	-										-		
Public Company Executive Officer Experience ¹	-	-	-	-						-		-	
International Experience				-					-	-			-
Financial Literacy	-	-	-	-	-	-	-	-	-	-	-	-	-
Public Financial Reporting	-		-			-				-			-
Financial Analysis	-	-	-	-	-	-	-	-	-		-		-
Professional Services	-		-	-	-	-		-	-		-		-
Audit Committee Financial Expert ²	-				-								
Operations		-	-	-			-						
Technology	-		-			-		-	-	-		-	
Hardware/Software/Cloud	-		-							-		-	
Distribution			-	-		-			-	-			
Mergers & Acquisitions	-	-	-	-	-	-	-	-	-	-	-	-	-

¹ Current or Former Section 16 Officer under applicable SEC rules

² Per designation by the Board

Demographic Information



Corporate Governance

Board Governance

Board of Director Meetings

Our Board held one meeting during Fiscal Year 2024 after the IPO. Each director serving during our Fiscal Year 2024 attended 100% of the meetings held by the Board and the committees on which they serve. The Company expects that each director will attend our Annual Meeting.

Director Independence

As a “controlled company” within the meaning of the governance standards of the NYSE, we qualify for, and rely on, exemptions from certain corporate governance requirements, including the requirement that a majority of our Board consist of independent directors.

Our Board has affirmatively determined that Felicia Alvaro, Jakki Haussler, Leslie Heisz, and Sharon Wienbar do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is “independent” as that term is defined under the applicable rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) and the listing standards of the NYSE. In making these determinations, our Board considered the current and prior relationships that each such director has with our Company, Platinum and all other facts and circumstances our Board deemed relevant in determining their independence.

Board Leadership Structure

Our Bylaws and corporate governance guidelines provide our Board with the authority to separate or combine the positions of the Chairperson and Chief Executive Officer. At this time, the Board has determined that it is in the best interests of the Company and its stockholders to separate the roles, with Alain Monié serving as Non-Executive Chairperson and Paul Bay serving as Chief Executive Officer. Please refer to the other parts of this “*Corporate Governance*” section, and in particular “*Risk Oversight*,” for further discussion regarding our leadership structure.

Additional Board Service

Serving on the Board requires significant time and attention. Directors are expected to ensure that their other commitments do not materially interfere with their duties to the Company. Except as otherwise approved by the Board:

- a director serving on the Company’s Board may not serve on the boards of more than five public companies (including the Company);
- an executive officer serving as a director on the Company’s Board may not serve on the boards of more than two public companies (including the Company); and
- a member of the Audit Committee may not serve on the audit committees of the boards of more than three public companies (including the Company).

Communications with the Board

Our stockholders and other interested parties may communicate directly with the Board as a whole, a specific committee of the Board, or any individual director at the following address:

Ingram Micro Holding Corporation
3351 Michelson Drive, Suite 100
Irvine, CA 92612
Attn: Secretary

Our Company's secretary will determine whether the communication is a proper communication to be forwarded to the Board, a committee, or any individual director. Please see our Policy Regarding Board Communications with Stockholders and Other Interested Parties under the "Governance Documents" sub-link on our investor relations website, <https://ir.ingrammicro.com>.

Committees of the Board of Directors

The Board has established three standing committees: an audit committee (the "Audit Committee"), compensation committee (the "Compensation Committee"), and nominating and corporate governance committee (the "Nominating and Corporate Governance Committee"). Additionally, the Board may form temporary committees as needed to address specific issues that arise between regular meetings or matters that do not fall under the purview of the standing committees.

Our Audit Committee meets the independence requirements set forth under NYSE listing standards. Platinum holds more than a majority of the voting power of our outstanding Common Stock entitled to vote generally in the election of our directors. As a result, we are a "controlled company" under the NYSE's listing standards, and we qualify for, and rely on, exemptions from certain corporate governance requirements, including the requirements that our Compensation Committee and Nominating and Corporate Governance Committee be composed entirely of independent directors.

Each of the standing committees operates under a charter approved by the Board, copies of which can be found under the "Governance Documents" sub-link on our investor relations website, <https://ir.ingrammicro.com/>. Our Corporate Governance Guidelines are also available under the "Governance Documents" sub-link on our investor relations website.

Audit Committee

The primary purpose of the Audit Committee is to prepare the committee report required by the rules of the SEC and to assist the Board with its oversight of the Company's risk management policies and procedures, the audits and integrity of the Company's financial statements, the effectiveness of the Company's internal controls over financial reporting, the Company's compliance with legal and regulatory requirements, the qualifications, performance, and independence of the Company's independent auditor, PricewaterhouseCoopers LLP ("PwC"), and the performance of the Company's internal audit function.

The Audit Committee consists of the following individuals, each of whom the Board has determined is "independent" within the meaning of the NYSE listing rules: Felicia Alvaro (Chair), Leslie Heisz, and Sharon Wienbar. The Board has further determined that each of Felicia Alvaro and Leslie Heisz of the Audit Committee qualifies as an "audit committee financial expert" as such term is defined in Item 407(d)(5) of Regulation S-K. Furthermore, each Audit Committee member is financially literate, as such qualification is interpreted by the Board in its business judgment.

The Audit Committee met two times during Fiscal Year 2024 after the IPO.

Compensation Committee

The primary purposes of the Compensation Committee are to review and approve corporate goals and objectives relevant to the compensation of the CEO and the other senior executives of the Company, to evaluate the performance of the CEO and the other senior executives in light of such goals and objectives, to determine and approve the compensation of the CEO and the other senior executives, to make recommendations to the full Board with respect to incentive-based and equity-based compensation plans that are subject to Board approval, to prepare the disclosure required by the rules of the SEC, to review and report to the Board on the Company's key strategic and human resource management issues, and to oversee the Company's overall compensation structure, policies, and programs.

The Compensation Committee consists of the following members: Jacob Kotzubei (Chair), Leslie Heisz, Bryan Kelln, Mary Ann Sigler, and Sharon Wienbar. According to the exemptions for a "controlled company" set by the NYSE, the Compensation Committee is not required to consist solely of independent directors.

The Compensation Committee met one time during the Fiscal Year 2024 after the IPO.

Nominating and Corporate Governance Committee

The primary purposes of the Nominating and Corporate Governance Committee are to review and make recommendations to the full Board regarding the structure and composition of the Board and its committees, including identifying qualified director nominees consistent with criteria approved by the Board, to develop and recommend to the full Board corporate governance guidelines applicable to the Company, and to oversee the evaluation of the Board, its committees, and the Company's management team.

The Nominating and Corporate Governance Committee consists of the following members: Matthew Louie (Chair), Christian Cook, Jakki Haussler, and Eric Worley. According to the exemptions for a "controlled company" set by the NYSE, the Nominating and Corporate Governance Committee is not required to consist solely of independent directors.

The Nominating and Corporate Governance Committee met one time during the Fiscal Year 2024 after the IPO.

Director Nomination Procedures

The Nominating and Corporate Governance Committee is responsible for reviewing the Board composition and ensuring that the Board is comprised of individuals who have distinguished records of leadership and success in their area of activity and who will make substantial contributions to the Board. In making this assessment, the Nominating and Corporate Governance Committee considers a variety of skills and characteristics of Board candidates including, but not limited to, relevant industry experiences, general business experience, and relevant financial experiences.

Specific consideration is given to:

- Roles and contributions valuable to the business community;
- Personal qualities of leadership, character, and judgement, and reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards;
- Relevant knowledge and experience in such things as business, technology, finance and accounting, marketing, international business, government, and other disciplines relevant to the success of a large publicly traded company;
- Ability to contribute to the diversity of skills, viewpoints, experiences, backgrounds, and demographic characteristics; and
- Whether the candidate is free of conflicts and has the time required for preparation, participation, and attendance at all meetings.

Stockholder Nominees for Directors

Stockholders may recommend a director nominee to the Nominating and Corporate Governance Committee for election at the 2026 annual meeting of stockholders (the “2026 Annual Meeting”).

Stockholders may nominate director candidates in writing by following the notice procedures and providing the information required by our Bylaws, which includes delivering a notice to the Secretary of the Company at 3351 Michelson Drive, Suite 100 Irvine, CA, 92612, not earlier than the close of business on the 120th day prior to the first anniversary of the date of the preceding year’s annual meeting of stockholders nor later than the close of business on the 90th day prior to the first anniversary of the date of the preceding year’s annual meeting of stockholders. If the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, or if no annual meeting was held in the preceding year (other than for purposes of the Company’s first annual meeting) such stockholder’s notice to be timely must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of (i) the 10th day following the day the public announcement of the annual meeting is first made or (ii) the 90th day prior to the date of the annual meeting. Stockholders who intend to solicit proxies in support of director nominees other than the Company’s nominees must also provide notice that sets forth the information required by Rule 14a-19 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) no later than April 6, 2026.

Such notice shall include the information required by our Bylaws as well as the following information for each nominee:

- Name, age, business address, and residence address;
- Principal occupation or employment (present and for the past five years);
- Stock ownership information for such person and any member of the immediate family of such person, or any affiliate or associate of such person;
- Complete and accurate description of all direct and indirect compensation and other material monetary agreements, arrangements, and understandings between or among the nominating stockholders and each proposed nominee; and
- Any other information that must be disclosed about director nominees in proxy solicitations under Regulation 14A of the Exchange Act.

The Nominating and Corporate Governance Committee will evaluate each director nominee in accordance with the same processes regardless of the source of the nomination and if appropriate, make recommendations to the board of the director nominees for selection.

Risk Oversight

Our Board is responsible for overseeing our risk management process. Our Board focuses on our general risk management strategy and the most significant risks facing us, and it oversees the implementation of risk mitigation strategies by management. Our Board is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters and significant transactions.

The following table summarizes the primary areas of risk management the Board and its committees exercise oversight:

Board / Committee	Primary Areas of Risk Oversight
Board of Directors	Risks and exposures related to strategy, finance, and execution; risks associated with major acquisitions; CEO succession planning; crisis response; cybersecurity; sustainability considerations; and other matters that could pose significant risks to the Company
Audit Committee	Risks and exposures concerning financial reporting accuracy, internal controls, compliance, auditor independence, cybersecurity, and enterprise risk management
Compensation Committee	Risks and exposures related to executive and overall compensation and benefits, incentive structures, and general human capital management strategies
Nominating and Corporate Governance Committee	Risks and exposures concerning board composition, governance compliance, leadership succession, ethical conduct, and regulatory adherence

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Board currently consists of, and at all times during Fiscal Year 2024 following the Compensation Committee's creation in connection with the IPO consisted of, Mr. Kotzubei (Chair), Ms. Heisz, Mr. Kelln, Ms. Sigler, and Ms. Wienbar. No member of this committee was at any time during Fiscal Year 2024 an officer or employee of the Company, was formerly an officer of the Company or any of its subsidiaries, or had any employment relationship with the Company or any of its subsidiaries, except for Ms. Sigler who ceased to serve as the President and Treasurer of the Company upon the completion of the IPO. No executive officer of the Company has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, where one of such entity's executive officers served as a director of the Company or a member of the Compensation Committee.

The Tenets of Our Success

Our dedication to a shared set of principles unites and guides us to better decisions and behaviors, enabling us to focus on the success of our business partners and associates.



Results



Courage



Integrity



Responsibility



Imagination



Talent

Governance Principles and Policies

We are committed to maintaining ethical and legal standards that reflect our deeply rooted values. This unwavering commitment is at the core of our corporate philosophy. We hold ourselves—our directors, officers, and associates—to the highest level of integrity, and that includes compliance with laws and regulations of the jurisdictions in which we operate. We also expect these high standards from third parties working on our behalf. All of this is represented by our core governance principles and policies summarized below.

Separate Chairperson and CEO roles	The separation of roles of Chairperson and CEO enables the Chair to focus on managing the Board while allowing the CEO to maintain oversight of the day-to-day conduct of our business.
Executive Sessions	Our directors regularly meet in executive session without members of management present. The Chairperson of the Board typically presides at such executive sessions.
Annual Board Self-Assessment	Our Board conducts an annual self-assessment to determine whether it and its committees are functioning effectively.
Executive Succession Plan	Our Board annually reviews the executive succession planning process with the assistance of the Compensation Committee.
No “Poison Pill”	Our Board has not adopted a “poison pill.”
Robust Stock Ownership Guidelines	Our executives are subject to stock ownership guidelines, requiring them to hold 2X to 5X their respective base amount.
Access to Management	Our Board maintains interaction with senior management and has complete access to all members of management and other employees.
Director Orientation and Continuing Education	Our Board receives education programs on business operations, industry trends, and corporate governance practices.
Time Commitment Policy	Our directors must obtain specific approval from the Board before serving on other boards, and in general, no director may simultaneously serve on more than five public company boards (or more than two public company boards, including the Company's, if such director is an executive officer of a public company).

Insider Trading Policy

With respect to Item 408(b) of Regulation S-K, the Company has also adopted an insider trading policy governing the purchase, sale, and other dispositions of Company or third-party securities by the directors, officers, and employees of the Company while in possession of material non-public information relating to the Company. It is the policy of the Company that the Company will not engage in transactions in the Company's securities while aware of material nonpublic information relating to the Company or the Company's securities. The Company believes that its insider trading policy is reasonably designed to promote compliance with insider trading laws, rules, and regulations, and any listing standards applicable to the Company.

Code of Ethics

With respect to Item 406 of Regulation S-K, we have adopted a Code of Conduct ("Code of Conduct") that applies to all of our directors, officers, and team members, including our CEO, our chief financial officer, and our chief accounting officer, and a Code of Ethics for Principal Financial Officers that applies to our CEO, chief financial officer, chief accounting officer, controller, treasurer, and other individuals performing similar functions ("PFO Code of Conduct"). Our Code of Conduct and PFO Code of Conduct are each available on our website, and they constitute a "code of ethics" as defined in Item 406(b) of Regulation S-K. We will make any legally required disclosures regarding amendments to, or waivers of, provisions thereof on our website.

Compensation Recovery Policies

In connection with the IPO, we adopted the Policy for the Recovery of Erroneously Awarded Compensation (the "Required Clawback Policy"), a policy intended to comply with the applicable SEC and NYSE rules relating to the recoupment of incentive compensation. The Required Clawback Policy describes the circumstances in which current and former executive officers of the Company will be required to repay or return to the Company erroneously awarded compensation. In general, as provided in the Required Clawback Policy, such circumstances include an accounting restatement that results in an executive officer having received more incentive compensation during the three completed fiscal years preceding the date of the accounting restatement than would have been received had such compensation been determined based on the restated amounts.

In addition to the Required Clawback Policy, we continue to maintain the Compensation Recovery Policy (the "Discretionary Clawback Policy"), last revised in 2017, that is applicable to our NEOs (as defined below) as well as other key executives (each, a "Covered Employee"). The Discretionary Clawback Policy authorizes the Board, in its sole discretion, to recover incentive compensation earned and received or realized in the 36 months preceding the date that a "recoverable event" (as defined in the Discretionary Clawback Policy to include a Covered Employee's engagement in certain conduct that is detrimental to us or the calculation, grant, vesting, and/or payment of any incentive compensation that is based on materially inaccurate financial results or performance metric criteria) is determined to have occurred.

The Board believes that it is in the best interests of the Company and its stockholders to maintain the Discretionary Clawback Policy in addition to the Required Clawback Policy.

Sustainable Impact

Our sustainable impact program is overseen by an executive steering committee consisting of our:

- Chief Executive Officer,
- Executive Vice President and Chief Financial Officer,
- Executive Vice President, Secretary and General Counsel,
- Executive Vice President, Human Resources, and
- Executive Vice President, Global Operations and Engineering.

This executive steering committee receives periodic briefings from our global sustainability team and individual program owners. Responsibility is one of the Tenets of Our Success as a company, and environmental stewardship is one area in which we demonstrate our responsibility. We have established targets for reducing greenhouse gas (“GHG”) emissions and waste in our operations. In December 2024, Ingram Micro received approval from the Science Based Targets initiative for its near-term climate targets, including its goal to reduce absolute Scope 1 and 2 GHG emissions by 90% by 2030, using a 2022 base year.

To support a circular economy, our Information Technology Asset Disposition (“ITAD”) business focuses on the reuse and recycling of electronics, and, as of December 28, 2024, a total of five of our ITAD processing facilities held e-Stewards certifications, four of which were in North America. Since 2019, we have been a registered SmartWay Shipper Partner in the Environmental Protection Agency’s SmartWay Program, which allows us to benchmark our performance and assess the environmental impact of our transportation in the United States, as well as measure the fuel efficiency of our carrier partners, helping us address the carbon impacts of goods movement within our value chain.

In early 2024 and again in early 2025, the Company’s broad-based sustainability efforts were recognized by EcoVadis, a well-known third-party provider of evidence-based business sustainability assessments, who gave Ingram Micro a Platinum medal rating, reserved for the top one percent of the more than 125,000 companies on its platform. We believe this recognition signifies a substantial validation of our company’s commitment and leadership in sustainable and responsible business operations.

Cybersecurity

Our business operations rely on the secure processing, storage, integrity, and transmission of business-critical information, including transaction information as well as personal and other sensitive data, through digital and interconnected systems, including those of our service providers and other third parties. In order to identify, prevent, respond to, and mitigate cybersecurity risks, we maintain a formal data protection program with physical, technical, and administrative safeguards (the “Program”), which is integrated into our overall risk management processes.

Our Board maintains active oversight of cybersecurity risks through a structured governance framework:

- The full Board receives comprehensive cybersecurity briefings at least annually, supplemented by sessions focused on emerging threats and Program strategy.
- The Audit Committee receives regular updates (typically quarterly) that cover, among other topics, performance against operational metrics and results of recent audits and assessments.
- Our Chief Information Security Officer (“CISO”), under the direction of our Executive Vice President and President – Global Platform Group, leads our Program, working with key stakeholders and resource groups, including industry groups, peer institutions, internal committees (the Information Security Management Committee), and law enforcement, as needed, to understand, identify, and address cybersecurity risks. Our CISO maintains direct reporting access to the Board, ensuring that time-sensitive matters may be escalated as needed.
- Our internal audit team is responsible for testing key IT controls, while leaders from our legal, finance, communications, and risk management teams participate in incident response training, including annual tabletop exercises, to ensure swift and effective responses to cybersecurity incidents.

Proposal 2: Advisory Vote on Executive Compensation

In accordance with Section 14A of the Exchange Act, stockholders are entitled to vote to approve, on a non-binding advisory basis, the compensation of our NEOs and our compensation philosophy, policies and practices as defined and disclosed further below in “*Executive and Director Compensation—Compensation Discussion and Analysis*,” which we encourage our stockholders to read.

This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on compensation for our NEOs. This vote is not intended to address specific items of compensation, but rather the overall compensation of NEOs and philosophies, policies, and practices as described in this Proxy Statement.

Our executive programs and policies described are designed to incentivize, retain, and reward our executives for superior short- and long-term performance for our company and stockholders.

At the Annual Meeting we will ask our stockholders to approve the following resolution:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as described in the Company’s proxy statement for the 2025 Annual Meeting of Stockholders pursuant to Item 402 of Regulation S-K and other compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion & Analysis, the 2025 Summary Compensation Table, and the other compensation-related tables and disclosure.”

We are asking that our stockholders indicate their support for our executive compensation as described in this Proxy Statement. While this say-on-pay vote is advisory and non-binding, the Compensation Committee will review the outcome of this vote and consider it when reviewing our compensation program and policies.

The Board Recommends a Vote “FOR” the Approval of the Compensation of our Named Executive Officers

Proposal 3: Frequency of the Advisory Vote on Executive Compensation

Section 14A of the Exchange Act requires that we provide our stockholders with the opportunity to indicate how frequently we should seek a “say-on-pay” vote. By voting on this proposal, stockholders may indicate whether the vote on executive compensation should occur every one year, two years, or three years. Stockholders may also abstain from voting on this proposal.

After careful consideration of this proposal, the Board has determined that an advisory vote on executive compensation occurring once every year is the most appropriate for the Company. The Board considered that an annual advisory vote on executive compensation—allowing our stockholders to provide input on our executive compensation program every year—is consistent with the Company’s efforts to engage our stockholders on executive compensation and corporate governance matters.

Because this vote is advisory and non-binding, the Board may decide that it is in the best interests of the stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option preferred by our stockholders.

The Board Recommends a Vote for “ONE YEAR” as the Preferred Frequency for Advisory Votes on Executive Compensation

Executive and Director Compensation

Compensation Discussion and Analysis

This Compensation Discussion and Analysis reviews the compensation provided to our Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated officers who served as executive officers during Fiscal Year 2024 (collectively, the named executive officers, or “NEOs”), as determined under the rules of the SEC and set forth in the Summary Compensation Table.

Our NEOs for Fiscal Year 2024 were:

Executive Officer	Position as of December 28, 2024
Paul Bay	Chief Executive Officer (“CEO”)
Michael Zilis	Chief Financial Officer (“CFO”)
Scott Sherman	Executive Vice President, Human Resources (“EVP HR”)
Augusto Aragone	Executive Vice President, Secretary & General Counsel
Alain Monié	Former Executive Chairman (Retired on October 24, 2024)

Executive Summary

Decisions Regarding Material Elements of Compensation

Following our IPO in October 2024 and our concurrent establishment of the Compensation Committee, all decisions regarding compensation to be paid to the CEO and each of the other NEOs have been made, and will continue to be made, by the Compensation Committee. Prior to our IPO in October 2024, all determinations relating to the components and amounts of compensation paid to our CEO and Executive Chairman for Fiscal Year 2024 were approved by the Board, and all recommendations relating to the components and amounts of compensation paid to our other NEOs for Fiscal Year 2024 were made by the CEO and approved by the Board.

The following summarizes the decisions made in Fiscal Year 2024 regarding the material elements of 2024 compensation.

- *Review of Base Salary*. Salaries are reviewed annually by the CEO and EVP HR to ensure they are externally competitive, reflect individual performance, and are internally equitable relative to our other executives. Following the CEO’s and EVP HR’s discussion with the Board, and consideration of market conditions and other factors, no adjustments were made to base salary for any NEO in 2024.
- *Establishing Challenging Targets to Differentiate Payments Under Our Annual Executive Incentive Program (“EIP”)*. The EIP is a short-term incentive plan under which participants can earn annual cash payments based on annual company, business unit and/or functional performance, as well as individual performance. The Company’s 2024 non-GAAP EBITDAR performance, \$1,300.8 million, was above the non-GAAP EBITDAR threshold, \$1,198.5 million, and below the non-GAAP EBITDAR target, \$1,410.0 million, which resulted in the funding of the pool for the Fiscal Year 2024 EIP (the “EIP Pool”) at 74.19%. The EIP Pool was further distributed to plan participants, including each participating NEO, individually taking into consideration their contribution to the strategic plan, as well as achievement of annual goals and individual performance considerations. The individual payments to our CEO and the other NEOs (other than Mr. Monié who was not eligible for the EIP with respect to Fiscal Year 2024) are discussed further below and were each approximately 76% of the respective NEO’s target annual EIP incentive (including the management-by-objective (“MBO”) portion).

- *Equity Awards and Prior Participation Plan.* At the time of our IPO, our NEOs were granted restricted stock units ("RSUs") and performance-based restricted stock units ("PSUs") under our 2024 Stock Incentive Plan (the "2024 Plan"). Prior to our adoption of the 2024 Plan, the Ingram Micro Holding Corporation (formerly Imola Holding Corporation) 2021 Participation Plan (the "Participation Plan") was the long-term incentive program used to incentivize key associates, including our NEOs (other than Mr. Monié), from 2021 until the IPO in October 2024. Prior to the IPO, the Participation Plan was terminated by the Board, and our NEOs were granted the RSUs and PSUs. The granted PSUs have the same performance vesting conditions as the performance-vested units under the terminated Participation Plan.
- *Transition Agreement with Mr. Monié.* In connection with his transition from CEO to Executive Chairman as of January 1, 2022, and his subsequent retirement as of October 24, 2024, Mr. Monié received an RSU grant worth \$2 million that immediately vested at the time of the IPO. A summary of his transition agreement, which was amended three times since it was first entered into on October 2, 2021, is included in "Mr. Monié Transition Agreement" found later in this "Compensation Discussion and Analysis."

Focus on Long-Term Value Creation

At executive management levels, compensation focuses on long-term shareholder value creation, reflecting our NEOs' responsibility for setting and achieving long-term strategic goals. In support of this responsibility, compensation is heavily weighted toward variable compensation with a focus on long-term incentives. The units granted under our Participation Plan in July 2021 represented a significant portion of long-term compensation payable to our NEOs (other than Mr. Monié) upon achieving certain performance requirements. At the time of the IPO, such performance requirements under the Participation Plan had not been satisfied, and the Participation Plan was canceled, contingent upon the completion of the IPO. The RSUs and PSUs granted under the 2024 Plan in connection with the IPO are subject to, with respect to the RSUs, multi-year vesting conditions and, with respect to the PSUs, the achievement of certain financial targets to align our NEOs' interests with those of Platinum. A portion of the RSUs granted to our NEOs vested immediately upon the IPO in recognition of our NEOs' efforts in completing the IPO, a significant milestone for the Company.

Pay-for-Performance and CEO Compensation

We emphasize pay-for-performance with performance-based compensation, including annual EIP awards, PSUs granted under the 2024 Plan, and the prior 2021 Participation Plan awards. At the time Fiscal Year 2024 compensation decisions were made in early 2024, the Participation Plan had been in place for three years and progress had been made toward achieving the requisite performance thresholds. Because no new long-term incentive compensation awards were granted, performance-based compensation for Fiscal Year 2024 was intended to be limited to the EIP, which constituted 71% of our CEO's total target annual cash compensation and 46% to 55% of each of our other NEO's total target annual cash compensation for 2024, excluding Mr. Monié who was not eligible to participate in the EIP in 2024. In connection with the IPO, later in the year, the RSU and PSU grants were made to the NEOs, excluding Mr. Monié, after the Participation Plan and the awards thereunder had been canceled.

Focus on Best Practices

Our leadership team and Board, and our Board and Compensation Committee following our IPO, periodically examine our executive compensation practices in an effort to align them with best practices and evolving trends. For example (and as described further below):

- We maintain clawback policies that provide for the repayment of incentive and/or severance compensation in appropriate circumstances, including a clawback policy as required by the final Dodd-Frank Rules and the applicable SEC and NYSE exchange listing requirements;
- Awards under our short-term and long-term incentive plans are capped to limit "windfalls;"

- None of the NEOs has an employment agreement; however, Mr. Monié was party to a transition agreement as further discussed in “*Mr. Monié Transition Agreement*” below;
- Benefits and perquisites are generally not provided to NEOs beyond the level provided to all other levels of management;
- The CIC Plan (as defined below) does not automatically accelerate vesting, requires a “double trigger” before benefits are paid, and does not have any provision for tax gross ups;
- The Board (and/or the Compensation Committee, as applicable) has retained and will consult with its independent outside compensation consultants on a regular basis and has sole discretion to engage or terminate its compensation consultants and other advisors;
- NEOs are subject to significant stock ownership guidelines;
- The Company’s insider trading policy prohibits its associates (including our executive officers and directors) from using Company stock in hedging transactions, engaging in short sales of Company securities, holding Company securities in a margin account, or having Company securities pledged as collateral for a loan; and
- Repricing of options is not permitted without the consent of stockholders.

Overall Design and Rewards of the Executive Compensation Program

Design Elements

The broad objectives and key features of each element of the 2024 executive compensation program were as follows:

Compensation Element	Objectives	Key Features
Base Salary	Links performance and pay by providing competitive levels of base salary for each NEO based on the NEO’s role and responsibilities. Used to attract and retain executive talent in a very competitive marketplace.	Reflects: <ul style="list-style-type: none">• Peer market median range for positions with similar responsibilities and business size, and• An NEO’s responsibilities and performance, as demonstrated over time. <p>Salaries are reviewed annually to ensure they are externally competitive, reflect individual performance and are internally equitable relative to our other executives.</p>

Annual Executive Incentive Program, including the Strategic Objectives thereunder	<p>Provides incentives to focus our NEOs on the actions necessary to achieve the approved annual business plan.</p> <p>Identifies what is expected for the year from the standpoint of corporate, business unit, regional and country results. Additionally, specific individual objectives and other strategic MBO goals provide focus on strategic projects that often deliver positive results over future years.</p> <p>Links reward to accomplishment of goals within executives' control and encourages both profitable growth and operating efficiency.</p>	<p>Establishes incentive targets as a percentage of each NEO's base salary that approximate the median market practice of comparable positions at comparator peer group companies. Each participating NEO has an individual MBO target that is 20% of the NEO's EIP target. Achievement against the MBO component is capped at 100% of the MBO target.</p> <p>EIP payouts depend on meeting certain performance targets and specified strategic objectives over the course of a one-year performance period. Achievement against the EIP target is capped at 200% of the EIP target.</p> <p>Performance targets and results vary among our NEOs to reflect appropriate differences in their responsibilities, as well as their individual performance.</p>
Equity-Based Long-Term Incentive Award Program	<p>Performance metrics align the performance goals of our NEOs with those of our stockholders to increase value.</p> <p>Rewards stock price appreciation and ties wealth accumulation to performance.</p>	<p>RSU and PSU grants upon the IPO were made in part to reward our NEOs for consummation of the IPO and to further incentivize shareholder value creation.</p>
Participation Plan	<p>Tie NEO long-term incentive compensation solely to Platinum's achievement of certain multiples of invested capital.</p> <p>The Participation Plan and all awards under the plan were terminated prior to the IPO.</p>	<p>No grants were made under this program to any NEO since the initial awards in 2021. This was a long-term incentive program using time-vested and performance-based units, with performance-vested awards subject to achievement of shareholder profit and multiple of invested capital ("MOIC") gains.</p>
Benefits and Perquisites	<p>Provide market competitive benefits to all associates, with limited special perquisites to NEOs.</p>	<p>NEOs participate in our broad-based health and welfare, life insurance, disability, and retirement programs for management associates. We provide officers and other executive leadership in the U.S. (including our NEOs) with executive physical examinations.</p>

Design Principles

We believe a significant portion of NEO compensation should be at risk and subject to our financial performance. The only non- performance-based elements of our NEO compensation are base salaries, our employee benefit programs that are generally available to all management associates, and the RSUs that were awarded in connection with the IPO, a significant milestone for the Company. The remainder of compensation must be earned through the attainment of predetermined financial or strategic performance objectives. Compensation programs are designed to align the financial interests of our NEOs with those of our owners by providing appropriate short-and long-term financial incentives that reward executives for achieving objectives that enhance shareholder value. Our key design principles include:

1. *Target executive compensation with reference to the market median (50th percentile) for each element of pay and in total to be competitive with other employment opportunities.*

- A competitive compensation program is critical in attracting, retaining, and motivating our senior leadership in order to achieve our long-term business and financial objectives.
- In late 2023, our Board engaged Compensia, an outside executive compensation consultant, to review the comparator peer group they had previously assisted us in selecting and to confirm whether any modifications were necessary or advisable for Fiscal Year 2024. The peer group consisted of the following group of 17 publicly traded companies, with one company, GXO Logistics, being removed from the prior peer group due to the Company's divestiture of the business that had competed with GXO Logistics.

Technology Distributors	Other Distributors	Broader Tech Ecosystem
<ul style="list-style-type: none"> • Arrow Electronics, Inc. • Avnet, Inc. • CDW • Insight Enterprises, Inc. • TD Synnex Corporation 	<ul style="list-style-type: none"> • Archer-Daniels-Midland • Bunge • Cardinal Health • Cencora, Inc. • McKesson Corporation • Performance Food Group • Sysco • United Natural Foods • W.W. Grainger, Inc. • WESCO International, Inc. 	<ul style="list-style-type: none"> • Best Buy • DXC Tech

- Compensia was also engaged in late 2023 to benchmark NEO compensation against SEC filings of the peer group and the Radford Global Compensation Database including public and private U.S. companies with annual revenues between \$12.5 billion and \$50 billion.
 - The management analysis and compensation report prepared by Compensia examined the competitiveness of our executive compensation programs in total and by each element of compensation (base salary, annual incentives and long-term incentives). In doing so, the value of each NEO's compensation elements was compared to median information available from the survey sources and defined comparator group. Benefits and perquisites were not included in the 2023 report as they represent a small portion of our NEOs' total remuneration.
2. *Importance of Internal Pay Equity.* Balancing competitiveness with internal equity helps support management development and movement of talent worldwide throughout the Company. Differences in actual compensation among associates in similar positions will reflect individual performance, future potential and business results. This effort also helps us promote talented leaders to positions with increased responsibilities and provides meaningful developmental opportunities.

3. *Pay-for-Performance.* We emphasize pay-for-performance, as indicated above under “*Focus on Long-Term Value Creation.*” With the introduction of the Participation Plan awards in 2021, we ceased granting new awards to the NEOs under the then-existing cash-based long-term incentive programs. At the time Fiscal Year 2024 compensation decisions were made, new performance-based compensation awards were limited to the EIP for Fiscal Year 2024 and constituted 71% of our CEO’s total target annual cash compensation and 46% to 55% of each of our other NEO’s 2024 total target annual cash compensation, excluding Mr. Monié who was not eligible for the EIP for Fiscal Year 2024. This performance-based compensation did not include the potential value of units granted under the terminated Participation Plan in 2021 or the RSUs and PSUs granted to our NEOs in connection with the IPO. The valuation of the RSUs and PSUs granted in connection with the IPO in October 2024 is explained in further detail later in this “Compensation Discussion and Analysis.”

What is Rewarded

Executive compensation is designed to reward achievement of targeted financial results and individual performance. Our performance metrics are generally based on financial results, excluding restructuring charges, integration and transition costs directly related to acquisitions and implementation of cost-reduction programs and the impacts of any unplanned acquisitions. These metrics are regularly used by our management internally to understand, manage and evaluate our business and make operating decisions. The following table defines each performance metric used in 2024 as an executive incentive measure and states why the metric was selected and the compensation programs which use that metric. The Compensation Committee will identify, review, and approve the financial metrics to be used in the future for each of our performance-based components of compensation.

Metric	Definition	Why Selected	Pay Programs
Non-GAAP EBITDAR	Non-GAAP foreign exchange neutral (FXN) earnings before interest, taxes, depreciation, amortization and restructuring or other similar costs as defined by management and approved by the Board.	Performance metrics align the long-term goals of our executives with those of our owners to increase value.	Annual Executive Incentive Program
Multiple of Invested Capital	MOIC measures the total of the return on invested capital achieved by Platinum relative to the total of all capital or other contributions made by Platinum upon a “Qualifying Event.”	Ties NEO long-term incentive compensation to the achievement of certain returns for Platinum, incentivizing shareholder value creation.	PSUs under the 2024 Plan Terminated Participation Plan Awards

Individual performance is assessed via the Performance Management Process ("PMP")	PMP is designed to establish specific objectives for associates related to overall company goals and help them understand their role in meeting these objectives. Objectives are established for specific initiatives, major responsibilities key to their position, critical competencies, and individual developmental requirements.	PMP is an effective tool in assessing performance against individual goals. Once our objectives are established, salaried associates (including NEOs) set individual objectives aligned with our strategic direction. At year end, salaried associate performance is assessed against established goals and executive competencies and behaviors.	Base Salary Annual Executive Incentive Program
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Exclusion of any items from the calculation of any of these measures must be preapproved by the Board.

Elements of Compensation

The elements of NEO compensation (other than with respect to Mr. Monié) are annual base salary, annual bonus, equity-based long-term incentive awards (granted in connection with the IPO), Participation Plan grants (granted in 2021 and canceled prior to the IPO), and benefits. The mix and proportion of these elements to total compensation are benchmarked annually against the survey and peer group data for each NEO. The CEO, following consultation with outside executive compensation advisors and with approval from the Board, may make changes to the mix or relative weighting of each compensation element after taking into consideration the impact a change in one element may have on other elements and total compensation. A summary of each element of compensation and how the amount and formula are determined is presented below.

Base Salary

Each NEO's salary is reviewed on an annual basis to ensure that the base salaries of our NEOs are externally competitive, reflect individual performance and are internally equitable relative to our other executives. The Compensation Committee is expected to request, and prior to the IPO, the Board requested, that the Company engage an outside compensation consultant to review all components of pay for the NEOs each year and to compare each NEO's pay to the pay of similar roles at our peer group companies. The CEO and EVP HR, along with the outside compensation consultant, review the report with the Compensation Committee (and prior to the IPO reviewed the report with the Board) along with each NEO's scope of responsibilities within the organization, the CEO's personal assessment of the NEO's performance and overall contribution to the achievement of our short-term and long-term objectives, the NEO's performance in relation to individual performance objectives established during the PMP, the NEO's experience, pay history, current salary versus market information, internal equity considerations and our overall company performance in making any decisions or recommendations, as applicable, regarding any changes to base salaries of the NEOs. There is no set formula or weighting assigned to these factors. In March 2024, the Board reviewed compensation market data provided by Compensia, the current economic conditions, the Company's financial performance, and individual performance in order to evaluate any appropriate base salary changes for the NEOs as well as other direct reports to the CEO. Based on the CEO's recommendation, the Board decided to delay changes to components of compensation for the CEO as well as other NEOs until market conditions improved. No changes to NEO base salaries were subsequently made by the Board for Fiscal Year 2024.

Our CEO's salary is determined by the Board based on a review of his overall performance, market data on competitive compensation levels for CEOs prepared by our outside compensation consultant, proxy information for direct competitors, as well as our overall performance. Like with our other NEOs, there is no set formula or weighting assigned to these factors. The Board approved no change to our CEO's base salary in 2024.

The following chart shows the base salaries for 2024.

Name	2023 Base Salary (as of 12/30/23) (\$)	2024 Base Salary (as of 12/28/24) (\$)
Paul Bay	918,000	918,000
Michael Zilis	830,180	830,180
Scott Sherman	618,000	618,000
Augusto Aragone	618,000	618,000
Alain Monié ⁽¹⁾	200,000	—

- (1) On December 30, 2023, Mr. Monié's annual base salary was reduced to \$200,000 under the terms of the "Third Amended and Restated Monié Transition Agreement," as described under "Mr. Monié Transition Agreement" below. His annual base salary remained at this level until his retirement on October 24, 2024.

2024 Annual Executive Incentive Program

We set financial performance targets under the EIP each year with the primary objective of aligning executive compensation with total company performance. For 2024, each NEO (other than Mr. Monié) had a cash incentive target, as a percentage of base salary, that was approved by the Board, as set forth in the table below. The percentage approximates the median market practice of comparable positions based on the data from our comparator peer group (see "Design Principles" above).

	Target EIP as % of Annual Base Salary	Target MBO as % of Annual Base Salary	Total Target Annual Incentive as % of Annual Base Salary
	2024	2024	2024
Paul Bay	200 %	40 %	240 %
Michael Zilis	100 %	20 %	120 %
Scott Sherman	70 %	14 %	84 %
Augusto Aragone	70 %	14 %	84 %
Alain Monié ⁽¹⁾	— %	— %	— %

- (1) In connection with his appointment to Executive Chairman on January 1, 2022, Mr. Monié agreed that he would no longer be eligible for the EIP or MBO program.

The CEO, in consultation with the CFO, recommended to the Board that non-GAAP EBITDAR be utilized to determine the level of funding of the EIP Pool for Fiscal Year 2024 under the EIP. The Board approved the selected metric and the specific non-GAAP EBITDAR values to fund the EIP Pool at threshold, target and maximum (with straight line interpolation for performance between threshold and target, and between target and maximum performance) as shown below. Awards to our CEO, other NEOs, and other EIP-eligible executives would be paid from the EIP Pool only upon achievement of actual non-GAAP EBITDAR equal to at least 85% of the expected non-GAAP EBITDAR set forth in the Fiscal Year 2024 annual operating plan (the "2024 AOP"), with threshold funding at 50% of target upon achievement of such threshold non-GAAP EBITDAR performance. The EIP Pool would fund at target if the company were to achieve the target non-GAAP EBITDAR of \$1,410.0 million set forth in the 2024 AOP. Maximum funding of the EIP Pool (at 200%) would be achieved if actual non-GAAP EBITDAR were to exceed the 2024 AOP's non-GAAP EBITDAR target by 25%.

The MBO component of the annual incentive was capped at the target percentage and the subjective achievement between 0% and 100% was based on individual performance against pre-established personal objectives and the CEO's discretion for the NEOs other than for himself, and discretion of the Compensation Committee for the CEO. The actual non-GAAP EBITDAR for Fiscal Year 2024 was \$1,300.8 million, which resulted in 74.19% funding of the EIP Pool for the EIP in 2024.

2024 Achievement Against Established Financial Targets

Operating Objective	Funding Percentage ⁽¹⁾			Actual (74.19%) funding
	Minimum (50% funding)	Target (100% funding)	Maximum (200% funding)	
Non-GAAP EBITDAR (in millions)	\$ 1,198.5	\$ 1,410.0	\$ 1,762.5	\$ 1,300.8

- (1) Performance achievement between the specified levels was interpolated on a straight-line basis; provided that the funding percentage was zero if actual performance was below 85% of target and was capped at 200% if actual performance was equal to or greater than 125% of target.

The CEO reviewed additional financial performance against pre-established factors (although none are assessed on a formulaic basis), such as completion of the IPO, as well as the NEO's individual performance against pre-established personal objectives, that were subjective in nature, to determine each NEO's share of the established EIP Pool. Individual payments are capped at 200% of their target incentive and may be zero in the event that threshold performance objectives are not achieved.

The Compensation Committee reviewed and approved the CEO's individual performance against pre-established objectives to determine his share of the EIP Pool. Following the CEO's recommendation, the Compensation Committee also approved award payments for each of the other NEOs, other than Mr. Monié. Although the global EIP Pool was funded at 74.19% of the target amount, following the recommendation of the CEO, CFO, and EVP HR, the Compensation Committee reduced the actual target payout to NEOs to 72% to allow for a greater allocation of the global pool to certain geographic regions. The applicable awards approved under the EIP for Fiscal Year 2024 are as follows:

	Target EIP + MBO Award (\$)	EIP Achievement%	Individual MBO Achievement (0-100%)	Actual EIP + MBO Award (\$)
Paul Bay ⁽¹⁾	2,203,200	72 %	95 %	1,670,760
Michael Zilis ⁽²⁾	996,216	72 %	96 %	757,125
Scott Sherman ⁽²⁾	519,120	72 %	96 %	394,532
Augusto Aragone ⁽²⁾	519,120	72 %	96 %	394,532

- (1) Mr. Bay's EIP payment for Fiscal Year 2024 took into consideration our overall financial performance, the significant contributions to our growth including the completion of the IPO, and his execution on the following strategic objectives: the launch and development of Xvantage in key countries, the integration of multiple channel sales organizations into a single unified channel team in each market, and other organizational improvement initiatives.
- (2) The EIP payments for Fiscal Year 2024 to Mr. Zilis, Mr. Sherman, and Mr. Aragone took into consideration our overall financial performance, each such officer's significant contributions to our performance including the completion of the IPO, support of channel integration, Xvantage development, and other organizational improvement initiatives.

RSU and PSU Grants Under the 2024 Stock Incentive Plan

In connection with the IPO, the Board adopted, and our stockholders approved, the 2024 Plan. The purpose of the 2024 Plan is to assist the Company in attracting, retaining, motivating, and rewarding certain employees, officers, and directors of the Company and its affiliates and promoting the creation of long-term value for stockholders of the Company by closely aligning the interests of such individuals with those of the stockholders.

In connection with the IPO, the Board made RSU and PSU awards to the NEOs under the 2024 Plan. These RSU and PSU awards were intended to incentivize the NEOs to achieve performance goals identical to those under which they would have received payouts under the Participation Plan, if it had not been canceled.

- **RSUs:** A grant of RSUs was made to each of the NEOs, with the exception of Mr. Monié, on October 23, 2024. A portion of the RSUs granted to our NEOs (approximately 60% of the total number of shares subject to the RSU award) vested on the first trading day of our Common Stock on the NYSE and the remaining RSUs will vest over a three (3) year period subject to the executive's continuous service with us, or, if earlier, upon a "qualifying event," whereby the MOIC (as defined above, the return on invested capital achieved by Platinum as compared with the total of all capital or other contributions made by Platinum) is two and one-half times.
- **PSUs:** A grant of PSUs was made to each of the NEOs, with the exception of Mr. Monié, on October 23, 2024. One-half of the PSUs will vest upon a "qualifying event," whereby the MOIC is two and one-half times, and the remaining one-half will vest upon a "qualifying event" whereby the MOIC is two and one-half times, in each case, except in certain circumstances as specified in the award agreement, subject to the executive's continuous service with us through such qualifying event. For purposes of the PSUs and the applicable RSUs, a "qualifying event" means either: (1) a "Qualifying Sale Event," which is generally defined as a sale of (a) some or all of the stock of the Company by Platinum, including in connection with an IPO (but excluding a sale of stock by the Company), or (b) all or substantially all of the assets of the Company, the proceeds of which sale are distributed to our stockholders (including Platinum) in a Qualifying Distribution Event (as defined below), and (2) a "Qualifying Distribution Event," which is generally defined as a cash dividend to our stockholders.
- **Timing of Grants:** The Compensation Committee does not grant equity awards in anticipation of the release of material nonpublic information and the Company does not time the release of material nonpublic information based on equity award grant dates, vesting events, or sale events. Other than the RSUs and PSUs, no equity awards were granted to our NEOs during Fiscal Year 2024. Consequently, the Company does not have a policy or practice regarding the timing of stock option grants.

Separately, in accordance with his transition agreement, Mr. Monié received a grant of RSUs on October 23, 2024, as described in additional detail in the footnotes to the "Summary Compensation Table" and the "Grants of Plan-Based Awards Table" below.

One-Time Cash Award

In February 2025, the Compensation Committee approved the award of a one-time cash bonus to each of our executive officers in recognition of their efforts in fiscal year 2024 related to the successful completion of the IPO. The cash bonus was effective as of March 3, 2025, and paid no later than April 2025, subject to each executive officer's execution of an agreement that requires repayment of the bonus in the event of a voluntary termination of employment or termination by the Company for cause, on or prior to March 3, 2026, the one-year anniversary of the effective date of the award. The amounts of the bonuses are reflected in the "Summary Compensation Table" below.

Benefits

We do not use benefit programs or perquisites as a primary compensatory element or as an enhancement to executive officer compensation. In general, our executive officers participate in our broad-based health and welfare, life insurance, disability and retirement programs on the same basis as our management associates. In addition, in 2024, the costs associated with NEOs' spouses' travel and required attendance at certain business events were covered by the Company and disclosed where required in the Summary Compensation Table.

We offer participation in the Ingram Micro 401(k) Plan (the “401(k) Plan”) with Company matching contributions as the only qualified retirement program in the United States. In addition, we offer certain U.S. highly compensated associates, including each of the NEOs, an opportunity to participate on a voluntary basis in our Supplemental Investment Savings Plan (the “Supplemental Plan”), a nonqualified deferred compensation arrangement. In general, the Supplemental Plan operates to restore 401(k) Plan benefits, including Company matching contributions, which were reduced or limited by the Internal Revenue Code of 1986, as amended (the “Code”). Participants in both the 401(k) Plan and the Supplemental Plan may elect to defer a total of up to 50% of their base salary and annual bonus. In 2024, our matching contribution was equal to 50% of the first 5% of eligible compensation deferred under the 401(k) Plan and the Supplemental Plan.

Mr. Monié Transition Agreement

In connection with the transition of Mr. Monié from CEO of Ingram Micro to Executive Chairman of Ingram Micro as of January 1, 2022, and his expected retirement following the completion of an initial public offering or certain similar transactions, Mr. Monié and Ingram Micro entered into a transition agreement which was thereafter amended and restated three times, as described below.

The agreement, entered into on October 2, 2021 (the “Original Monié Transition Agreement”), generally set forth the terms and conditions of his transition and retirement. The agreement was later amended three times, on June 24, 2022, June 30, 2023, and on December 20, 2023 (as most recently amended, the “Third Amended and Restated Monié Transition Agreement”). Under the terms of the Original Monié Transition Agreement, as subsequently amended and restated, while employed as Executive Chairman, Mr. Monié would continue to receive a base salary (\$200,000 in 2024) and the same benefits as he received as CEO, provided that following his transition he (i) would no longer be eligible to receive any payments under our EIP and MBO programs or any other cash incentive programs of the Company in respect of any calendar year after 2021, and (ii) waived any rights under the CIC Plan (as defined below). The Third Amended and Restated Monié Transition Agreement provided that Mr. Monié’s expected retirement date would be December 31, 2024, or, if earlier, on the day after the grant date of a grant of vested shares of common stock of Ingram Micro, its parent entity or its successor having a value equal to approximately \$2,000,000, in the event an initial public offering or similar transaction were to occur prior to Mr. Monié’s retirement date.

In accordance with the terms of the Third Amended and Restated Monié Transition Agreement, Mr. Monié retired as an executive officer and employee of the Company effective October 24, 2024, in connection with the IPO. Any payments made to Mr. Monié pursuant to the Original Monié Transition Agreement, the Amended and Restated Monié Transition Agreement, the Second Amended and Restated Monié Transition Agreement, and the Third Amended and Restated Monié Transition Agreement during Fiscal Year 2023 or Fiscal Year 2024 are included in the “*Summary Compensation Table*” for the applicable year.

Change in Control and Termination of Employment Arrangements

Change in Control Plan

We maintain an Executive Change in Control Severance Plan ("CIC Plan"). We have determined that this plan will assist us in motivating and retaining our key executives. The CIC Plan, which provides "double-trigger" severance benefits, endeavors to continue providing our eligible officers with reasonable financial security in their employment and position with us, without distraction from uncertainties regarding their employment created by the possibility of a potential or actual change in control. Each of our CEO and the other NEOs (excluding Mr. Monié) participates in the CIC Plan.

In the event the participant's employment is terminated by us without "cause" or by the participant for "good reason," (each, as defined in the CIC Plan) in each case within six months prior to or 24 months following our change in control, subject to the participant's execution of a release and restrictive covenant agreement satisfactory to us, the CIC Plan provides for certain severance benefits. Specifically, the participant will be eligible for the following: a lump-sum cash payment of a specified multiple (2.5 times for our CEO and 2.0 times for all other participants) multiplied by the sum of the participant's base salary and target annual bonus; a prorated target annual bonus for the year in which the qualifying termination occurs; immediate vesting and payment of outstanding time-based long-term incentive awards, with outstanding performance-based long-term incentive awards vesting at the target value; a lump-sum payment equal to the annualized cost of the premiums required for the continuation of employer-sponsored medical, dental and vision insurance benefits for 12 months; and outplacement benefits of up to \$50,000.

A summary of the terms and conditions of the CIC Plan, including a detailed description of the severance benefits and estimated values of these benefits, is set forth under "*Potential Payments Upon Termination or Change in Control*" below. The CIC Plan does not provide for any tax gross-up to participants.

For the avoidance of doubt, Platinum's sale of shares in the IPO or in subsequent public securities offerings is not expected to qualify as a change in control, for purposes of the CIC Plan.

Executive Officer Severance Policy

We also maintain an Executive Officer Severance Policy (the "Severance Policy"), which applies to our CEO and certain other executive officers elected by the Board (which includes all of the NEOs other than Mr. Monié) and which endeavors to continue providing our eligible officers with reasonable financial security in their employment and position with us, without distraction from uncertainties regarding their employment created by the possibility of a termination of employment without "cause." Under the terms of the Severance Policy, eligible executive officers are entitled to severance benefits if their employment is terminated by us without "cause" (as defined in the Severance Policy) outside of the change-in-control context and if certain other conditions are satisfied. In such cases, subject to the execution of a release and restrictive covenant agreement satisfactory to us, eligible executive officers will be entitled to the severance benefits described in "*Potential Payments Upon Termination or Change in Control*" below. Pursuant to the Severance Policy, if an executive officer receives any severance payments or other benefits under the Severance Policy and we subsequently determine that the executive officer had engaged in conduct which constituted "cause" for the termination of such executive officer's employment by us, the executive officer is obligated to reimburse us for all payments and the value of all benefits received by the executive officer which would not have been received if the executive officer's employment had been terminated by us for "cause," including interest.

Management periodically reviews both the Severance Policy and the CIC Plan to ensure they are providing appropriate protections compared to the estimated costs. The Compensation Committee anticipates reviewing these policies in 2025.

Executive Officer Stock Ownership Requirements

We have adopted mandatory stock ownership guidelines with the objective of more closely aligning the interests of our executive officers with those of our stockholders. The minimum number of shares of the Company's Common Stock that the stock ownership guidelines require executive officers to hold is their then-current annualized base salary multiplied by five (5), in the case of the CEO, and by two (2) in the case of the other executive officers, divided by the fair market value of the Company's Common Stock. For purposes of the stock ownership guidelines, the fair market value of the Company's Common Stock is the average closing price per share of the Company's Common Stock as reported on the NYSE (or such other applicable stock exchange on which the Common Stock may then be traded) for the most recent sixty-three (63) trading days ending with the determination date. During the period of time between an executive officer becoming subject to the stock ownership guidelines and his or her satisfaction of the then-applicable stock ownership requirement, such executive officer is required to retain 50% of the net shares resulting from the vesting of any equity incentive awards (with "net shares" deemed to be those shares that remain after the deduction of a fixed estimated tax rate of 50%). Each of the NEOs has met the stock ownership guidelines as of the date hereof.

Internal Revenue Code Section 162(m) Policy

Under Code Section 162(m), a publicly held corporation cannot take a federal income tax deduction for compensation exceeding \$1 million per person in any taxable year for its chief executive officer, chief financial officer and other three most highly compensated executive officers (each, a "Covered Person"). In addition, once an individual becomes a Covered Person for any taxable year, that individual will remain a Covered Person for all future years, including following any termination of employment.

While our Compensation Committee will consider the anticipated tax treatment to us and our executive officers as one factor when reviewing our executive compensation and other compensation programs, the Compensation Committee will also look at other factors in making its decisions, as noted above, and retains full authority to approve compensation arrangements for our executive officers that are not fully deductible under Section 162(m) when it believes that other considerations outweigh the tax deductibility of the compensation.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with the management of the Company. Based on this review and these discussions, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement for the Annual Meeting.

Jacob Kotzubei (Chair)
Leslie Heisz
Bryan Kelln
Mary Ann Sigler
Sharon Wienbar

Compensation Tables for Named Executive Officers

Summary Compensation Table

The following table sets forth information concerning the total compensation earned or paid to our NEOs for services rendered to us during Fiscal Year 2023 and 2024.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁴⁾	All Other Compensation (\$) ⁽⁵⁾	Total (\$)
Paul Bay	2024	918,000	900,000	13,929,018	1,670,760	45,225	17,463,003
<i>Chief Executive Officer</i>	2023	913,562	—	—	2,099,914	39,267	3,052,743
Michael Zilis	2024	830,180	168,750	10,454,302	757,125	25,468	12,235,825
<i>Chief Financial Officer</i>	2023	824,218	—	—	942,329	39,519	1,806,065
Scott Sherman	2024	618,000	112,500	7,542,780	394,532	20,123	8,687,935
<i>Executive Vice President, Human Resources</i>	2023	613,562	—	—	491,040	20,838	1,125,440
Augusto Aragone	2024	618,000	112,500	6,788,479	394,532	20,747	7,934,258
<i>Executive Vice President, Secretary & General Counsel</i>	2023	613,562	—	—	491,040	21,271	1,125,873
Alain Monié⁽¹⁾	2024	189,615	—	2,184,996	—	2,548	2,377,159
<i>Former Executive Chairman</i>	2023	811,500	—	1,800,000	—	20,779	2,632,279

(1) Mr. Monié, who retired as an executive officer and employee of the Company effective October 24, 2024, in connection with the IPO, thereafter began receiving compensation as a non-employee director. In accordance with Item 402(c) of Regulation S-K, this table includes compensation received by Mr. Monié during Fiscal Year 2024 as a non-employee director, in addition to the compensation he received during Fiscal Year 2024 as an employee of the Company. The “Salary” amount for Fiscal Year 2024 includes retainer fees of \$25,000 which Mr. Monié received as a non-employee director following his retirement. The “Stock Awards” amount for Fiscal Year 2024 includes the grant date fair value of 90,909 RSUs, which Mr. Monié received in connection with the IPO pursuant to his transition agreement, and 8,409 RSUs which he received as a non-employee director at the time of the IPO, as described in footnotes 4 and 5 of the “Grants of Plan-Based Awards Table” below.

(2) This column represents one-time cash bonuses made in recognition of the executive officers’ efforts related to the successful completion of the IPO. Payment of the cash bonus is subject to each executive officer’s execution of an agreement that requires repayment of the bonus in the event of a voluntary termination of employment or termination by the Company for cause, on or prior to March 3, 2026.

- (3) The amounts in the “Stock Awards” column reflect the aggregate grant date fair values, calculated in accordance with the Financial Accounting Standards Board’s Accounting Standards Codification (“FASB ASC”) 718, of PSUs and RSUs granted on October 23, 2024, without regard to estimated forfeiture rates. Awards granted during Fiscal Year 2024 include RSUs, which are subject to time-based vesting conditions, and for all NEOs except Mr. Mr. Monié, PSUs, which are subject to time-based and market-based vesting conditions. For RSUs, the grant date fair value is calculated by multiplying the Company’s stock price on the date of grant by the number of shares underlying the RSU award. For PSUs, the grant date fair value is calculated assuming the probable outcome of the market conditions on the date of grant (which is also the highest level of performance) and using a Monte Carlo simulation model. For additional information regarding the valuation assumptions and methodology used to determine such amounts, please see Note 2, “Significant Accounting Policies,” and Note 10, “Employee Awards,” to our audited consolidated financial statements included in the Company’s Annual Report on Form 10-K for Fiscal Year 2024 (the “2024 Form 10-K”).
- (4) This column represents the payment of the EIP for the applicable fiscal year (including the MBO portion).
- (5) The amounts in this column for Fiscal Year 2024 are itemized in the following “All Other Compensation Table – Fiscal Year 2024”:

All Other Compensation Table – Fiscal Year 2024

	Employer Contributions to the 401(k) Plan (\$)	Employer Contributions to the Supplemental Plan (\$)	Other (\$) ^(A)	Total (as disclosed in the All Other Compensation column) (\$)
Paul Bay	8,625	17,389	19,211	45,225
Michael Zilis	8,625	16,843	—	25,468
Scott Sherman	8,625	11,498	—	20,123
Augusto Aragone	8,625	12,122	—	20,747
Alain Monié	2,548	—	—	2,548

- (A) Represents executive perquisites and benefits exceeding \$10,000 in the aggregate, which for Mr. Bay consisted of (i) the incremental cost to the company of the executive’s spouse’s travel to and required attendance at business events (\$16,161), (ii) an executive physical examination (\$2,700), and (iii) long-term disability insurance premiums (\$350).

Grants of Plan-Based Awards Table

The following table summarizes all plan-based awards granted to the NEOs during Fiscal Year 2024.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾			Stock Awards: Number of Shares of Stock Or Units (#)	Grant Date Fair Value of Stock Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Paul Bay	10/23/2024	918,000	2,203,200	4,039,200	176,674	—	353,349		6,155,340
	10/23/2024 ⁽³⁾							353,349	7,773,678
Michael Zilis	10/23/2024	415,090	996,216	1,826,396	132,601	—	265,203		4,619,836
	10/23/2024 ⁽³⁾							265,203	5,834,466
Scott Sherman	10/23/2024	216,300	519,120	951,720	95,672	—	191,344		3,333,212
	10/23/2024 ⁽³⁾							191,344	4,209,568
Augusto Aragone	10/23/2024	216,300	519,120	951,720	86,104	—	172,209		2,999,881
	10/23/2024 ⁽³⁾							172,209	3,788,598
Alain Monié	10/23/2024 ⁽⁴⁾							90,909	1,999,998
	10/23/2024 ⁽⁵⁾							8,409	184,998

- (1) Represents incentive awards under the EIP for Fiscal Year 2024. The actual 2024 incentive awards earned by Mr. Bay, Mr. Zilis, Mr. Sherman, and Mr. Aragone are disclosed in the “Summary Compensation Table” under the “Non-Equity Incentive Plan Compensation” column. See the discussion above under “Compensation Discussion and Analysis—Elements of Compensation—2024 Annual Executive Incentive Program.”
- (2) Represents the PSUs granted under the 2024 Plan on October 23, 2024. Since 50% of the award vests upon achievement of one metric and the remainder vests if the other metric is met or exceeded, there are no units listed under the “target” column. The average grant date fair value for these awards, calculated in accordance with FASB ASC 718, is \$17.42 per unit. The PSUs will vest upon the achievement of specified returns on invested capital by Platinum, as set forth in footnote 3 of the “Outstanding Equity Awards at Fiscal Year End Table” below.
- (3) Represents RSUs granted under the 2024 Plan on October 23, 2024, with a grant date fair value, calculated in accordance with FASB ASC 718, of \$22.00 per unit. A portion of the RSUs vested on the first trading day of our Common Stock on the NYSE (Mr. Bay: 212,009 shares; Mr. Zilis: 159,121 shares; Mr. Sherman: 114,806 shares; Mr. Aragone: 103,325 shares). The remaining RSUs will vest over a three (3) year period (or, if earlier, upon the achievement of specified returns on invested capital by Platinum), as set forth in footnote 2 of the “Outstanding Equity Awards at Fiscal Year End Table” below.
- (4) Represents RSUs granted to Mr. Monié, pursuant to his transition agreement, under the 2024 Plan on October 23, 2024, with a grant date fair value, calculated in accordance with FASB ASC 718, of \$22.00 per unit. These RSUs vested in full on the first trading day of our Common Stock on the NYSE.
- (5) Represents RSUs granted to Mr. Monié as a non-employee director under the 2024 Plan on October 23, 2024, with a grant date fair value, calculated in accordance with FASB ASC 718, of \$22.00 per unit. The RSUs will vest in full on October 23, 2025, the first anniversary of the grant date.

Narrative Disclosure Relating to Summary Compensation Table and Grants of Plan-Based Awards Table

The material terms of the agreements and arrangements relating to the information disclosed in the “Summary Compensation Table” and the “Grant of Plan-Based Awards Table” are included in our “Compensation Discussion and Analysis” above.

Outstanding Equity Awards at Fiscal Year End Table

The following table summarizes the outstanding unvested equity awards held by the NEOs as of the end of Fiscal Year 2024.

Stock Awards					
Name		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾
Paul Bay	(2)	141,340	2,768,851		
	(3)			176,674	3,461,044
Michael Zilis	(2)	106,082	2,078,146		
	(3)			132,601	2,597,654
Scott Sherman	(2)	76,538	1,499,379		
	(3)			95,672	1,874,214
Augusto Aragone	(2)	68,884	1,349,438		
	(3)			86,104	1,686,777
Alain Monié	(4)	8,409	164,732		

- (1) All values are based on a price \$19.59 per share, which was the closing sale price of the Company’s Common Stock on the NYSE on December 27, 2024, the last trading day of Fiscal Year 2024.
- (2) Represents shares issuable under an RSU award granted on October 23, 2024, under the 2024 Plan. The RSU award vests in three equal installments on each anniversary of the grant date through October 23, 2027, subject to accelerated vesting in the event that the return on invested capital achieved by Platinum is two and one-half times the total of all capital or other contributions made by Platinum, as described further above in “Compensation Discussion and Analysis—RSU and PSU Grants Under the 2024 Stock Incentive Plan.”
- (3) Represents shares issuable under a PSU award granted on October 23, 2024, under the 2024 Plan, assuming achievement at the “threshold” level of performance. As described above in “Compensation Discussion and Analysis—RSU and PSU Grants Under the 2024 Stock Incentive Plan,” 50% of the PSU award will vest in the event that the return on invested capital achieved by Platinum is two times the total of all capital or other contributions made by Platinum and the remainder of the PSU award will vest in the event that the return on invested capital achieved by Platinum is two and one-half times the total of all capital or other contributions made by Platinum.
- (4) Represents shares issuable under an RSU award granted on October 23, 2024, under the 2024 Plan. The RSU award vests in full on October 23, 2025, the first anniversary of the grant date.

Stock Vested Table

The following table summarizes the NEOs' stock award vesting activity during Fiscal Year 2024.

Name	Stock Awards	
	Number of Shares or Units of Stock Acquired on Vesting (#)	Market Value Realized on Vesting (\$) ⁽¹⁾
Paul Bay	212,009	4,664,198
Michael Zilis	159,121	3,500,662
Scott Sherman	114,806	2,525,732
Augusto Aragone	103,325	2,273,150
Alain Monié	90,909	1,999,998

- (1) Each of these units vested in full on the first trading day of our Common Stock on the NYSE. The value realized upon vesting is determined by multiplying the number of shares underlying the stock awards that vested by \$22.00, the IPO price.

Nonqualified Deferred Compensation Table

The following table provides information relating to nonqualified deferred compensation balances and contributions by the NEOs for the period indicated.

Name	Name of Plan	Executive Contributions in Fiscal Year 2024 (\$)	Registrant Contributions in Fiscal Year 2024 (\$) ⁽¹⁾	Aggregate Earnings in Fiscal Year 2024 (\$)	Aggregate Withdrawals/Distributions in Fiscal Year 2024 (\$) ⁽²⁾	Aggregate Balance at End of Fiscal Year 2024 (\$)
Paul Bay	Supplemental Plan	196,796	17,389	612,491	—	3,524,784
Michael Zilis	Supplemental Plan	720,219	16,843	923,363	—	7,860,409
Scott Sherman	Supplemental Plan	30,900	11,498	40,147	61,653	265,393
Augusto Aragone	Supplemental Plan	246,360	12,122	153,164	1,413	1,777,508
Alain Monié	Supplemental Plan	—	—	1,728,403	—	13,453,032

- (1) Executive officers who are paid on the U.S. payroll may voluntarily participate in the Supplemental Plan. The Supplemental Plan, in general, allows executives to reduce their taxable compensation in the year earned and operates to restore 401(k) Plan benefits, including Company matching contributions, which were reduced or limited by the Code. Under the terms of the Supplemental Plan, participants may elect to defer up to a combined 50% of their base salary and annual bonus between the Supplemental Plan and the 401(k) Plan. In conformance with Section 409A of the Code, deferral and distribution elections are made by each participant prior to the beginning of each calendar year for deferrals from base salary earned and paid during such calendar year and deferrals from bonus amounts earned during such calendar year but paid in the following calendar year. Executive contributions for 2024 include deferrals from base salary in respect of Fiscal Year 2024 (reported in the "Salary" column of the "Summary Compensation Table") and may also include bonus amounts earned in 2023 but paid in 2024 (reported in the "Non-Equity Incentive Plan Compensation" column of the "Summary Compensation Table" for Fiscal Year 2023). We typically provide an employer match on behalf of the participants who make Supplemental Plan deferrals for the applicable year and remain employed through the last day of the year to restore the company match the Code limits in the 401(k) Plan. For the 2024 plan year, we made an employer match in the first quarter of 2025 equal to 50% of the deferrals up to 5% of eligible compensation, reduced by the 2024 employer matching contributions to the 401(k) Plan (such amounts reported in the "All Other Compensation" column of the "Summary Compensation Table"). Participants have earnings or losses credited to their Supplemental Plan account as a result of their selection from the various investment options available to them in this plan. Participants may redirect their investment in the various investment fund options on a daily basis. Account balances are disbursed to participants upon their termination of employment or such other fixed date as elected by the participant, based on the participant's election prior to the year of deferral. Participants may elect to receive their account balance as a lump-sum cash payment.

or in installment payments over 5, 10, or 15 years. Executive contributions are not separately shown in the “ *Summary Compensation Table*” but instead are deferrals from individuals’ salary and/or bonus amount shown in the “ *Summary Compensation Table*.”

- (2) During 2024, under the Supplemental Plan, Mr. Sherman and Mr. Aragone received lump sum distributions as noted in the table based on their initial deferral elections which provided for an in-service distribution.

Potential Payments Upon Termination or Change in Control

We maintain incentive programs, including award agreements, the Severance Policy and the CIC Plan which require that we provide payments and benefits to the NEOs (other than Mr. Monié) in the event of a qualifying termination of employment and/or a change in control.

The chart below describes the termination provisions of each incentive program and the award agreements, as well as any payments and benefits under the Severance Policy and the CIC Plan assuming the last date of employment for the NEO was the last business day of our fiscal year, December 28, 2024 (and therefore the cash incentive award would be considered “earned”) and/or that the change in control occurred on December 28, 2024, as applicable.

	Short-Term Incentive—Cash⁽¹⁾	2024 Plan and Outstanding RSU and PSU Grants⁽²⁾	Severance Pay and Benefits (Under Severance Policy or CIC Plan)⁽³⁾
Change in Control (“CIC”) (No Termination)	None	A CIC is a “Qualifying Event” under the terms of the IPO grant. Outstanding RSUs will become fully vested. Outstanding PSUs will vest, if at all, according to the performance valuation calculation. All PSUs that do not vest upon a CIC are forfeited upon the occurrence of a CIC.	None

	Short-Term Incentive—Cash⁽¹⁾	2024 Plan and Outstanding RSU and PSU Grants⁽²⁾	Severance Pay and Benefits (Under Severance Policy or CIC Plan)⁽³⁾
Qualifying Termination in Connection with a CIC	None; see treatment under Severance Pay and Benefits (Under Severance Policy or CIC Plan) column.	None; see treatment under CIC row above.	We will pay or provide (A) a lump sum payment equal to 2.5 times for the CEO (or 2 times for the other NEOs and EVPs (except Mr. Monié): the sum of (i) the participant's annual base salary and (ii) target annual bonus, (B) a lump sum payment equal to the prorated target annual bonus for the year of termination, (C) a lump sum payment equal to 12 months of 100% of the premium costs for employer- sponsored medical, dental and vision insurance benefits in effect on the date of termination, and (D) participation in an outplacement program until the earlier of (i) the end of the year following the year of termination and (ii) the participant's subsequent full-time employment, subject to a maximum cost of \$50,000.
Termination for Cause	None	None	None
Voluntary Termination	Any earned payment based on actual 2024 performance under the terms of the EIP.	RSUs and PSUs that have matured and met any required performance conditions on or prior to the termination date will vest. All unvested RSUs and PSUs will automatically be forfeited.	None

	Short-Term Incentive—Cash ⁽¹⁾	2024 Plan and Outstanding RSU and PSU Grants ⁽²⁾	Severance Pay and Benefits (Under Severance Policy or CIC Plan) ⁽³⁾
Involuntary “Not for Cause” Termination (not under CIC)	None; see treatment under Severance Pay and Benefits (Under Severance Policy or CIC Plan) column.	RSUs and PSUs remain outstanding for a 6 month period following such termination and eligible to vest if a “Qualifying Event” occurs during such period during which the applicable performance metrics are achieved.	We will pay or provide (A) a lump sum payment equal to the prorated annual bonus for the year of termination based on actual company performance, (B) a lump sum payment equal to the sum of the participant’s monthly annual base salary and target monthly bonus in effect on the termination date multiplied by total number of years of continuous service (with a minimum of 12 and capped at 24 for the CEO and 18 for all other NEOs), (C) a lump sum payment equal to total number of years of continuous service (with a minimum of 12 months and capped at 18 months) of 100% of the premium costs for employer- sponsored medical, dental and vision insurance benefits in effect on the termination date, and (D) participation in an outplacement program until the earlier of the participant’s subsequent full-time employment or 12 months following the termination date, subject to a maximum cost of \$20,000.
Death or Disability	Any earned payment based on actual 2024 performance under the terms of the EIP.	RSUs will immediately vest. RSUs and PSUs remain outstanding for a 6-month period following such termination and eligible to vest if a “Qualifying Event” occurs during such period during which the applicable performance metrics are achieved.	None

	Short-Term Incentive—Cash ⁽¹⁾	2024 Plan and Outstanding RSU and PSU Grants ⁽²⁾	Severance Pay and Benefits (Under Severance Policy or CIC Plan) ⁽³⁾
Voluntary Termination for Good Reason (not under CIC)	Any earned payment based on actual 2024 performance under the terms of the EIP.	RSUs and PSUs remain outstanding for a 6-month period following such termination and eligible to vest if a “Qualifying Event” occurs during such period during which the applicable performance metrics are achieved.	None

- (1) Payment to be calculated and paid on the same basis and at the same time as the annual bonus payments to actively employed executives under the EIP. Our EIP generally provides that if a participant remains employed through the last date of the program year (which ended on December 27, 2024, the business day preceding the last day of our Fiscal Year 2024) and experiences a termination of employment following the expiration of the program year but before the payment date of the bonus for such period, other than in the event of a termination of employment by the company for “cause,” the participant will remain eligible to receive the bonus for the completed program year based on actual performance. In addition, the NEOs are eligible for benefits under the Severance Policy and CIC Plan, as applicable, which likewise provide for the payment of prorated bonuses for the year in which termination occurs, as reflected in the table above. Both the Severance Policy and CIC Plan note that in no event will such policy or plan result in the duplication of payments or benefits provided to an NEO. Accordingly, the table above reflects that upon any termination “without cause,” the annual bonuses payable to our NEOs for the year in which such termination occurs would be paid pursuant to the terms of the Severance Policy or CIC Plan, as applicable.
- (2) Payments made under the 2024 Plan and respective RSU and PSU grant documents for the grants received in connection with our IPO related to a termination of employment are subject to the participant’s execution of a release of claims.
- (3) Severance benefits provided under the Severance Policy and the CIC Plan are subject to the participant’s execution of a release of claims and restrictive covenant agreement and are payable in a lump sum cash payment.

The following table summarizes the payments and benefits that would be made to the NEOs, with the exception of Mr. Monié, as of December 28, 2024, in the applicable circumstances noted in the table. For purposes of this analysis, we assumed:

- the last date of employment for the NEO is the last business day of our last fiscal year, December 28, 2024;
- annual base salary at termination is equal to the applicable NEO’s salary as of December 28, 2024; and
- annual target incentive at the time of the NEO’s termination of employment is equal to the NEO’s target incentive as of December 28, 2024.

Mr. Monié entered into a transition agreement, the material terms of which have been summarized above under “*Compensation Discussion and Analysis—Mr. Monié Transition Agreement*.” Mr. Monié’s employment terminated on October 24, 2024. With the exception of the RSU grant on October 23, 2024, as described in additional detail in the footnotes to the “*Summary Compensation Table*” and the “*Grants of Plan-Based Awards Table*,” Mr. Monié was not eligible for any payments of compensation or benefits upon his termination of employment, pursuant to his transition agreement. As a result, he is not reflected in the table below. In addition, the vesting of one hundred percent of the RSUs that Mr. Monié received in connection with his appointment to our Board will accelerate if his engagement on our Board is terminated due to a death or disability or if there is a change in control, merger, or other transaction in connection with which the RSU is not assumed or substituted with an equivalent award by the successor. The value of the RSUs as of December 28, 2024, was equal to \$164,732.

	Short-Term Incentive (\$) ⁽¹⁾	Accelerated Equity-Based Awards (\$) ⁽²⁾	Severance Pay (\$)	Health Premiums (\$)	Outplacement (\$)	Total (\$)
Paul Bay						
CIC (Without Termination)	—	2,768,851	—	—	—	2,768,851
CIC Termination	2,203,200	2,768,851	7,803,000	19,379	50,000	12,844,430
Voluntary Termination (with or without Good Reason)	1,670,760	—	—	—	—	1,670,760
Involuntary Not for Cause Termination	1,670,760	—	3,641,400	22,609	20,000	5,354,769
Death/Disability	1,670,760	2,768,851	—	—	—	4,439,611
Michael Zilis						
CIC (Without Termination)	—	2,078,146	—	—	—	2,078,146
CIC Termination	996,216	2,078,146	3,652,792	15,786	50,000	6,792,940
Voluntary Termination (with or without Good Reason)	757,125	—	—	—	—	757,125
Involuntary Not for Cause Termination	757,125	—	2,739,594	23,678	20,000	3,540,397
Death/Disability	757,125	2,078,146	—	—	—	2,835,271
Scott Sherman						
CIC (Without Termination)	—	1,499,379	—	—	—	1,499,379
CIC Termination	519,120	1,499,379	2,274,240	16,402	50,000	4,359,141
Voluntary Termination (with or without Good Reason)	394,532	—	—	—	—	394,532
Involuntary Not for Cause Termination	394,532	—	1,137,120	16,402	20,000	1,568,054
Death/Disability	394,532	1,499,379	—	—	—	1,893,911
Augusto Aragon						
CIC (Without Termination)	—	1,349,438	—	—	—	1,349,438
CIC Termination	519,120	1,349,438	2,274,240	27,516	50,000	4,220,314
Voluntary Termination (with or without Good Reason)	394,532	—	—	—	—	394,532
Involuntary Not for Cause Termination	394,532	—	1,516,160	36,688	20,000	1,967,380
Death/Disability	394,532	1,349,438	—	—	—	1,743,970

- (1) All scenarios show the actual EIP payment amounts for Fiscal Year 2024, except that CIC Terminations show the target EIP amounts calculated using each applicable participant’s annual base salary immediately preceding the date of termination.
- (2) Represents the value of outstanding unvested RSUs that would accelerate and vest in the applicable scenario. PSUs granted pursuant to our 2024 Plan under the terms of the IPO grant agreement did not meet performance requirements to vest as of December 28, 2024, and therefore are presumed to be canceled by the Compensation Committee for no consideration in any of the applicable scenarios set forth in the table.

Pay Versus Performance

The following table provides information regarding "Compensation Actually Paid" to our NEOs as determined and defined under SEC rules and does not reflect compensation actually earned, realized, or received by the Company's NEOs. The Board of Directors did not consider the pay versus performance disclosure below in making its pay decisions for 2024.

Year	Summary Compensation Table Total for CEO ⁽¹⁾ (\$)	Compensation Actually Paid to CEO ⁽¹⁾ (\$)	Average Summary Compensation Table Total for Other NEOs ⁽¹⁾ (\$)	Average Compensation Actually Paid to Other NEOs ⁽¹⁾ (\$)	Value of Initial Fixed \$100 Investment based on: ⁽²⁾		Net Income (\$Millions)	Non-GAAP EBITDAR (\$Millions) ⁽³⁾
					INGM TSR (\$)	Peer Group TSR (\$)		
2024	17,463,003	16,147,130	7,808,794	7,218,356	98.58	99.17	264.2	1,300.8

(1) This table presents pay versus performance information for the following executive officers:

Fiscal Year	CEO	Other NEOs
2024	Paul Bay	Michael Zilis, Scott Sherman, Augusto Aragone, and Alain Monié

2024 Compensation Actually Paid reflects the following adjustments to the applicable amounts in the "Summary Compensation Table" ("SCT"):

	CEO (\$)	Average of Other NEOs (\$) ^(c)
2024 Total Reported in SCT	17,463,003	7,808,794
Less, value of stock awards reported in SCT	(13,929,018)	(6,742,639)
Plus, year-end value of awards granted in 2024 that were unvested and outstanding as of 12/28/2024 ^(a)	7,948,947	3,577,315
Plus, value of awards granted in 2024 that vested in 2024 ^(b)	4,664,198	2,574,886
Compensation Actually Paid for 2024	16,147,130	7,218,356

(a) For RSUs, based on a price \$19.59 per share, which was the closing sale price of the Company's Common Stock on the NYSE on December 27, 2024, the last trading day of Fiscal Year 2024. For PSUs, based on a price of \$14.66 per share, calculated assuming the probable outcome of the market conditions on December 27, 2024, using a Monte Carlo simulation model.

(b) Reflects the value of awards that vested in full on October 24, 2024, the first trading day of the Company's Common Stock on the NYSE, based on a price of \$22.00 per share, the IPO price.

(c) Figures for all Other NEOs are included in the average figures shown in this column.

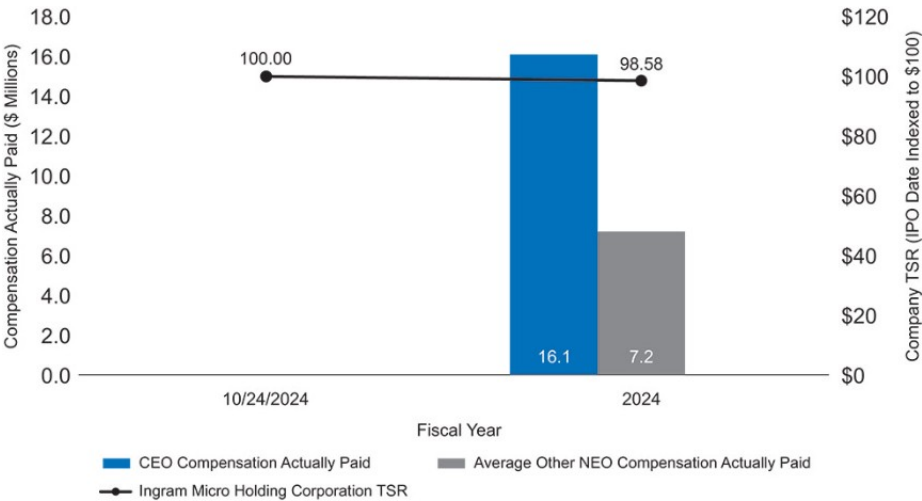
(2) The Peer Group total shareholder return ("TSR") is calculated using the peer group used for compensation purposes, as described in "Compensation Discussion and Analysis—Overall Design and Rewards of the Executive Compensation Program—Design Principles." This comparator peer group is different from the peer group we use for purposes of the stock performance graph included in Item 5 of our 2024 Form 10-K. The comparison assumes \$100 was invested for the period starting October 24, 2024, through the end of 2024 (the "Measurement Period") for purposes of calculating the cumulative TSR of the Company and the peer group over the Measurement Period. Historical stock performance is not necessarily indicative of future stock performance.

(3) We determined Non-GAAP EBITDAR to be the most important financial performance measure used to link Company performance to Compensation Actually Paid in 2024. This performance measure may not have been the most important financial performance measure in prior years, and we may determine a different financial performance measure to be the most important financial performance measure in future years. For more information about this measure, including how it is calculated, see “*Compensation Discussion and Analysis—What Is Rewarded.*”

Relationship Between Compensation Actually Paid and TSR

The following chart sets forth the relationship between: (i) 2024 Compensation Actually Paid to our CEO and the average of 2024 Compensation Actually Paid to the Other NEOs and (ii) the Company’s cumulative TSR over the Measurement Period.

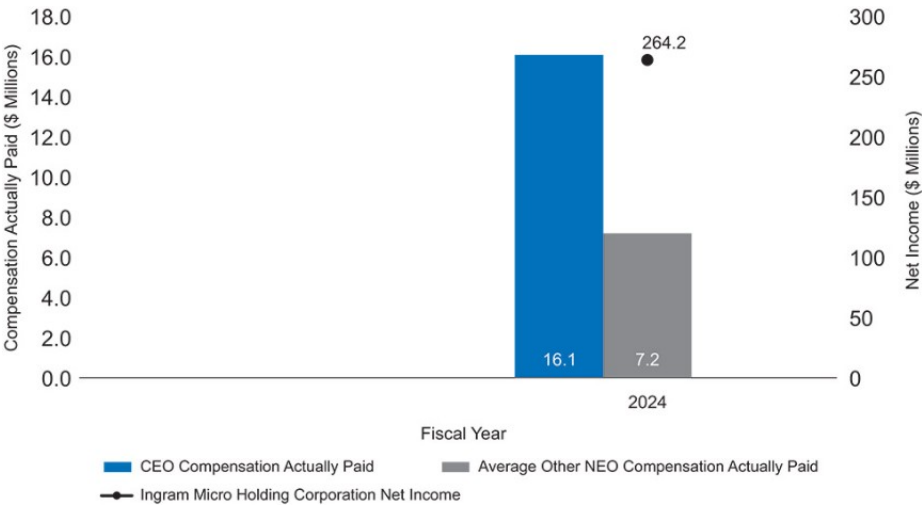
CEO and Average Other NEO Compensation Actually Paid Versus Company TSR



Relationship Between Compensation Actually Paid and Net Income

The following chart sets forth the relationship between: (i) 2024 Compensation Actually Paid to our CEO and the average of 2024 Compensation Actually Paid to the Other NEOs and (ii) our 2024 Net Income.

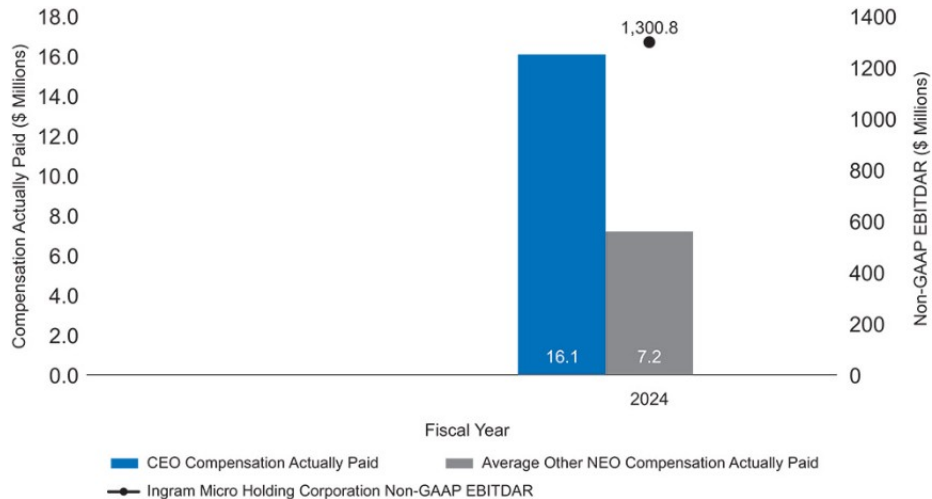
CEO and Average Other NEO Compensation Actually Paid Versus Net Income



Relationship Between Compensation Actually Paid and Non-GAAP EBITDAR

The following chart sets forth the relationship between: (i) 2024 Compensation Actually Paid to our CEO and the average of 2024 Compensation Actually Paid to the Other NEOs and (ii) our 2024 Non-GAAP EBITDAR.

CEO and Average Other NEO Compensation Actually Paid Versus Non-GAAP EBITDAR



Most Important Financial Performance Measures

The following table presents the financial performance measures that the Company considers to have been the most important in linking Compensation Actually Paid to our NEOs for 2024 to Company performance. For more information about these measures, which are the only two financial performance measures on which executive compensation was based in 2024, see “*Compensation Discussion and Analysis—What Is Rewarded.*” The measures in these tables are not ranked.

Most Important Financial Performance Measures for 2024
Non-GAAP EBITDAR
Multiple of Invested Capital

Director Compensation

Our Board sets the compensation for the Company's non-employee directors. In connection with the IPO in October 2024, our Board approved a new non-employee director compensation policy that applies to all of our non-employee directors (other than any member of the Board affiliated with Platinum). This compensation policy provides that each such non-employee director receives the following compensation for service on our Board:

- Annual cash retainer of \$100,000 for each non-employee director, paid in quarterly installments;
- Additional cash retainer for the Chair of the Audit Committee of \$35,000 for service as chairperson of the Audit Committee, paid in quarterly installments;
- An annual restricted stock unit award to be granted on the date of the Company's annual meeting of stockholders with a grant date value of \$185,000, with all of the shares of our Common Stock subject to the award vesting on the earlier of either the date of the Company's next annual meeting of stockholders or the one-year anniversary of the date of the grant.

We will also reimburse our directors for reasonable and necessary out-of-pocket expenses incurred in attending board and committee meetings or performing other services for us in their capacities as directors.

RSU Awards in Connection with IPO

In connection with the IPO and pursuant to the non-employee director compensation policy, each of our non-employee directors (other than any member of the Board affiliated with Platinum), including Mr. Monié (who retired from his employment as Executive Chairman and assumed the role of Non-Executive Chairperson of the Board in connection with the IPO), received a grant of 8,409 RSUs that vest on the first anniversary of the grant date. The grant was calculated based on a target grant value of \$185,000 divided by \$22.00, the IPO price, rounded down to the nearest whole number.

In addition, Ms. Alvaro received a one-time RSU grant (the "Sign-On Grant"), pursuant to an agreement entered into with the Company in May 2023, soon after her identification as a director nominee. Such agreement specified that details regarding director compensation and the terms of the nominee's formal appointment to the Board would be provided at a later date. The agreement also provided that, subject to Ms. Alvaro's future appointment to the Board, she would receive a Sign-On Grant with a fair market value equal to the product of (x) \$10,000 times (y) the number of full months between May 1, 2023, and the IPO, that would vest on the six (6) month anniversary of the Delivery Date (as defined below). The Sign-On Grant was delivered on the tenth business day following the IPO (the "Delivery Date") in the form of 6,984 RSUs, which was calculated based on a target grant value of \$170,000 divided by \$24.34, the closing price of the Company's stock price on the NYSE on the Delivery Date, rounded down to the nearest whole number.

Director Compensation Table

The following table summarizes the compensation paid to the Company's non-employee directors for Fiscal Year 2024. The compensation paid to Mr. Monié, who retired as an employee of the Company in connection with the IPO, and thereafter began receiving compensation as a non-employee director, is included above in the "Summary Compensation Table," as required by Item 402(c) of Regulation S-K.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ^{(1) (2)}	Total (\$)
Felicia Alvaro	33,750	354,989	388,739
Jakki Haussler	25,000	184,998	209,998
Leslie Heisz	25,000	184,998	209,998
Sharon Wienbar	25,000	184,998	209,998

- (1) The non-employee directors listed in the table above held the following aggregate number of unvested RSUs as of the end of Fiscal Year 2024:

Name	Number of Shares Subject to Unvested RSUs (#)
Felicia Alvaro	15,393
Jakki Haussler	8,409
Leslie Heisz	8,409
Sharon Wienbar	8,409

- (2) Represents 8,409 RSUs granted under the 2024 Plan on October 23, 2024, with a grant date fair value of \$22.00 per unit. With respect to Ms. Alvaro, also represents 6,984 RSUs granted under the 2024 Plan on November 6, 2024, with a grant date fair value of \$24.34 per unit.

Director Stock Ownership Requirements

We have adopted director stock ownership guidelines with the objective of more closely aligning the interests of our directors with those of our stockholders. The minimum number of shares of the Company's Common Stock that the director stock ownership guidelines require non-employee directors (excluding any member of the Board affiliated with Platinum) to hold while serving in their capacity as directors is the director base compensation (currently \$100,000) multiplied by five (5), divided by the fair market value of the Company's Common Stock. For purposes of the director stock ownership guidelines, the fair market value of the Company's Common Stock is the average closing price per share of the Company's Common Stock as reported on the NYSE (or such other applicable stock exchange on which the Common Stock may then be traded) for the most recent sixty-three (63) trading days ending with the determination date. During the period of time between a non-employee director becoming subject to the stock ownership guidelines and his or her satisfaction of the then-applicable stock ownership requirement, such non-employee is required to retain 50% of the net shares resulting from the vesting of any equity incentive awards (with "net shares" deemed to be those shares that remain after the deduction of a fixed estimated tax rate of 50%). With the exception of Mr. Monié, none of our non-employee directors has met the stock ownership guidelines as of the date hereof.

Proposal 4: Ratification of Independent Registered Public Accounting Firm for Fiscal Year 2025

The Audit Committee has selected PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm to audit our consolidated financial statements for Fiscal Year 2025. PwC has served continuously as our auditors since at least 1994. The Audit Committee believes that PwC is knowledgeable about the Company’s operations and accounting practices and is well qualified to act as the Company’s independent registered public accounting firm. Representatives of PwC are expected to be present at the Annual Meeting. They will have an opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions.

The Board has endorsed the selection of PwC. Although ratification of the selection of PwC by stockholders is not required by law, the Board is submitting the selection of PwC to our stockholders for ratification as a matter of good corporate governance. If stockholders do not ratify the selection, the Audit Committee will reconsider whether to retain PwC. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

The Board Recommends a Vote “FOR” the Ratification of the Selection of PwC as the Company’s Independent Registered Public Accounting Firm for Fiscal Year 2025

Audit Committee Matters

Report of the Audit Committee

The following report is not deemed to be “soliciting material” or to be “filed” with the SEC, and such information shall not be incorporated by reference into any prior or subsequent filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate this report by reference in such filing.

The Audit Committee assists the Board with oversight of accounting functions and internal controls. The Audit Committee members do not themselves prepare the financial statements, perform audits, or serve as accountants or auditors of Ingram Micro’s financial statements. The Company’s management is responsible for establishing and maintaining internal controls over financial reporting, the preparation of the Company’s consolidated financial statements, and the financial reporting process. The Company’s independent registered public accounting firm is responsible for auditing the Company’s consolidated financial statements in conformity with generally accepted accounting principles.

In this context, the Audit Committee has met with management and representatives of PricewaterhouseCoopers LLP (“PwC”), the Company’s independent registered public accounting firm, and reviewed and discussed the audited financial statements for the fiscal year ended December 28, 2024 (fiscal year 2024). The Audit Committee has also discussed with representatives of PwC the matters required to be discussed pursuant to the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the Securities and Exchange Commission (the “SEC”). In addition, the Audit Committee has received the written disclosures from PwC required by the applicable requirements of the PCAOB regarding PwC’s communication with the Audit Committee concerning independence and has discussed with PwC their independence.

Based on the Audit Committee’s review and discussions described above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company’s Annual Report on Form 10-K for fiscal year 2024, for filing with the SEC.

Respectfully submitted by the Audit Committee:

Felicia Alvaro (Chair)
Leslie Heisz
Sharon Wienbar

Auditor Fees and Services

The following table presents the aggregate fees for professional services rendered for us by PwC for Fiscal Year 2024 and Fiscal Year 2023:

Services provided	2024	2023
Audit	\$ 15,305,635	\$ 9,539,540
Audit related	250,000	143,505
Tax	1,246,644	1,381,428
Total	\$ 16,802,279	\$ 11,064,473

Audit Fees: The aggregate fees billed for Fiscal Year 2024 and Fiscal Year 2023 were for professional services rendered for the audits of our consolidated financial statements, registration statements and comfort letters, statutory audits of our subsidiaries, reviews of our interim consolidated financial statements, and services provided in connection with statutory and regulatory filings. Accordingly, the amounts disclosed above may include fees billed in the reported fiscal year for services related to the audit of the prior fiscal year and may not correspond precisely to the period in which the related services were performed.

Audit Related Fees: The aggregate fees billed for Fiscal Year 2024 and Fiscal Year 2023 were for assurance and related services that were reasonably related to the performance of the audit or review of the Company's consolidated financial statements and which are not reported as audit fees.

Tax Fees: The aggregate fees billed for Fiscal Year 2024 and Fiscal Year 2023 were primarily for professional services rendered relating to domestic and foreign tax compliance and consulting services.

All Other Fees: Not applicable

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has established policies and procedures for preapproving audit and non-audit services. Under these procedures, the Audit Committee annually preapproves the type and scope of services to be provided by our registered public accounting firm, PwC, as well as the estimated associated fees related to such services. All services listed in the table above were approved in accordance with these established policies and procedures. When granting preapproval, the Audit Committee evaluates how the nature of the services and related costs may affect the independence of the registered public accounting firm. To ensure compliance with SEC rules and regulations, the Audit Committee confirms, prior to preapproving services, that such services and fees are aligned with maintaining the independence of the registered public accounting firm.

Certain Relationships and Related Person Transactions

Related Party Transactions Policy

We have adopted a written policy with respect to the review, approval and ratification of related person transactions to assist our Board in reviewing and taking appropriate action concerning related person transactions and assist us in preparing the disclosure that the SEC rules require to be included in our applicable filings as required by the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act and their related rules. This policy is intended to supplement, and not to supersede, our other policies that may be applicable to or involve transactions with related persons, such as our policies for determining director independence and our Code of Conduct and conflicts of interests policies. The policy covers any financial transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships (including indebtedness and guarantees of indebtedness and transactions involving employment and similar relationships) involving the Company and any director, nominee or executive officer, or any immediate family member thereof, or any greater than 5% beneficial owner of our voting securities, in each case, having a direct or indirect material interest in such transaction. Any such transaction must be approved or ratified by our Audit Committee unless our Board in its discretion designates another independent body consisting solely of independent directors. The Audit Committee may only approve those transactions that are in, or are not inconsistent with, our best interests and those of our stockholders, as the Audit Committee determines in good faith.

Transactions with Related Persons

Investor Rights Agreement

In connection with the IPO, we entered into an Investor Rights Agreement with Platinum (the "Investor Rights Agreement") and we amended and restated our Certificate of Incorporation. At each annual meeting of our stockholders (and in connection with any election by written consent or special meeting for the election of directors) for which Platinum has nominated an individual for election to our Board, (i) we will include each such nominee as a nominee for election as a director, (ii) we will use all reasonable best efforts to cause the election as a director of each such nominee including, to the fullest extent permitted by applicable law, soliciting proxies in favor of the election of such nominee and (iii) we will take all action within our power to cause each such nominee to be included as a nominee recommended by our Board to our stockholders for election as a director, unless our Board determines that making such recommendation would be inconsistent with the directors' fiduciary duties under applicable law. The Investor Rights Agreement and our Certificate of Incorporation grant Imola JV Holdings, L.P. (the "Platinum Stockholder") the right to nominate for election to our Board no fewer than that number of directors that would constitute: (i) a majority of the total number of directors so long as the Platinum Stockholder and Platinum collectively beneficially own at least 50% of the then-outstanding capital stock of the Company; (ii) 40% of the total number of directors so long as the Platinum Stockholder and Platinum collectively beneficially own at least 40% but less than 50% of the then-outstanding capital stock of the Company; (iii) 30% of the total number of directors so long as the Platinum Stockholder and Platinum collectively beneficially own at least 30% but less than 40% of the then-outstanding capital stock of the Company; (iv) 20% of the total number of directors so long as the Platinum Stockholder and Platinum collectively beneficially own at least 20% but less than 30% of the then-outstanding capital stock of the Company; and (v) 10% of the total number of directors so long as the Platinum Stockholder and Platinum collectively beneficially own at least 5% but less than 20% of the then-outstanding capital stock of the Company. For purposes of calculating the number of directors that the Platinum Stockholder will be entitled to nominate pursuant to the formula outlined above, any fractional amounts shall automatically be rounded up to the nearest whole number. Unless otherwise agreed by the Platinum Stockholder, for so long as the Platinum Stockholder retains the right to nominate a person to our Board, each committee of the Board will include at least one of the director candidates designated by the Platinum Stockholder, except to the

extent such membership would violate applicable securities laws or stock exchange or stock market rules or where the sole purpose of such committee is to address actual or potential conflicts of interest between us and Platinum. In the event that (i) a vacancy is created at any time by the death, resignation, removal (with or without cause) or by any other cause of a Platinum Stockholder nominee and (ii) the number of directors nominated by the Platinum Stockholder is less than the number that the Platinum Stockholder is entitled to nominate under our Certificate of Incorporation or the Investor Rights Agreement, then such vacancy may be filled only by the Platinum Stockholder unless otherwise agreed by the Platinum Stockholder.

The Investor Rights Agreement grants Platinum certain customary demand registration rights, as well as “piggyback” registration rights, with respect to shares of our Common Stock. In addition, the Investor Rights Agreement provides that if we retain Platinum Advisors to provide corporate and advisory services to us, then we will reimburse Platinum Advisors for all third party costs incurred in rendering such services and indemnify Platinum Advisors and its officers, directors, managers, employees, affiliates, agents and other representatives, to the fullest extent permitted by law, against all liabilities, costs and expenses incurred in connection with such services other than if and to the extent that such liabilities, costs and expenses arise as a result of the gross negligence, bad faith, fraud or willful misconduct of Platinum Advisors.

Advisory Agreement

Following the consummation of the transactions in 2021 that resulted in Platinum acquiring Ingram Micro Inc., the Company (and/or one of its affiliates) and Platinum Advisors entered into the Corporate Advisory Services Agreement, dated as of July 2, 2021 (the “Advisory Agreement”), pursuant to which the Company engaged Platinum Advisors as a financial, transactional and management consultant. Under the Advisory Agreement, the Company had agreed to pay Platinum Advisors an annual management fee in an amount to be mutually agreed between the parties and to reimburse Platinum Advisors for its out-of-pocket costs and expenses incurred in connection with its services under the agreement. In 2024, the aggregate management fee was \$20.4 million. The Advisory Agreement contained customary indemnification provisions in favor of Platinum Advisors and its affiliates, including Platinum. The Advisory Agreement was terminated upon the consummation of the IPO in October 2024.

Mr. Monié Transition Agreement

In connection with the transition of Mr. Monié from CEO of Ingram Micro to Executive Chairman of Ingram Micro, Mr. Monié and Ingram Micro entered into a transition agreement, on October 2, 2021 (which has since been amended and restated three times, most recently effective as of December 30, 2023), which generally set forth the terms and conditions of his transition and retirement. In accordance with the terms of the transition agreement, Mr. Monié retired as an executive officer and employee of the Company effective October 24, 2024, in connection with the IPO.

Dividends

On April 29, 2022, the Company declared and paid a dividend to our then-current stockholders, including the Platinum Stockholder, of approximately \$1.75 billion, with proceeds from the primary closing of the sale of a substantial portion of our Commerce & Lifestyle Services business (“CLS Sale”), which occurred on April 4, 2022. Each of our executive officers who held shares of Common Stock participated in their pro-rata share of the dividend declared in connection with the CLS Sale.

On March 4, 2025, the Company announced that the Board had declared a cash dividend of \$0.074 per share of Common Stock, paid on March 25, 2025, to stockholders of record as of March 11, 2025, which includes Platinum. We pay, and intend to continue to pay, quarterly cash dividends subject to capital availability and periodic determinations made by our Board that cash dividends are in the best interests of our stockholders.

Certain Relationships with Platinum

From time to time, Platinum and/or its affiliates have entered into, and may continue to enter into, arrangements with us to use our products and services. We believe that all such arrangements have been entered into in the ordinary course of business and have been negotiated on commercially reasonable terms.

Indemnification Agreements

In connection with the IPO, we entered into indemnification agreements with each of our directors and officers. These agreements require us to indemnify these individuals and, in certain cases, affiliates of such individuals, to the fullest extent permissible under Delaware law against liabilities that may arise by reason of their service to us or at our direction, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, we have been informed that in the opinion of the SEC such indemnification is against public policy and is therefore unenforceable.

Reserved Share Program

At our request, the underwriters in the IPO reserved for sale, at the initial public offering price, up to 5% of the shares of Common Stock offered in the IPO for sale to some of our directors, officers, and employees, as well as to certain employees of Platinum and/or Platinum Advisors. In our IPO, 650,550 shares were purchased by such persons.

Security Ownership

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of April 10, 2025, information regarding beneficial ownership of our capital stock by the following individuals or entities:

- each person, entity or group of affiliated persons, known by us to beneficially own more than 5% of our voting securities;
- each of our NEOs;
- each of our directors; and
- all of our executive officers and directors as a group.

To our knowledge, each person named in the table has sole voting and investment power with respect to all of the securities shown as beneficially owned by such person, except as otherwise set forth in the notes to the table. The number of securities shown represents the number of securities the person "beneficially owns," as determined by the rules of the SEC. The SEC has defined "beneficial" ownership of a security to mean the possession, directly or indirectly, of voting power and/or investment power. A security holder is also deemed to be, as of any date, the beneficial owner of all securities that such security holder has the right to acquire within 60 days after that date through (1) the exercise of any option, warrant or right, (2) the conversion of a security, (3) the power to revoke a trust, discretionary account or similar arrangement or (4) the automatic termination of a trust, discretionary account or similar arrangement. As of April 10, 2025, there were 234,825,581 shares of the Company's Common Stock outstanding.

Unless otherwise noted below, the address for each of the stockholders in the table below is c/o Ingram Micro Holding Corporation, 3351 Michelson Drive, Suite 100, Irvine, CA 92612.

Beneficial owner	Number of Shares Beneficially Owned ⁽²⁾	Percentage of Class
5% Stockholders:		
Investment vehicles affiliated with Platinum Equity, LLC ⁽¹⁾	210,952,854	89.8 %
Named Executive Officers and Directors:		
Felicia Alvaro	6,984	(*)
Augusto Aragone	102,936	(*)
Craig Ashmore	—	(*)
Paul Bay	268,423	(*)
Christian Cook	46,000	(*)
Jakki Haussler	—	(*)
Leslie Heisz	—	(*)
Bryan Kelln	—	(*)
Jacob Kotzubei	—	(*)
Matthew Louie	—	(*)
Alain Monié	1,327,384	(*)
Scott Sherman	130,483	(*)
Mary Ann Sigler	7,500	(*)
Sharon Wienbar	—	(*)
Eric Worley	—	(*)
Michael Zilis	160,229	(*)
Executive Officers and Directors as a group (16 persons)	2,049,939	(*)

* Less than 1%

- (1) The Platinum Stockholder is the record holder of 210,952,854 shares of our Common Stock. Tom Gores is the manager of Platinum Equity, LLC, which is the sole member of Platinum Equity Investment Holdings, LLC, which is the sole member of Platinum Equity Investment Holdings IC (Cayman), LLC which is the general partner of Platinum Equity InvestCo, L.P., which is the sole member of Platinum Equity Investment Holdings V, LLC, which is the sole member of Platinum Equity Partners V, LLC, which is the general partner of Platinum Equity Partners V, L.P., which is the general partner of the Platinum Stockholder. By virtue of these relationships, each of these entities and Mr. Gores may be deemed to share beneficial ownership of the securities held of record by the Platinum Stockholder. The business address of each of the entities named herein and Mr. Gores is 360 North Crescent Drive, South Building, Beverly Hills, CA 90210.
- (2) The table includes the number of shares of Company Common Stock to be issued upon the vesting of RSUs within sixty (60) days of April 10, 2025 (the "Vesting RSUs"), as follows: Ms. Alvaro—6,984 shares under Vesting RSUs; current directors and executive officers as a group (16 persons)—6,984 shares under Vesting RSUs. The table does not reflect the number of shares of Common Stock to be issued pursuant to unvested RSUs (the "Unvested RSUs") that are not scheduled to vest within sixty (60) days of April 10, 2025, as follows: Ms. Alvaro—8,409 shares under Unvested RSUs; Mr. Aragone—68,884 shares under Unvested RSUs; Mr. Bay—141,340 shares under Unvested RSUs; Ms. Haussler—8,409 shares under Unvested RSUs; Ms. Heisz—8,409 shares under Unvested RSUs; Mr. Monié—8,409 shares under Unvested RSUs; Mr. Sherman—76,538 shares under Unvested RSUs; Ms. Wienbar—8,409 shares under Unvested RSUs; Mr. Zilis—106,082 shares under Unvested RSUs; current directors and executive officers as a group (16 persons)—434,889 shares under Unvested RSUs.

Equity Compensation Plan Information

As of December 28, 2024, the Company maintained only one equity compensation plan, the 2024 Stock Incentive Plan, under which its equity securities were authorized for issuance to its officers, employees, and directors. The 2024 Stock Incentive Plan was approved by the Company's stockholders. The number of shares to be issued upon exercise or vesting of grants issued under, and the number of shares remaining available for future issuance under, our 2024 Stock Incentive Plan as of December 28, 2024, were as follows:

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights ⁽¹⁾	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Plan category			
Equity compensation plans approved by security holders	3,601,768	\$ —	15,920,477
Equity compensation plans not approved by security holders	—	\$ —	—
Total	3,601,768	\$ —	15,920,477

- (1) Includes performance restricted stock units and time-vesting restricted stock units.

General Information

Questions and Answers (Q&A)

Your vote at the Annual Meeting is important. To ensure your participation at the Annual Meeting, we encourage you to read the below Q&A to fully understand this Proxy Statement, the Annual Meeting, and how to vote.

Q. How do we refer to Ingram Micro in this Proxy Statement?

The terms “Ingram Micro,” “our Company,” “the Company,” “us,” “we,” and “our” refer to Ingram Micro Holding Corporation, a Delaware corporation and its consolidated subsidiaries.

Q. How do I attend the Annual Meeting?

Our Annual Meeting will be held virtually on Wednesday, June 4, 2025, at 11:30 am (Pacific), at www.virtualshareholdermeeting.com/INGM2025.

Q. What is the purpose of the Annual Meeting?

At the Annual Meeting, the stockholders will consider and vote on the four Proposals set forth on page 1.

Q. What is included in the proxy materials?

The proxy materials include this Proxy Statement, form of proxy, and our Company’s Annual Report to stockholders for Fiscal Year 2024. On or about April 17, 2025, we sent a Notice of Internet Availability of Proxy Materials to stockholders. Instructions on how to access the proxy materials over the internet can be found in the Notice. Stockholders may also request to receive the proxy materials in printed form by mail or electronically by email.

Q. Who can vote at the Annual Meeting?

Only stockholders who owned shares of the Company’s Common Stock at the close of business on April 10, 2025 (the “Record Date”), can vote at the Annual Meeting. On the Record Date, there were 234,825,581 shares of Common Stock outstanding and entitled to vote. Each holder of Common Stock is entitled to one vote for each share held as of the Record Date. There is no cumulative voting in the election of directors.

Q. Is my vote important?

Your vote as a stockholder is important. Please vote as soon as possible to ensure that your vote is recorded.

Q. What is the difference between a stockholder of record and a beneficial owner of shares held in “street name”?

- **Stockholder of Record.** If your shares are registered directly in your name, you are a stockholder of record.
- **Beneficial Owner of Shares Held in “Street Name.”** If your shares are held in an account at a brokerage firm, bank, or other nominee, you are a beneficial owner of shares held in street name.

Q. How do I vote?

You may vote your shares at the Annual Meeting in any of the following ways:

- **Vote by Internet.** Stockholders of record may vote or submit proxies by following the internet voting instructions described in the Notice of Internet Availability of Proxy Materials. Beneficial stockholders may vote by accessing the website specified on the voting instruction form provided by their brokers, banks or nominees rather than following the instructions on the proxy materials. Please check the voting instruction form for internet voting availability. The deadline for internet voting is 11:59 pm (Eastern), the day before the meeting date.
- **Vote by Telephone.** Stockholders of record may vote or submit proxies by following the telephone voting instructions described in the Notice of Internet Availability of Proxy Materials. Beneficial stockholders may provide voting instructions by telephone by calling the number specified on the voting instruction form provided by their brokers, banks, or nominees rather than following instructions in the proxy materials. Please check the voting instruction form for telephone voting availability. Please be aware that, if you submit voting instructions by telephone, you may incur costs such as telephone access charges for which you will be responsible. The deadline for voting by telephone is 11:59 pm (Eastern), the day before the meeting date.
- **Vote by Mail.** If you have requested and receive paper copies of our proxy materials by mail, you may vote by dating, signing, and returning your proxy card in the postage-prepaid return envelope provided. Sign your name exactly as it appears on the proxy. Beneficial stockholders may provide voting instructions by mail by completing, signing, and dating the voting instruction forms provided by their brokers, banks, or other nominees.
- **Vote at the Annual Meeting.** To participate in the Annual Meeting, including to vote, stockholders of record must access the meeting website at www.virtualshareholdermeeting.com/INGM2025 and enter the 16-digit control number found on the Notice of Internet Availability of Proxy Materials or on the proxy card provided to you with this Proxy Statement, or that is set forth within the body of the email sent to you with the link to this Proxy Statement. If your shares are held in street name and your Notice of Internet Availability of Proxy Materials or voting instruction form indicates that you may vote those shares through the www.proxyvote.com website, then you may access, participate in, and vote at the Annual Meeting with the 16-digit control number indicated on that Notice of Internet Availability of Proxy Materials or voting instruction form. Otherwise, stockholders who hold their shares in street name should contact their bank, broker, or other nominee (preferably at least five days before the Annual Meeting) and obtain their 16-digit control number.

Q. How do I vote if I am a beneficial stockholder with shares held in street name?

If you are the beneficial stockholder, you are entitled to instruct your broker (or other nominee) on how to vote your shares. Your broker will provide you with information regarding how to instruct your broker as to voting of your shares.

Q. How do I revoke my proxy?

You can revoke your proxy at any time before the Annual Meeting by delivering to the Secretary of the Company a written revocation bearing a later date than the proxy or submitting a proxy bearing a later date by the voting methods described above. You may also revoke your proxy by voting at the Annual Meeting. If you are a beneficial stockholder, you can revoke your proxy by contacting the broker, bank, or other nominee that holds your shares or by voting at the Annual Meeting.

Q. If I vote by proxy, how will my vote be cast? How will my shares be voted if I do not give specific voting instructions when I deliver my proxy?

The shares represented by any proxy solicited will be voted in accordance with the stockholder's directions. If you return your proxy but do not specify your voting preferences, we will vote the shares as recommended by the Board. If you are a beneficial owner, your broker is required to vote those shares in accordance with your instructions. If you do not instruct your broker on how to vote your shares, your broker will only be entitled to vote your shares on "discretionary" matters as described below, but will not be permitted to vote shares with non-routine matters.

Q. What is a "broker non-vote"?

A broker non-vote occurs when beneficial owners do not provide voting instructions, and the broker, bank, or other nominee does not have the discretion to vote. Under NYSE rules, brokers are prohibited from exercising discretionary voting on "non-routine" matters. Only the ratification of the appointment of PwC as the independent registered public accounting firm is a routine matter for which brokers may vote. Therefore, we encourage all beneficial owners to provide voting instructions to your broker or nominee to ensure that your shares are voted at the Annual Meeting.

Q. What vote is required to approve each proposal?

Election of Directors

Pursuant to our Bylaws, a director nominee must be elected by a plurality of the votes cast by the stockholders present or represented by proxy at the Annual Meeting and entitled to vote. The nominees receiving the largest number of **FOR** votes will be elected as directors. If you do not instruct your broker on how to vote on this matter, your broker may not vote your shares with respect to the election of directors. Broker non-votes will not count as votes **FOR** or **AGAINST** this proposal, thus not affecting the outcome of this proposal. A vote to **ABSTAIN** will not have an effect on the result of the vote for Proposal 1.

Advisory Vote on Executive Compensation

The affirmative vote of a majority of shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve Proposal 2. Broker non-votes will not affect the outcome of this proposal. A vote to **ABSTAIN** will have the same effect as a vote cast **AGAINST** for purposes of Proposal 2.

Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

The affirmative vote of a majority of shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve Proposal 3. If none of the frequency alternatives (one year, two years, or three years) receives such a majority vote, we will consider the frequency that receives the highest number of votes by stockholders to be the frequency that has been selected by stockholders. Broker non-votes will not affect the outcome of this proposal. A vote to **ABSTAIN** will not have an effect on the result of the vote for Proposal 3.

Ratification of PwC as our Independent Auditor for Fiscal Year 2025

The affirmative vote of a majority of shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve Proposal 4. Proposal 4 is a "routine matter" for which a broker does have discretionary authority to vote. If you do not instruct your broker how to vote with respect to Proposal 4, your broker may still vote your shares in its discretion. A vote to **ABSTAIN** will have the same effect as a vote cast **AGAINST** Proposal 4.

Q. How will the votes cast at our Annual Meeting be counted?

Broadridge Financial Solutions, Inc. and our independent inspector of elections will tabulate the votes at the Annual Meeting. The vote on each matter submitted to stockholders will be tabulated separately.

Q. Where can I find the voting results of our Annual Meeting?

Preliminary results will be announced during the Annual Meeting. Final voting results will be reported in the Current Report on Form 8-K filed with the SEC within four business days after the end of our Annual Meeting.

Q. How many shares must be present to hold the Annual Meeting?

According to our Bylaws, holders of a majority of the voting power of the outstanding stock entitled to vote must be present or represented by proxy in order for us to conduct the Annual Meeting. This constitutes a quorum. Abstentions or broker non-votes will be counted for determining the presence of a quorum for the Annual Meeting.

Q. When will Ingram Micro next hold an advisory vote on the frequency of “say-on-pay” votes?

Ingram Micro will hold its next advisory vote on the frequency of “say-on-pay” votes during the 2031 Annual Meeting.

Q. How are proxies solicited?

We are bearing the cost of preparing, assembling, and mailing the enclosed form of proxy. Solicitation may be made by mail, telephone, or in-person. At this time, we have not engaged a proxy solicitor.

Q. How do I submit questions at the Annual Meeting?

During the meeting, stockholders may submit written questions via www.virtualshareholdermeeting.com/INGM2025.

Q. What is “householding”?

The SEC allows for “householding,” a procedure under which stockholders who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our proxy materials, unless any of these stockholders notify us otherwise. If you receive a single copy of our proxy materials as a result of householding, and you would like a separate copy be mailed to you, please submit a request to our Corporate Secretary at Ingram Micro Holding Corporation, 3351 Michelson Dr., Suite 100, Irvine, CA 92612, Attention: Corporate Secretary, or call our Investor Relations department at (714) 566-1000. You can also contact our Investor Relations department at the phone number above if you received multiple copies of the annual meeting materials and would prefer to receive a single copy in the future, or if you would like to opt out of householding for future mailings.

Other Matters

Annual Report on Form 10-K

The proxy materials, including Ingram Micro's 2024 Annual Report, are available at <https://ir.ingrammicro.com/>. You may also obtain, free of charge, a copy of the Company's Annual Report on Form 10-K for Fiscal Year 2024, as filed with the SEC, via the Company's website at <https://ir.ingrammicro.com/>, or upon written request addressed to Investor Relations, Ingram Micro Holding Corporation, 3351 Michelson Dr., Suite 100, Irvine, CA 92612.

Stockholder List

A list of stockholders of record as of April 10, 2025, will be available for inspection during ordinary business hours at our executive offices in Irvine, CA, for ten (10) days prior to the Annual Meeting.

Proposals for Inclusion in Our Proxy Statement for the 2026 Annual Meeting

Proposals of stockholders and director nominations to be considered for inclusion in the Proxy Statement for the 2026 Annual Meeting must be submitted in writing to the Corporate Secretary of Ingram Micro at Ingram Micro Holding Corporation, 3351 Michelson Dr., Suite 100, Irvine, CA 92612, Attention: Corporate Secretary, and must be received not earlier than February 4, 2026, and not later than by 5:00 pm (Pacific) on March 6, 2026. The submission of a stockholder proposal or director nomination does not guarantee that it will be included in our Proxy Statement.

NORAM MICRO[®]



INGRAM MICRO HOLDING CORPORATION
3351 MICHELSON DRIVE, SUITE 100
IRVINE, CA 92612



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/INGM2025

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V69765-P25723

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

INGRAM MICRO HOLDING CORPORATION

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

For All	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

Nominees:

- 01) Craig Ashmore
- 02) Christian Cook
- 03) Leslie Heisz
- 04) Alain Monié

The Board of Directors recommends you vote FOR the following proposal:

2. Advisory vote to approve the compensation of the Company's named executive officers.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote 1 YEAR on the following proposal:

3. Advisory vote on the frequency of holding future advisory votes to approve the compensation of the Company's named executive officers.

1 Year	2 Years	3 Years	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR the following proposal:

4. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2025.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date
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Signature (Joint Owners)	Date
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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

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INGRAM MICRO HOLDING CORPORATION

**ANNUAL MEETING OF STOCKHOLDERS
Wednesday, June 4, 2025 11:30 a.m. (Pacific)**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The stockholder(s) hereby appoint(s) Michael Zilis and Augusto Aragone, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of INGRAM MICRO HOLDING CORPORATION that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 11:30 a.m. (Pacific), on Wednesday, June 4, 2025, virtually at www.virtualshareholdermeeting.com/INGM2025, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the recommendations of the Board of Directors.

CONTINUED AND TO BE SIGNED ON REVERSE SIDE