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

FORM 10-K

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

For the fiscal year ended December 31, 2024

OR

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

For the transition period from _____ to _____

Commission File Number: 001-35020

INFUSYSTEM HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**20-3341405**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

3851 West Hamlin Road
Rochester Hills, Michigan 48309
(Address of Principal Executive Offices) (Zip Code)
Registrant's Telephone Number, including Area Code:
(248) 291-1210

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, par value $0.0001 per share	INFU	NYSE American LLC

Securities Registered Pursuant to Section 12(g) of the Act:
None
(Title of Class)

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

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

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

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

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

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

Emerging growth company ☐

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

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

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

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

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

The aggregate market value of the 20,061,997 shares of voting and non-voting equity of the registrant held by non-affiliates, computed by reference to the $6.83 closing price of the registrant's common stock on June 28, 2024, the last business day of the registrants most recently completed second fiscal quarter, was $137,023,440. Aggregate market value excludes an aggregate of 1,253,049 shares of common stock held by officers and directors and by each person known by the registrant to own 10% or more of the outstanding common stock on such date. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The number of shares of the registrant's common stock outstanding as of March 9, 2025 was 21,009,216.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission in connection with the solicitation of proxies for its 2025 Annual Meeting of Stockholders are incorporated by reference in Part III of this Form 10-K.

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References in this Form 10-K to "we", "us", or the "Company" are to InfuSystem Holdings, Inc. ("InfuSystem") and our wholly owned subsidiaries, as appropriate to the context.

Cautionary Statement About Forward-Looking Statements

Certain statements contained in this Form 10-K are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "should," "plan," "expect," "strategy," "future," "likely," variations of such words, and other similar expressions, as they relate to the Company, are intended to identify forward-looking statements. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements necessarily are dependent on assumptions, data or methods that may be incorrect or imprecise. These forward-looking statements represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Many of the factors that will determine these items are beyond our ability to control or predict.In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is identifying certain factors that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from the forward-looking statements include, without limitation, those described in Item 1A. "Risk Factors" and elsewhere in this Annual Report on Form 10-K, and the including:

- changes in third-party reimbursement processes, rates, contractual relationships and payer mix;
- our dependence on estimates of collectible revenue from third-party reimbursement;
- risks associated with the loss of a relationship with one or more third-party payers;
- risks associated with a federal government shutdown;
- risks associated with payer concentration;
- physicians' acceptance of infusion pump therapy over alternative therapies and focus on early detection and diagnostics;
- our dependence on our Medicare Suppler Number, which allows us to bill Medicare for services provided to Medicare patients;
- availability of chemotherapy drugs used in our infusion pump systems;
- our expectations regarding enacted and potential legislative and regulatory changes impacting, among other things, the level of reimbursement received from the Medicare and state Medicaid programs including the Center for Medicare and Medicaid Services ("CMS") competitive bidding;
- our dependence upon our suppliers;
- periodic reviews and billing audits from governmental and private payers;
- our ability to maintain controls and processes over billing and collection and the adequacy of our allowance for doubtful accounts and customer concessions;
- our ability to comply with state licensure laws for Durable Medical Equipment suppliers;
- risks associated with our allowance for doubtful accounts and customer concessions;
- our ability to execute our business strategies to grow our business, including our ability to introduce new products and services;
- industry competition;
- compliance with regulatory guidelines affecting our billing practices;
- defective products manufactured by third-party suppliers;
- our ability to execute on acquisition and joint-venture opportunities and integrate any acquired businesses;
- our ability to maintain relationships with healthcare professionals and organizations;
- our ability to comply with changing healthcare regulations;
- our ability to protect our intellectual property;
- our ability to remain in compliance with our credit agreement or future debt agreements;
- general economic uncertainty;
- changes in tax laws or challenges to our tax positions;
- the value of our net operating loss carryforwards may become impaired if we do not generate sufficient future taxable income required to utilize all or a portion of our net operating loss carryforwards prior to their expiration;
- volatility in the market price of our stock;
- the future price of our stock may be negatively affected by not paying dividends;
- potential dilution to current stockholders from the issuance of equity awards;
- we may be subject to limitations on net operating loss carryforwards and certain built-in losses following an ownership change;
- weaknesses in our internal control over financial reporting;
- litigation or other legal or regulatory proceedings in which we may be involved from time to time;

- risks associated with the collection of sales or consumption taxes;
- our ability to implement, both internally and externally, information technology improvements and to respond to technological changes, interruptions and security breaches;
- cybersecurity risks and cyber incidents could adversely affect our business and disrupt operations;
- natural disasters, widespread public health emergencies such as pandemics, acts of war or terrorism and other external events affecting us, our customers or our suppliers; and
- our ability to hire and retain key employees.

These risks are not exhaustive. Other sections of this Annual Form 10-K include additional factors which could adversely impact our business and financial performance. Moreover, we operate in a very competitive and changing environment. New risk factors emerge from time to time and it is not possible for us to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements made in this Form 10-K speak only as of the date of this report. We do not intend, and do not undertake any obligation, to update any forward-looking statements to reflect future events or circumstances after the date of such statements, except as required by law.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned to not rely upon forward-looking statements as predictions of future events. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, you should not rely on any of the forward-looking statements.

Market and Industry Data

This Annual Report on Form 10-K contains market, industry and government data and forecasts obtained from publicly available information, various industry publications and surveys and other published industry sources such as consultant surveys and forecasts. Industry publications and surveys, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy and completeness of such information. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal company surveys, industry forecasts and market research, which we believe to be reliable based upon management's knowledge of the industry, have not been verified by any independent sources. None of the reports and other materials of third-party sources referred to in this Annual Report on Form 10-K were prepared for use in, or in connection with, this report.

Trademarks and Trade Names

We have a number of registered trademarks, including Ambulatory Infusion Made Easy®, Biomed Made Easy®, BlockPain Dashboard®, EXPRESSTech® and Infusion Made Easy®. These and other trademarks of ours appearing in this report are our property. Solely for convenience, trademarks and trade names of ours referred to in this Form 10-K may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names. This report may contain additional trade names and trademarks of other companies. We do not intend our use or display of other companies' trade names or trademarks to imply an endorsement or sponsorship of us by such companies, or any relationship with any of these companies.

PART I

Item 1. Business.

Background

InfuSystem Holdings, Inc. ("we," "us," "our" or the "Company") is a Delaware corporation. Formed in 2005, the Company operates through its subsidiary InfuSystem, Inc., a Delaware corporation ("InfuSystem" or "ISI"). During the fiscal year ended December 31, 2023, the Company's also operated through its wholly-owned subsidiary First Biomedical, Inc., a Kansas Corporation, which merged into InfuSystem on January 1, 2024.

Business Concept and Strategy

We are a leading national healthcare service provider, facilitating outpatient care for Durable Medical Equipment manufacturers and healthcare providers. We provide our products and services to hospitals, oncology practices, ambulatory surgery centers, and other alternate site healthcare providers. Our headquarters is in Rochester Hills, Michigan, and we operate our business from a total of seven locations in the United States ("U.S.") and Canada.

We provide our services under a two-platform model: Patient Services and Device Solutions. During the second quarter of 2023, the Company renamed its two operating segments. Prior to that time, the Patient Services segment was known as Integrated Therapy Services and the Device Solutions segment was known as Durable Medical Equipment Services. The changes were for marketing purposes only and there were no changes to the operations of either segment.

Our lead platform, Patient Services, provides last-mile solutions for clinic-to-home healthcare where the continuing treatment involves complex Durable Medical Equipment and related services.

The Device Solutions platform compliments our Patient Services platform to enhance growth in existing markets. Device Solutions is strategically oriented with the Company's existing relationships with healthcare providers to incrementally capitalize on opportunities related to other services their practices offer or may plan to offer in the future.

Our business strategy is focused on driving sustainable growth and innovation aligned with our mission elevate the standard of care patients deserve. Over the last 30 plus years, we have developed a unique expertise and service offering that Durable Medical Equipment manufacturers and healthcare providers are using to reduce costs, improve service, and most importantly, provide welcome options for patients who want to continue their healthcare treatments from home. We have developed an exemplary Patient Services model in oncology and believe that we can extend this model into other Durable Medical Equipment therapies. The key is our ability to leverage the infrastructure of our existing platforms and incrementally add to capabilities to our existing systems, such as, for example, sales, clinical, logistics, revenue cycle management, and biomedical services.

Patient Services provides turnkey solutions designed to be implemented without service disruptions, allowing our healthcare provider customers to focus on practicing medicine. InfuSystem provides the Durable Medical Equipment and treatment consumables, handles order and delivery logistics, provides 24/7 nursing support relating to the provided equipment, assumes responsibility for third-party payer Durable Medical Equipment billing, and handles biomedical services for the Durable Medical Equipment, including, inspection, repair, certification and replacement.

Device Solutions are provided as a “concierge” offering, whereby InfuSystem leverages its strong service orientation to provide incremental services to our healthcare provider customers on a direct payer model. Device Solutions include equipment rental and sales, consumable sales, and biomedical support services.

InfuSystem competes for and retains its business primarily on the basis of its longstanding participation and strong reputation in the Durable Medical Equipment space, its well established relationships with Durable Medical Equipment manufacturers and its healthcare provider customers, and the high levels of service it provides. Current barriers to entry for potential competitors are created by our: (i) growing number of third-party payer networks under contract, which included nearly 835 third-party payer networks as of December 31, 2024, an increase of 2% over the prior year period; (ii) economies of scale, which allow for predictable reimbursement and less costly purchase and management of the pumps, respectively; (iii) established, long-standing relationships as a provider of pumps to outpatient oncology practices in the U.S. and Canada; (iv) our large pump fleet of ambulatory and large volume infusion pumps for rent and for sale, which may allow us to be more responsive to the needs of physicians, outpatient oncology practices, hospitals, outpatient surgery centers, homecare practices, patient rehabilitation centers and patients than a new market entrant; (v) seven geographic locations in the U.S. and Canada that allow for same-day or next-day delivery of pumps; (vi) our growing team of field-based and traveling biomedical technicians;

and (vii) a wide array of pump repair and service capabilities. We do not perform any research and development on pumps, but we have made, and continue to make, investments in our information technology.

Patient Services Segment

The Patient Services segment's core purpose is to seek opportunities to grow our business by leveraging our unique know-how in clinic-to-home healthcare solutions involving Durable Medical Equipment, our logistics and billing capabilities, our growing network of third-party payers under contract, and our clinical and biomedical capabilities. This leverage may take the form of new products or services, strategic alliances, joint ventures or acquisitions. The leading service within our Patient Services segment is supplying electronic ambulatory infusion pumps and associated disposable supply kits to private oncology clinics, infusion clinics and hospital outpatient oncology clinics to be utilized in the treatment of a variety of cancers, including colorectal cancer and other disease states ("Oncology Business"). Colorectal cancer is the third most prevalent form of cancer in the U.S., according to the American Cancer Society, and the standard of care for the treatment of colorectal cancer relies upon continuous chemotherapy infusions delivered via ambulatory infusion pumps. A goal for the Patient Services segment is to expand into treatment of other types of cancers. In 2024, our Oncology Business approximated 90% of our total Patient Services segment net revenues. In 2024, we generated approximately 45% of our total Patient Services segment net revenues from treatments for colorectal cancer and 45% of our Patient Services segment net revenues from treatments for non-colorectal disease states.There are a number of approved treatment protocols for pancreatic, head and neck, esophageal and other types of cancers, as well as other disease states which present opportunities for growth. There are also a number of other drugs currently approved by the U.S. Food and Drug Administration (the "FDA"), as well as agents in the pharmaceutical development pipeline, which we believe could potentially be used with continuous infusion protocols for the treatment of diseases other than colorectal cancer. Additional drugs or protocols currently in clinical trials may also obtain regulatory approval over the next several years. If these new drugs or protocols obtain regulatory approval for use with continuous infusion protocols, we expect pharmaceutical companies in this space to focus their sales and marketing efforts on promoting the new drugs and protocols to physicians.

Our Oncology Business focuses mainly on the continuous infusion of chemotherapy. Continuous infusion of chemotherapy can be described as the gradual administration of a drug via a small, lightweight, portable infusion pump over a prolonged period of time. A cancer patient can receive his or her medicine anywhere from one to 30 days per month depending on the chemotherapy regimen that is most appropriate to that individual's health status and disease state. This may be followed by periods of rest and then repeated cycles with treatment goals of progression-free disease survival. This drug administration method has replaced intravenous push or bolus administration in specific circumstances. The advantages of slow continuous low doses of certain drugs are well documented. Clinical studies support the use of continuous infusion chemotherapy for decreased toxicity without loss of anti-tumor efficacy. The 2015 National Comprehensive Cancer Network ("NCCN") Guidelines recommend the use of continuous infusion for treatment of numerous cancer diagnoses. We believe that the growth of continuous infusion therapy is driven by three factors: evidence of improved clinical outcomes; lower toxicity and side effects; and a favorable reimbursement environment.

Continuous infusion has demonstrated decreases in and alterations of the toxicity of a number of cytotoxic, or cell killing, agents. Higher doses of drugs can be administered over longer periods of time through continuous infusion, leading to improved tolerance and decreased toxicity. Nausea, vomiting, diarrhea and decreased white blood cell and platelet counts are all affected by duration of delivery. Continuous infusion can lead to improved tolerance and patient comfort while enhancing a patient's ability to remain on a chemotherapy regimen. Additionally, the lower toxicity profile and resulting reduction in side effects enables patients undergoing continuous infusion therapy to continue a relatively normal lifestyle, which may include continuing to work, going shopping, and caring for family members. We believe that the partnering of physician management and patient autonomy provide for the highest quality of care with the greatest patient satisfaction.

We believe that oncology practitioners have a heightened sensitivity to providing quality service and to their ability to obtain reimbursement for services they provide. Simultaneously, the CMS and private insurers are increasingly focused on evidence-based medicine to inform their reimbursement decisions — that is, aligning reimbursement with clinical outcomes and adherence to standards of care. Continuous infusion therapy is a main component of the standard of care for certain types of cancer because clinical evidence demonstrates superior outcomes. Payers' recognition of this benefit is reflected in their relative reimbursement policies for clinical services related to the delivery of this care.

Additional areas of focus for our Patient Services segment are as follows:

- Pain Management: providing our ambulatory pumps, products, and services for pain management in the area of post-surgical continuous peripheral nerve block.
- Wound Care: launched in November 2022, the Company established a partnership, SI Healthcare Technologies, LLC ("SI Healthcare"), with Sanara MedTech Inc. ("Sanara"). The partnership focuses on delivering a complete

wound care solution targeted at improving patient outcomes, lowering the cost of care, and increasing patient and provider satisfaction. The partnership enables InfuSystem to offer innovative products including negative pressure wound therapy ("NPWT") devices and supplies from Cork Medical LLC ("Cork") and Genadyne Biotechnologies Inc. and Sanara's advanced wound care product line to new customers through the jointly controlled entity.

- Acquisitions: we believe there are opportunities to acquire smaller, regional healthcare service providers, in whole or in part that perform similar services to us but do not have the national market access, network of third-party payer contracts or operating economies of scale that we currently enjoy. We may also pursue acquisition opportunities of companies that perform similar services, but offer different therapies or utilize different devices.
- Information technology-based services: we also plan to continue to capitalize on key new information technology-based services such as EXPRESS, InfuBus or InfuConnect, Pump Portal, DeviceHub and BlockPain Dashboard®.

The payer environment within our Patient Services segment is in a constant state of change. We continue to extend our considerable breadth of payer networks under contract as patients move into different insurance coverage plans, including Medicaid and Insurance Marketplace products. In some cases, this may slightly reduce our aggregate billed revenues payment rate but result in an overall increase in collected revenues, due to a reduction in concessions. Consequently, we are increasingly focused on revenues net of concessions.

Device Solutions Segment

Our Device Solutions segment's core service is to: (i) sell or rent new and pre-owned pole-mounted and ambulatory infusion pumps and other Durable Medical Equipment; (ii) sell treatment-related consumables; and (iii) provide biomedical recertification, maintenance and repair services for oncology practices as well as other healthcare site settings, including hospitals, home care and home infusion providers, skilled nursing and acute care facilities, pain centers and others. We purchase new and pre-owned pole-mounted and ambulatory infusion pumps from a variety of sources on a non-exclusive basis. We repair, refurbish and provide biomedical certification for the devices as needed. The pumps are then available for sale, rental or to be used within our ambulatory infusion pump management service. Our 2021 acquisition of FilAMed, a privately-held biomedical services company has supplemented the Company's existing biomedical recertification, maintenance and repair services for acute care facilities and other alternate site settings including home care and home infusion providers, skilled nursing facilities, pain centers and others. Our 2021 acquisition of OB Healthcare Corporation ("OB Healthcare"), a privately-held biomedical services company further develops and expands InfuSystem's Device Solutions segment by adding field service capabilities and complements the Company's purchase of FilAMed.

Services

Patient Services Segment

Our core service within our Patient Services segment is our Oncology Business. After delivering our ambulatory pumps to oncology offices, infusion clinics, and hospital and outpatient chemotherapy clinics, we then directly bill and collect payment from payers and patients for the use of these pumps. At any given time, our pumps are in the possession of these facilities, on a patient, in transit, or in our facilities for cleaning, calibration and storage as reserves for increased demand.

After a physician determines that a patient is eligible for ambulatory infusion pump therapy, the physician arranges for the patient to receive an infusion pump and provides the necessary chemotherapy drugs. The physician and nursing staff train the patient in the use of the pump and initiate service. The physician bills the payers, which may include Medicare, Medicaid, third-party payer companies or patients for the physician's professional services associated with initiating and supervising the infusion pump administration, as well as the supply of drugs. We directly bill (i) payers, (ii) facilities of our Medicare patients, and (iii) patients for the use of the pump and related disposable supplies. Billing to payers requires coordination with patients and physicians who initiate the service, as physicians' offices must provide us with appropriate documentation (patient's insurance information, physician's order, an acknowledgement of benefits that shows receipt of equipment by the patient, and, in some cases, physician's progress notes) in order for us to submit a bill to the payers. We provide assistance to uninsured patients that cannot afford our pumps via our financial hardship program – a program that usually matches what our physician practices provide as long as the uninsured patients meet certain criteria. This billing process is handled from our Rochester Hills, Michigan location.

In addition to providing high quality and convenient care, we believe that our business offers significant economic benefits for patients, providers and payers.

- Our clinical support team employs oncology, pain, Intravenous Certified, and Oncology Certified registered nurses trained on ambulatory infusion pump equipment who staff our 24x7 customer service hotline to address questions that patients may have about their pump treatment, the infusion pumps or other medical or technical questions related to the pumps.

- Physicians use our services to outsource the capital commitment, pump service, maintenance and billing and administrative burdens associated with pump ownership. Our services also allow the doctor to continue a direct relationship with the patient and to receive professional service fees for setting up the treatment and administering the drugs.

- We provide methods for the physician offices to deliver the appropriate paperwork for billing through a number of electronic means including EXPRESS and InfuConnect reducing the required effort on the employees of the physician offices.

- We believe our services are attractive to payers because such services are generally less expensive than hospitalization or standalone home healthcare.

Also, within Patient Services, we offer pain management services via electronic ambulatory infusion pumps for post-operative pain management using our pumps along with a numbing agent and a continuous nerve block catheter – continuous peripheral nerve block ("CPNB"). Using CPNB for the management of post-operative pain, which usually lasts two to three days after surgery, can result in reduced pain for the patient, increased satisfaction scores for the surgical center or hospital, and reduced need for post-operative opioid pain medication. These services include our patient care call center interaction offering support to patients and the review and collection of pain score patient outcome data for outpatient surgery centers using our proprietary BlockPain Dashboard®.

Device Solutions Segment

Other services we offer are classified under our Device Solutions segment and include the rental, sale or leasing and servicing of pole-mounted and ambulatory infusion pumps to oncology practices, hospitals and other clinical settings. These pumps are available for daily, weekly, monthly or annual rental periods. We also sell treatment consumables that can be used in conjunction with the pumps we sell and rent.

In addition to sales, rental and leasing services, we also provide biomedical maintenance, repair and certification services for the devices we offer as well as for devices owned by customers but not acquired from us. We operate pump service and repair "Centers of Excellence" from all of our locations across the U.S. and Canada and employ a staff of highly-trained technicians to provide these services. Our main Center of Excellence for service is our Lenexa, Kansas facility. In addition to the maintenance and repair services we perform at these facilities, we offer similar services that can be performed directly at our customer locations nation-wide through our team of field-based and traveling biomedical technicians.

As of December 31, 2024, our rental fleet of pole-mounted pumps, ambulatory pumps and NPWT medical equipment for both our Patient Services and Device Solutions segments had a historical cost of $107.0 million, up from $96.3 million at the end of 2023, and included approximately 85 makes and models of equipment dedicated to our rental services. Additionally, as of December 31, 2024 and 2023, we had a fleet of new and used pole-mounted pumps, ambulatory pumps and NPWT medical equipment with a historical cost of $3.2 million and $3.1 million, respectively, held for sale or for rental.

Information Technology

Our Information Technology ("IT") department is focused on not only supporting our internal IT infrastructure needs, but also supporting our revenue cycle management infrastructure, which includes our electronic medical record technology ("EMR"). Our EMR allows medical facilities to use our infusion pumps and services via our solutions such as EXPRESS and InfuConnect. This focus has enabled current billing information to be transferred to us from participating facilities electronically and automatically. Our focus on IT solutions resulted in the development of EXPRESS, a product powered by our InfuBus data integration platform that provides for paperless delivery of the appropriate information for InfuSystem to bill payers that:

- provides an enhanced visibility as a result of real time status and reporting;
- reduces risk of error;

- automates treatment logs, pump assignments, tracking and physician's orders;
- provides a secure scanner for easy pump assignment to patients; and
- removes interruptions from physician practices' daily schedules, and standardizes data flow for clinics and hospitals with multiple locations.

Relationships with Physician Offices

As of December 31, 2024, we had business relationships with clinical oncologists in approximately 2,100 outpatient oncology clinics. Although this represents a substantial number of the oncologists in the U.S., we believe that we can continue to expand our network to further penetrate the oncology market. Based on our retention rates and the positive results of our professional customer satisfaction research, we believe our relationships with physician offices are strong.

We believe that, in general, we do not compete directly with hospitals and physician offices to treat patients. Rather, by providing products and services to hospitals and physician offices and other care facilities and providers, we believe that we assist other providers in meeting increasing patient demand and managing institutional constraints on capital and manpower due to the nature of limited resources in hospitals and physician offices.

Physician practices in the oncology field are following the overall healthcare practices trend to consolidate. However, for the period ended December 31, 2024, the number of facility relationships we had remained relatively consistent. We expect this trend to continue for the foreseeable future.

Employees

As of December 31, 2024, we had 514 employees, including 502 full-time employees and 12 part-time or contract employees. None of our employees are unionized.

Material Suppliers

We supply a wide variety of pumps and associated equipment, as well as disposables and ancillary supplies. The majority of our pumps are electronic infusion pumps. ICU Medical, Inc. supplied approximately 60% of the ambulatory pumps purchased by us in 2024. The Company has a supply agreement in place with this supplier. Certain "spot" purchases are made on the open market subject to individual negotiation. We also supply NPWT medical equipment, as well as related disposables and ancillary supplies.

Seasonality

Revenues may be seasonal due to the impact of co-pays and deductibles for patients' insurance that traditionally reset each January. This has been further impacted by changes in the insurance industry as it responds to increased government regulation. Also, rental customers tend to make buy versus rent decisions late in the year as customer capital budgets are being finalized, impacting sales revenue in the second half of the year, predominantly in the fourth quarter. Furthermore, as the Company's liquidity has increased, opportunistic pump purchases are made from time to time. These opportunistic pump purchases also allow for opportunistic pump sales, which could be material. The timing of such purchases and sales vary within the course of a year. Finally, certain of our annual operating expenses are incurred in higher amounts during the first quarter due to the timing of those expenses, such as fees for our annual audit, costs for our annual sales meeting and payroll taxes associated with the payment of our annual short-term incentive awards.

Environmental Laws

We are required to comply with applicable federal, state and local environmental laws regulating the disposal of cleaning agents used in the process of cleaning medical equipment, as well as the disposal of sharps and blood products used in connection with the pumps and medical equipment. We do not believe that compliance with such laws has a material effect on our business.

Significant Customers

In addition to providing our products and services to hospitals, oncology practices, ambulatory surgery centers, and other alternate site healthcare providers, we have sought to establish contracts with as many third-party payer organizations as commercially practicable in an effort to ensure that reimbursement is not a significant obstacle for providers recommending continuous infusion therapy and wish to utilize our services. A third-party payer organization is a healthcare payer or a group of medical services payers that contracts to provide a wide variety of healthcare services to enrolled members through participating providers such as us. A payer is any entity that pays on behalf of a member patient.

As of December 31, 2024, we had contracts with nearly 835 third-party payer networks, an increase of 2% over the prior year period. Material terms of contracts with third-party payer organizations are typically a pre-negotiated fee schedule rate or a then-current proprietary fee schedule rate for equipment and supplies provided. The majority of these contracts generally provide for a term of one year, with automatic one-year renewals, unless we or the contracted payer elect not to renew. We also contract with various other third-party payer organizations, Medicaid, commercial Medicare replacement plans, self-insured plans, facilities of our Medicare patients and numerous other insurance carriers. No single payer or customer represented more than 10% of net revenue in 2024 or 2023.

Competitors

We believe that our competition primarily consists of national, regional, and hospital-owned Durable Medical Equipment providers and service companies, physician providers and home care infusion providers and the competitive products and services they offer. An estimate of the number of competitors is not known or reasonably available, due to the wide variety in type and size of the market participants described below. We are not aware of any industry reports with respect to the competitive market described below. The description of market segments and business activities within those market segments is based on our experiences in the industry.

- National Durable Medical Equipment Providers and Service Companies: Other national providers and service companies have offerings similar to us. These products and service offerings include, but are not limited to, third-party reimbursement, direct rental and sale of infusion electronic and disposal pumps and related products and services for patients in the home, oncology clinics, ambulatory surgery centers, hospitals and other sites of care.

- Regional Durable Medical Equipment Providers: Regional Durable Medical Equipment providers act as distributors for a variety of medical products. We believe regional Durable Medical Equipment provider sales forces generally consist of a relatively small number of salespeople, usually covering several states. Regional Durable Medical Equipment providers tend to carry a limited selection of infusion pumps and their salespeople generally have limited resources. Regional Durable Medical Equipment providers usually do not have 24x7 nursing services. We believe that Regional Durable Medical Equipment providers have relatively few third-party payer contracts, which may prevent these providers from being paid at acceptable levels and may also result in higher out-of-pocket costs for patients.

- Hospital-Owned Durable Medical Equipment Providers: Many hospitals have in-house Durable Medical Equipment providers to supply basic equipment. In general, however, these providers have limited capital and tend to stock a small inventory of infusion pumps. We believe that hospital-owned providers have limited ability to grow because of limited patient populations. Growth from outside of the hospital may pose a challenge because hospitals typically will not provide referrals to competitors, instead preferring to offer patients a choice of non-hospital-affiliated Durable Medical Equipment providers.

- Physician Providers: A limited number of physicians maintain an inventory of their own infusion pumps and provide them to patients for a fee. However, we believe that pump utilization in this area tends to be low and the costs associated with ongoing supplies, preventative maintenance and repairs can be relatively high. Moreover, we believe that a high percentage of Durable Medical Equipment claims by doctors are rejected by payers upon first submission, requiring a physician's staff to spend significant time and effort to resubmit claims and receive payment for treatment. The numerous service and technical questions from patients may present another significant cost to a physician provider's staff.

- Home Care Infusion Providers: Home care infusion providers provide chemotherapy drugs and services to allow for in-home patient treatment. We believe that home care infusion treatment can be very costly and that many patients do not carry insurance coverage that pay for home-based infusion services, resulting in larger out-of-pocket costs. Because home care treatments may take as long as six months, these costs can be high and can result in higher patient co-payments. We believe that home care providers may also be reluctant to offer 24x7 coverage or additional patient visits, due to capped fees.

Regulation of Our Business

Our business is subject to various regulations. Specifically, as a registered Medicare supplier of Durable Medical Equipment and related supplies, we must comply with supplier standards established by CMS regulating Medicare suppliers of Durable Medical Equipment, Prosthetics, Orthotics and Supplies ("DMEPOS Supplier Standards"). The DMEPOS Supplier Standards consist of 30 requirements that must be met in order for a DMEPOS supplier to be eligible to receive payment for a Medicare-covered item. Some of the more significant DMEPOS Supplier Standards require us to (i) advise Medicare beneficiaries of their option to purchase certain equipment, (ii) honor all warranties under state law and not charge Medicare

beneficiaries for the repair or replacement of equipment or for services covered under warranty, (iii) permit CMS agents to conduct on-site inspections to ascertain compliance with the DMEPOS Supplier Standards, (iv) maintain liability insurance in prescribed amounts, (v) refrain from contacting Medicare beneficiaries by telephone, except in certain limited circumstances, (vi) answer questions and respond to complaints of beneficiaries regarding the supplied equipment, (vii) disclose the DMEPOS Supplier Standards to each Medicare beneficiary to whom we supply equipment, (viii) maintain a complaint resolution procedure and record certain information regarding each complaint, (ix) maintain accreditation from a CMS approved accreditation organization, and (x) meet certain specified surety bond requirements.

We are also subject to the provisions of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), which are designed to protect the security and confidentiality of certain protected health information. Under HIPAA, we must provide patients access to certain records and must notify patients of our use of protected health information and patient privacy rights. Moreover, HIPAA sets limits on how we may use individually identifiable health information and prohibits the use of patient information for marketing purposes. The adoption of the American Recovery and Reinvestment Act of 2009 ("ARRA") includes a new breach notification requirement that applies to breaches of unsecured health information occurring on or after September 23, 2009. We are subject to regulations in the various states in which we operate. We believe we are in material compliance with all such regulations.

Available Information

Our internet website address is www.infusystem.com. On this website, we make available, free of charge, our Annual Reports on Form 10-K; our Quarterly Reports on Form 10-Q; our Current Reports on Form 8-K; our proxy statements related to our annual stockholders' meetings; and any amendments to those reports or statements filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (the "Commission" or "SEC") The charters of our audit, nominating and governance and compensation committees and our Code of Business Conduct and Ethics Policy are also available on our website and in print to any stockholder who requests them. We do not intend for information contained in on our website to be part of this Annual Report on Form 10-K.

Item 1A. Risk Factors.

An investment in our securities involves a high degree of risk. You should consider carefully all of the material risks described below, together with the other information contained in this Form 10-K. If any of the following events occur, our business, financial condition, results of operations and cash flows may be materially adversely affected.

RISK FACTORS RELATING TO OUR BUSINESS AND INDUSTRY

Any change in the overall healthcare reimbursement system may adversely impact our business.

Our revenues are substantially dependent on third-party reimbursement. We are paid directly by private insurers and, in some cases, governmental agencies, often on a fixed fee basis, for the use of continuous infusion equipment and related disposable supplies provided to patients. If the average fees allowable by private insurers or governmental agencies were reduced, the negative impact on revenues could have a material effect on our business, financial condition, results of operations and cash flows. Also, if amounts owed to us by patients and insurers are reduced or not paid on a timely basis, we may be required to increase our concessions and/or decrease our revenues.

Changes in the healthcare reimbursement system often create financial incentives and disincentives that encourage or discourage the use of a particular type of product, therapy or clinical procedure. Such changes may be impacted by the growth in Accountable Care Organizations ("ACO"), reduction of providers by payers, the use of lower cost rental networks and other factors. Market acceptance of continuous infusion therapy may be adversely affected by changes or trends within the healthcare reimbursement system. Changes to the healthcare reimbursement system that favor other technologies or treatment regimens that reduce reimbursements to providers or treatment facilities, including increasing competitive pressures from home healthcare and other companies that use our services, may adversely affect our ability to market our services profitably. Overall, such dependency and potential changes could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our business is substantially dependent on estimates of collectible revenue from third-party reimbursement.

Our revenues are substantially dependent on estimates of collectible revenue from third-party reimbursement. Due to the complex nature of third-party reimbursement for the use of continuous infusion equipment and related disposable supplies provided to patients, among other assumptions, we must estimate, based upon historical averages, the amount of collectible

revenue that may be derived from each patient treatment. If average reimbursement rates diverge from historical levels, the estimates of such revenue may diverge from actual collections.

We utilize statistical methods and financial models to account for such changes, but there can be no assurance that the revenue reported in any period will ultimately be collected. Any recognized revenue related to third-party reimbursement from prior periods, which remains uncollected until written off from accounts receivable, will negatively impact revenues in the period in which it is written off. Thus, over time, recognized revenue net of concessions will approximate total collections.

The loss of a relationship with one or more third-party payers could negatively impact our business.

Our contracts for reimbursement with third-party payers are often for a term of one year, with automatic one-year renewals, unless we or the contracted payer elect not to renew. These evergreen contracts are subject to termination upon written notice. One or more terminations could have a material and adverse effect on our business, financial condition, results of operations and cash flows.

Any federal government shutdown may adversely impact our business.

Our revenues are dependent on private insurers and governmental agencies. In the absence of any bipartisan agreement in the federal government with respect to payments from governmental agencies, our revenues could be reduced. In addition, any federal government shutdown could also have a material and adverse impact on our business, financial condition, results of operations and cash flows.

Payer concentration may adversely impact our business.

As of December 31, 2024, we had contracts with nearly 835 third-party payer networks, an increase of 2% over the prior year period. Material terms of contracts with third-party payer organizations are typically a pre-negotiated fee schedule rate or a then-current proprietary fee schedule rate for equipment and supplies provided. The majority of these contracts generally provide for a term of one year, with automatic one-year renewals, unless we or the contracted payer elect not to renew. We also contract with various other third-party payer organizations, Medicaid, commercial Medicare replacement plans, self-insured plans, facilities of our Medicare patients and numerous other insurance carriers. No single payer represented more than 10% of net revenue in 2024 or 2023. To the extent such dependency was to occur, significant fluctuations in revenues, results of operations and liquidity could arise if any significant contracted payer reduces its reimbursement for the services we provide.

Our billing process is dependent on meeting payer claims processing guidelines which are subject to change at the discretion of the payers. Such changes would materially impact our ability to bill and the timing of such billings, which could materially and adversely impact our net revenues and cash flows, which impact would be even greater if such changes are made by one of our larger payers.

The continued consolidation of physician practices, outpatient infusion clinics, oncology clinics, homecare providers and hospitals, increases the concentration of decision makers whom either choose to use our ambulatory electronic pumps within our Oncology Business or directly rent, lease or purchase pumps or supplies from us.

While we make every effort to benefit from such concentration, it could materially and adversely affect our business, financial condition, results of operations and cash flows.

Increased focus on early detection and diagnostics may adversely affect our business.

An increased focus on lowering healthcare spending via improved diagnostic testing (i.e., defensive medicine) and patient monitoring could materially and negatively affect our business. A large portion of our ambulatory infusion pumps are dedicated to a specific form of cancer (colorectal). As a result of rising healthcare costs, there may be a demand for more cost-effective approaches to disease management, specifically for colorectal cancer, as well as for emphasis on screening and accurate diagnostic testing to facilitate early detection of potentially costly, severe afflictions. Any change in the approach to treatment of colorectal cancer could have a material and adverse impact on our business, financial condition, results of operations and cash flows.

If future clinical studies demonstrate that oral medications or other therapies that do not use our electronic ambulatory pumps are at least as effective as continuous infusion therapy, our business could be adversely affected.

Ongoing clinical trials are currently evaluating and comparing the therapeutic benefits of current continuous infusion-based regimens with various oral medication regimens. If these clinical trials demonstrate that oral medications provide equal or greater therapeutic benefits and/or demonstrate reduced side effects compared to prior oral medication regimens, our revenues

and overall business could be materially and adversely affected. Additionally, if new oral medications or other therapies that do not utilize our ambulatory electronic pumps are introduced to the market that are superior to existing oral therapies, physicians' willingness to prescribe continuous infusion-based regimens could decline, which would materially and adversely affect our business, financial condition, results of operations and cash flows.

Our success is impacted by the availability of the chemotherapy drugs that are used in our continuous infusion pump systems.

We primarily derive our revenues from the rental of ambulatory infusion pumps to oncology patients through physicians' offices and chemotherapy clinics. A shortage in the availability of chemotherapy drugs that are used in the continuous infusion pump system, which has occurred in the past, could have a material and adverse effect on our business, financial condition, results of operations and cash flows.

We are dependent on our Medicare Supplier Number.

We are required to have a Medicare Supplier Number in order to have the ability to bill Medicare for services provided to Medicare patients. Furthermore, all third-party and Medicaid contracts require us to have a Medicare Supplier Number. We are required to comply with Medicare DMEPOS Supplier Standards in order to maintain our number. If we are unable to comply with the relevant standards, we could lose our Medicare Supplier Number. Without this number, we would be unable to continue our various third-party and Medicaid contracts. A significant portion of our revenues are dependent upon our Medicare Supplier Number, the loss of which would materially and adversely affect our business, financial condition, results of operations and cash flows.

The CMS requires that all Durable Medical Equipment providers must be accredited by a CMS-approved accreditation organization. We received accreditation from Community Health Accreditation Partner ("CHAP") on February 17, 2009 and we have remained accredited to date. If we lost our accredited status, our business, financial condition, revenues and results of operations would be materially and adversely affected.

The impact of realized and potential U.S. healthcare reform legislation on us remains uncertain.

The ACA has perpetuated the development of alternative provider payment models by CMS and the major national commercial payers. These payment models do not replace the current fee-for-service models nor replace current payer contracts, but rather provide additional financial incentives to certain "accountable" providers to improve quality and lower cost. The implications for the Company will come from the provider networks that are forming in order to integrate and coordinate care under these alternative models with CMS and the commercial payers. These provider networks include ACOs, patient-centered primary care medical homes, specialty medical homes, networks accepting bundled payment programs, and other "performance" networks that contract with CMS and commercial payers under alternative payment models that financially reward improved quality and lower medical cost. The relationship between us and our provider practices and facilities that are participating in these provider networks under alternative payment models will depend on (i) the extent to which these provider networks give priority to the medical cost associated with our Durable Medical Equipment services and (ii) whether our services are seen as part of a care delivery model that delivers higher value – higher quality at a lower cost.

Efforts to control healthcare costs, including limiting access to care, alternative delivery models, and changes in the methods used to determine reimbursement systems and rates, are ongoing at the U.S. federal and state levels. Future changes cannot be predicted with certainty, and may have an adverse effect on our industry and on our our business, financial condition, results of operations and cash flows.

We rely on independent suppliers for our products. Any delay or disruption in the supply of products, particularly our supply of electronic ambulatory pumps, may negatively impact our operations.

Our infusion pumps and related consumables are obtained from outside vendors. The majority of our new pumps are electronic infusion pumps which are supplied to us by one major supplier: ICU Medical, Inc. The loss or disruption of our relationships with outside vendors, including pumps, parts, or supply recall or pump end-of-life announcements or availability of related proprietary consumable supplies, could subject us to substantial delays in the delivery of pumps or services provided to customers. From time to time, we or our suppliers may experience supply chain disruptions due to circumstances beyond our or our suppliers' control. Significant delays in the delivery or service of pumps or related proprietary consumable supplies could result in possible cancellation of orders and the loss of customers. Our inability to provide pumps to meet delivery schedules could have a material adverse effect on our reputation in the industry, as well as on our business, financial condition, results of operations and cash flows.

We face periodic reviews and billing audits from governmental and private payers and these audits could have adverse results that may negatively impact our business.

As a result of our participation in the Medicaid program and our registration in the Medicare program, we are subject to various governmental reviews and audits to verify our compliance with these programs and applicable laws and regulations. We also are subject to audits under various government programs in which third-party firms engaged by CMS conduct extensive reviews of claims data and medical and other records to identify potential improper payments under the Medicare program. Private pay sources also reserve the right to conduct audits. If billing errors are identified in the sample of reviewed claims, the billing error can be extrapolated to all claims filed which could result in a larger overpayment than originally identified in the sample of reviewed claims. Our costs to respond to and defend reviews and audits may be significant and could have a material adverse effect on our business, financial condition, results of operations and cash flows. Moreover, an adverse review or audit could result in:

- required refunding or retroactive adjustment of amounts we have been paid by governmental or private payers;
- state or Federal agencies imposing fines, penalties and other sanctions on us;
- loss of our right to participate in the Medicare program, state programs, or one or more private payer networks; or
- damage to our business and reputation in various markets.

Any one of these results could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our failure to maintain controls and processes over billing and collecting could have a significant negative impact on our Consolidated Financial Statements.

The collection of accounts receivable is a significant challenge and requires constant focus and involvement by management and ongoing enhancements to information systems, billing center operating procedures and proper staffing levels. If we are unable to properly bill and collect our accounts receivable, our results could be materially and adversely affected. While management believes that our staffing, controls and processes are satisfactory, there can be no assurance that accounts receivable collectability will remain at current levels.

State licensure laws for Durable Medical Equipment suppliers are subject to change. If we fail to comply with any state laws, we will be unable to operate as a Durable Medical Equipment supplier in such state and our business operations will be adversely affected.

As a Durable Medical Equipment supplier operating in all 50 states, we are subject to each state's licensure laws regulating Durable Medical Equipment suppliers. State licensure laws for Durable Medical Equipment suppliers are subject to change and we must ensure that we are continually in compliance with the laws of all 50 states. In the event that we fail to comply with any state's laws governing the licensing of Durable Medical Equipment suppliers, we will be unable to operate as a Durable Medical Equipment supplier in such state until we regain compliance. We may also be subject to certain fines and/or penalties and our business operations could be materially and adversely affected.

Our customer concessions may not be adequate to cover actual losses.

Our third-party payer contracts do not guarantee annual inflationary increases, typical of the Durable Medical Equipment payer contracting environment. Contracted reimbursement rates are either subject to increases or decreases in CMS program rates or, if not indexed to government rates, are frozen until those payer contracts are reopened and renegotiated. While we monitor reimbursement levels to identify specific payer reimbursement rates that have eroded and renegotiate such rates, we may not be able to maintain or improve overall reimbursement levels, thereby compromising the adequacy of the predicted customer concessions.

We may also face reduced reimbursements from private third-party payers. In addition, our customers may be unable to make timely payments to us. Although we maintain allowances for estimated losses resulting from the inability of our customers to make required payments, we cannot guarantee that we will continue to experience the same loss rates that we have in the past. If we begin to experience an increase in our loss rates in excess of our allowances, it could materially and adversely impact our business, financial condition, results of operations and cash flows.

Our growth strategy includes expanding into treatment for cancers other than colorectal cancer. There can be no assurance that continuous infusion-based regimens for these other cancers will become standards of care for large numbers of patients or that we will be successful in penetrating these different markets.

An aspect of our growth strategy is to expand into the treatment of other cancers, such as head, neck and gastric cancers. This population of patients will expand only if clinical trial results for new drugs and new combinations of drugs demonstrate superior outcomes for regimens that include continuous infusion therapy relative to alternatives. No assurances can be given that these new drugs and drug combinations will be approved or will prove superior to oral medication or other treatment alternatives. In addition, no assurances can be given that we will be able to penetrate successfully any new markets that may develop in the future or manage the growth in additional resources that would be required.

The industry in which we operate is intensely competitive and ever-changing. If we are unable to successfully compete with our competitors, our business operations may suffer.

The drug infusion industry is highly competitive. Some of our competitors and potential competitors, including some of the practices that we service, have significantly greater resources than we do for information technology, marketing and sales. As a result, they may be better able to compete for market share, even in areas in which our services may be superior. The industry is subject to technological changes and such changes may put our current fleet of pumps, smart pump licensing, our information technology solutions or our other technological-based solutions at a competitive disadvantage. Furthermore, the healthcare industry, in general, is experiencing market consolidation, reducing the number of decision makers. If we are unable to effectively compete in our market, our business, financial condition, results of operations and cash flows may be materially and adversely affected.

Our industry is dependent on regulatory guidelines that affect our billing practices. If our competitors do not comply with these regulatory guidelines, our business could be adversely affected.

Aggressive competitors may not fully comply with rules regarding CMS and other payers' billing and documentation requirements. Competitors, who do not meet the same standards of compliance that we do with respect to billing regulations, may put us at a potential competitive disadvantage. We are a participating provider with Medicare and as of December 31, 2024, we were under contract with nearly 835 third-party payer networks, all of which have very stringent guidelines. If our competitors do not comply with these regulatory guidelines, we could be put at a potential competitive disadvantage and our business, financial condition, results of operations and cash flows could be material and adversely affected.

Although we do not manufacture the products we distribute, if one of the products distributed by us proves to be defective or is misused by a healthcare practitioner or patient, we may be subject to liability that could adversely affect our financial condition and results of operations.

Although we do not manufacture the pumps that we distribute, a defect in the design or manufacture of a pump distributed or serviced by us, or a failure of pumps distributed by us to perform for the use specified, could have a material and adverse effect on our reputation in the industry and subject us to claims of liability for injuries and otherwise. Misuse of the pumps distributed by us by a practitioner or patient that results in injury could similarly subject us to liability. Any substantial underinsured loss could have a material and adverse effect on our business, financial condition, results of operations and cash flows. Furthermore, any impairment of our reputation could have a material and adverse effect on our revenues and prospects for future business.

We have in the past, and in the future intend to pursue growth opportunities through strategic alliances, joint ventures and strategic acquisitions, which may divert our management's attention, and we may be unable to achieve the expected benefits of such alliances, joint ventures or acquisitions.

Our success depends on the effective implementation and continued execution of our business and growth strategies. One of our growth strategies is to pursue opportunities for the further expansion of our business through strategic alliances, joint ventures or acquisitions. Any future strategic alliances, joint ventures or acquisitions will depend on our ability to identify suitable partners, negotiate acceptable terms for such transactions and, if necessary, obtain financing. The success of any strategic alliance, joint venture or acquisitions depends, in part, on our ability to successfully integrate the business and operations of the acquired companies. These investments require significant managerial attention, which may be diverted from our other operations. If we are not able to successfully integrate the operations of acquired businesses, we may not realize the anticipated benefits fully or at all, or it may take longer to realize than expected. There can be no assurance that any of the acquisitions we make will be successful or will be, or will remain, profitable.

If we are unable to support increased operations or personnel, our future growth and business could suffer.

As we grow, the complexity of our operations increases, placing greater demands on our management. Our ability to manage our growth effectively depends on our ability to implement and improve our financial and management information systems on a timely basis and to effect other changes in our business including assimilating operations, technologies and products and services. In addition, we could have difficulty integrating or retaining personnel and maintaining employee morale as we take steps to combine the personnel and business cultures of separate organizations into one and to eliminate duplicate positions and functions. It may also be difficult for us to enter markets in which we have no or limited direct prior experience.

The occurrence of any one or more of these factors could disrupt our ongoing business, distract our management's and employees' attention from our ongoing business operations, result in decreased operating performance and increase our expenses. Moreover, our profitability may suffer because of acquisition-related costs or amortization of intangible assets.

We may be unable to maintain adequate working relationships with healthcare professionals.

We seek to maintain close working relationships with respected physicians and medical personnel in hospitals and universities. We rely on these professionals to assist us in the development of proprietary service and improvements to complement and expand our existing service and product lines. If we are unable to maintain these relationships, our ability to market and sell new and improved products and services could decrease and future operating results could be unfavorably affected.

If we fail to comply with applicable governmental or accrediting bodies' regulations, we could face substantial penalties and our business, operations and financial condition could be adversely affected.

Certain federal and state healthcare, and accreditation bodies' laws and regulations, including those pertaining to fraud and abuse and patients' rights, are applicable to our business. The laws that are applicable to our business include:

- the federal healthcare program Anti-Kickback Statute, which prohibits, among other things, soliciting, receiving or providing remuneration, directly or indirectly, to induce (i) the referral of an individual, for an item or service or (ii) the purchasing or ordering of a good or service, for which payment may be made under federal healthcare programs such as the Medicare and Medicaid programs;
- federal false claims laws which prohibit, among other things, knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third-party payers that are false or fraudulent, and which may apply to entities like us that promote medical devices, provide medical device management services and may provide coding and billing advice to customers;
- HIPAA, which prohibits executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters and which also imposes certain requirements relating to the privacy, security and transmission of individually identifiable health information; and
- state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws that may apply to items or services reimbursed by any third-party payer, including commercial insurers, and state laws governing the privacy and security of health information in certain circumstances, many of which differ in significant ways from state to state and often are not preempted by HIPAA, thus complicating compliance efforts.

If our operations are found to be in violation of any of the laws described above or any other regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines and the curtailment or restructuring of our operations. Any penalties, damages, fines, curtailment or restructuring of our operations could materially and adversely affect our business, financial condition, results of operations and cash flows. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. Moreover, achieving and sustaining compliance with applicable federal and state privacy, security and fraud laws may prove costly.

Failure to protect our intellectual property could substantially harm our business and operating results.

In order to protect our trade secrets and other confidential information, we rely in part on confidentiality agreements with our employees, consultants and third parties with whom we have relationships. These agreements may not effectively prevent disclosure of trade secrets and other confidential information and may not provide an adequate remedy in the event of misappropriation of trade secrets or any unauthorized disclosure of trade secrets and other confidential information. In addition, others may independently discover our trade secrets and confidential information and, in such cases, we could not assert any

trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce or determine the scope of our trade secret rights and related confidentiality and nondisclosure provisions. Failure to obtain or maintain trade secret protection, or our competitors' acquisition of our trade secrets, could materially and adversely affect our competitive business position.

Covenants in our current and any future debt agreements restrict our business.

On April 26, 2023, the Company entered into a First Amendment to the 2021 Credit Agreement (the "First Amendment") with the Agent and the lenders party thereto, which amended the 2021 Credit Agreement. See Note 7 (Debt) in the notes to the accompanying consolidated financial statements for additional information regarding the 2021 Credit Agreement, as amended). Our 2021 Credit Agreement, as amended, contains and the agreements that govern our future indebtedness may contain, covenants that restrict our ability to and the ability of our subsidiaries to, among other things:

- engage in a transaction that results in a change of control, as defined by the 2021 Credit Agreement;
- create, incur, assume or suffer to exist any lien upon any of our property, assets or revenues;
- make certain investments or acquisitions;
- create, incur, assume or suffer to exist certain indebtedness;
- merge, dissolve, liquidate, consolidate or sell all or substantially all of our assets;
- make any disposition or enter into any agreement to make any disposition;
- repurchase outstanding stock from the open market; and
- declare or make, directly or indirectly, any dividend or other restricted payment, or incur any obligation (contingent or otherwise) to do so.

These covenants may restrict our ability to operate our business. Our failure to comply with these covenants could result in an event of default that, if not cured or waived, could result in reduced liquidity for the Company and could have a material and adverse effect on our ability to operate our business, financial condition, results of operations and cash flows. Additionally, our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations, generate sufficient cash flows to service such debt and the other factors discussed in this section. Our 2021 Credit Agreement, as amended, also contains certain financial covenants. As of December 31, 2024, we were in compliance with all the covenants contained in the 2021 Credit Agreement, as amended, however, there can be no assurance that we will be able to manage any of the risks associated with debt agreements successfully.

Economic uncertainty or deterioration or geopolitical instability could adversely affect us.

The global economy has experienced extreme volatility and disruptions, including, among other things, diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, supply chain shortages, increases in inflation rates, higher interest rates, and uncertainty about economic stability. Since March 2022, to combat rising inflation, the Federal Open Market Committee ("FOMC") of the Federal Reserve has significantly raised the target range for the federal funds rate to a range of 4.25% to 4.50% as of December 31, 2024. The FOMC decreased the target range for the federal funds rate beginning September 2024 and foreshadowed further decreases to the target rates in 2025. However, the FOMC also noted that further decreases to target rates are likely to occur at a slower pace than the 2024 rate cuts and it will continue to assess additional information and implications for monetary policy in determining future actions with respect to target rates. Future decreases in the policy rate will be dependent on trends in employment levels and inflation and financial and international developments.Higher interest rates, coupled with reduced government spending and volatility in financial markets, may increase economic uncertainty and affect consumer spending.

Geopolitical uncertainties and international conflicts have increased negative pressure in the global capital markets and may have further global economic consequences, including disruptions of the global supply chain. Further, the Trump administration has proposed or enacted tariffs and substantial changes to trade policies, which could adversely affect our business. For example, the Trump administration has imposed tariffs on certain foreign products, including most recently from Canada, Mexico and China, that in the past have resulted in and may result in future retaliatory tariffs on U.S. goods and products. We cannot predict whether these policies will continue, or if new policies will be enacted, or the impact, if any, that any policy changes could have on our business.

Any such volatility and disruptions may adversely affect our business or the third parties on whom we rely. If the equity and credit markets deteriorate, including as a result of political unrest or war, it may make any necessary debt or equity financing more costly, more dilutive, or more difficult to obtain in a timely manner or on favorable terms, if at all. Increased inflation rates can adversely affect us by increasing our costs, including labor and employee benefit costs. We may in the future experience disruptions as a result of such macroeconomic conditions, including delays or difficulties in initiating or expanding

clinical trials and manufacturing sufficient quantities of materials. Any one or a combination of these events could have a material and adverse effect on our results of operations and financial condition.

Changes in tax laws or challenges to our tax positions could adversely affect our business, results of operations and financial condition.

The rules dealing with U.S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department. Changes to tax laws, which changes may have retroactive application, could adversely affect our stockholders or us. We assess the impact of various tax reform proposals and modifications to existing tax treaties in all jurisdictions where we have operations to determine the potential effect on our business and any assumptions we have made about our future taxable income. We cannot predict whether any specific proposals will be enacted, the terms of any such proposals or what effect, if any, such proposals would have on our business if they were to be enacted. For example, the United States enacted the Inflation Reduction Act of 2022, which implements, among other changes, a 1% excise tax on certain stock buybacks. In addition, beginning in 2022, the Tax Cuts and Jobs Act eliminated the previously available option to deduct research and development expenditures and requires taxpayers to amortize them generally over five years for research activities conducted in the U.S. and over 15 years for research activities conducted outside the U.S. Congress is considering and has previously considered legislation that would restore the current deductibility of research and development expenditures; however, we have no assurance that the provision will be repealed or otherwise modified. Such changes, among others, may adversely affect our effective tax rate, results of operation and general business condition.

We are subject to audits by tax authorities from time to time in federal and state jurisdictions. Tax authorities may disagree with certain positions we have taken and assess additional taxes and penalties. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax provision. However, there can be no assurance that we will accurately predict the outcomes of these audits, and the actual outcomes of these audits could have a material impact on our results of operations.

The value of our net operating loss carryforwards may become impaired if we do not generate sufficient future taxable income required to utilize all or a portion of our net operating loss carryforwards prior to their expiration.

The Company's U.S. federal net operating loss carryforward for tax purposes was $14.4 million at December 31, 2024, resulting in a federal deferred tax asset of $3.0 million. Approximately $7.8 million of the Company's U.S. federal net operating loss carryforwards will begin to expire in various years beginning in 2037. The Company's realization of its deferred tax assets including the loss carryforwards is dependent upon many factors, including, but not limited to, the Company's ability to generate sufficient taxable income in sufficient amounts. There can be no assurance that we will generate the required amounts of taxable income before the expiration dates are reached.

RISK FACTORS RELATING TO OUR COMMON STOCK

The market price of our common stock has been, and is likely to remain, volatile, subject to low trading volume and may decline in value.

The market price of our common stock has been and may continue to be volatile. Market prices for securities of healthcare services companies, including ours, have historically been volatile, and the market has from time to time experienced significant price and volume fluctuations that appear unrelated to the operating performance of particular companies. The following factors, among others, can have a significant effect on the market price of our common stock:

- announcements of technological innovations, new products, or clinical studies by others;
- government regulation;
- changes in the coverage or reimbursement rates of private insurers and governmental agencies;
- announcements regarding new products or services;
- announcements or speculation regarding strategic alliances, mergers, acquisitions or other transactions;
- developments in patent or other proprietary rights;
- the liquidity of the market for our common stock;
- news of other healthcare events or announcements;
- changes in healthcare policies in the U.S. or globally;
- global financial conditions; and
- comments by securities analysts and general market conditions.

The actual or perceived realization of any risks described in these "Risk Factors" could also have a negative effect on the market price of our common stock.

We do not pay dividends and this may negatively affect the price of our stock.

Under the terms of our 2021 Credit Agreement, our ability to pay dividends on our common stock is limited and we do not anticipate paying dividends on our common stock in the foreseeable future. The future price of our common stock may be adversely impacted because we do not pay dividends.

Restricted stock awards, performance-based restricted stock units and the exercise of stock options may depress our stock price and may result in dilution to our common stockholders.

There are a significant number of shares of restricted stock awards ("RSUs"), performance-based restricted stock units ("PSUs") and outstanding options to purchase our stock. If the market price of our common stock rises above the exercise price of outstanding options, holders of those securities may be likely to exercise their options and sell the common stock acquired upon exercise in the open market. Sales of a substantial number of shares of our common stock in the public market by holders of options may depress the prevailing market price for our common stock and could impair our ability to raise capital through the future sale of our equity securities. Additionally, if the holders of outstanding options exercise those options, our common stockholders will incur dilution in their relative percentage ownership.

As of December 31, 2024, options to purchase 2,376,453 shares of common stock were outstanding, at a weighted average exercise price of $8.50 per share, of which 1,111,543 were exercisable at a weighted average exercise price of $9.56 per share. In addition, RSUs of 503,894 shares, with a weighted average grant date fair value of $8.55 per share, were outstanding and were issuable upon the vesting of certain time restrictions and PSUs of 189,221 shares, with a weighted average grant date fair value of $7.92 per share, were outstanding and were issuable upon meeting certain performance-based vesting criteria.

We may be subject to limitations on net operating loss carryforwards and certain built-in losses following an ownership change.

If we experience an ownership change, either via a major transaction or a series of trades where a substantial percentage of our ownership changes, which may be less than a majority of our ownership in certain cases, we may be limited in our ability to use our net operating loss carryforwards.

The Company continues to monitor shifts in past ownership (as defined under Section 382 of the Code). As of December 31, 2024 our U.S. federal net operating loss carryforwards of approximately $7.8 million will begin to expire in various years beginning in 2037 and $6.6 million of our U.S. federal net operating loss carryforward has an indefinite life. There can be no assurance that we will not experience an ownership change in the future, in which case we may be limited in our ability to use our deferred tax assets.

GENERAL RISK FACTORS

A material weakness in our internal control over financial reporting could result in material misstatements in our financial statements and cause us to fail to meet our reporting and financial obligations.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The Sarbanes-Oxley Act of 2002 requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting.

Material weaknesses in our disclosure controls and procedures and internal control over financial reporting have been discovered in the past and may be discovered in the future. See Item 9A. – "*Previously Disclosed Material Weaknesses*" for further discussion. We cannot, however, guarantee that additional material weaknesses will not arise in the future. Such material weaknesses could result in material misstatements in our financial statements and cause us to fail to meet our reporting and financial obligations, which in turn could have a negative impact on our financial condition, results of operations or cash flows, restrict our ability to access the capital markets, require significant resources to correct the material weaknesses or deficiencies,

subject us to fines, penalties or judgments, harm our reputation, or otherwise cause a decline in investor confidence and cause a decline in the market price of our stock.

Any future pandemic, epidemic or outbreak of any highly infectious disease could cause disruptions in the U.S., regional and global economies and could materially and adversely impact our business, financial condition and results of operations and the business, financial condition and results of operations.

We cannot predict the degree to which the effects of any future pandemic, epidemic or outbreak of any highly infectious disease may adversely affect our business, financial conditions and results of operations. Any future pandemic, epidemic or outbreak of any highly infectious disease could cause widespread disruptions to the U.S. and global economies and could contribute to significant volatility and negative pressure in financial markets.

We may become subject to legal and regulatory proceedings that could have a material adverse impact on our business, results of operations and financial condition.

From time to time and in the ordinary course of our business, we may become involved in various legal and regulatory proceedings. All such proceedings are inherently unpredictable and, regardless of the merits of the claims, litigation and regulatory proceedings may be expensive, time-consuming and disruptive to our operations and distracting to management. If resolved against us, such proceedings could result in excessive verdicts, injunctive relief or other equitable relief that may affect how we operate our business. Similarly, if we settle such proceedings, it may affect how we operate our business. Future court decisions, alternative dispute resolution awards, business expansion or legislative activity may increase our exposure to litigation and regulatory investigations. In some cases, substantial non-economic remedies or punitive damages may be sought. Although we maintain liability insurance coverage, there can be no assurance that such coverage will cover any particular verdict, judgment or settlement that may be entered against us, that such coverage will prove to be adequate or that such coverage will continue to remain available on acceptable terms, if at all. If we incur liability that exceeds our insurance coverage or that is not within the scope of the coverage in proceedings brought against us, it could have a material adverse effect on our business, results of operations and financial condition.

We do not collect sales or consumption taxes in some jurisdictions.

Our core services are exempt from sales tax or its equivalent in many states. However, there are several states that consider pump rentals, sales and services taxable regardless of method of payment. We are collecting sales tax or its equivalent in numerous jurisdictions. A successful assertion by one or more states or localities requiring us to collect taxes where we currently do not, could result in substantial tax liabilities, including for past sales, as well as penalties and interest.

If we are unsuccessful in our efforts to implement and support information technology improvements or respond to technological changes, our growth, prospects and results of operations could be adversely affected.

To remain competitive, we must continue to enhance and improve the functionality and features of our technology solutions and services. We have implemented a service to support EMR technology with some of our outpatient infusion practices that enables billing information to be transferred between us and medical facilities electronically and automatically, thus eliminating the current use of mail, email and/or faxes. We have also implemented a web portal that supports our rental and service customers. We are currently engaged in a multi-year project to replace and upgrade multiple business applications, including our main enterprise resource planning system. If these efforts cease to be successful, our reputation and ability to attract and retain customers and contributors will be adversely affected. Furthermore, we are likely to incur expenses in connection with continually updating and improving our technology infrastructure and services. Without such improvements, our operations might suffer from unanticipated system disruptions, slow application performance or unreliable service levels, any of which could negatively affect our reputation and ability to attract and retain customers and contributors. We may face significant delays in introducing new services, products and enhancements.

If competitors introduce new products and services using new technologies or if new industry standards and practices emerge, our existing technology and systems may become obsolete or less competitive, and our business may be harmed. In addition, the expansion and improvement of our systems and infrastructure will require us to commit substantial financial, operational and technical resources, with no assurance that our business will improve.

All of these factors could have a material adverse impact on our business, financial condition, results of operations and cash flows.

Cybersecurity risks and cyber incidents could adversely affect our business and disrupt operations.

We also rely on our technology infrastructure to interact with customers and suppliers, fulfill orders and bill, collect and make payments, ship products, provide support to customers, fulfill contractual obligations and otherwise conduct business. Cyber incidents can result from deliberate attacks or unintentional events. These incidents can include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. The result of these incidents could include, but are not limited to, disrupted operations, misstated financial data, liability for stolen assets or information, increased cybersecurity protection costs, litigation and reputational damage adversely affecting customer or investor confidence. We have implemented systems and processes to focus on identification, prevention, mitigation and resolution. However, these measures cannot provide absolute security, and our systems may be vulnerable to cybersecurity breaches such as viruses, hacking, and similar disruptions from unauthorized intrusions. Cyber-attacks continue to increase in frequency, sophistication and intensity, and are becoming increasingly difficult to detect. Such attacks are often carried out by motivated and highly skilled actors, who are increasingly well-resourced. Geopolitical events have also increased cybersecurity risks on a global basis.

We rely on third party service providers to supply and support certain aspects of our information technology systems. These vendors could become vulnerable to cyber-attacks, malicious intrusions, breakdowns, interference or other significant disruptions, and their systems may contain defects in design or manufacture or other problems that could result in system disruption or compromise the information security of our own systems. Any failure of our systems or third-party systems may compromise our sensitive information and/or personally identifiable information of our employees or patient health information subject to data privacy law protections. While we have secured cyber insurance to potentially cover certain risks associated with cyber incidents, there can be no assurance the insurance will be sufficient to cover any such liability.

The SEC has adopted new rules that require us to provide greater disclosure regarding cybersecurity risk management, strategy and governance, as well as disclosure of material cybersecurity incidents. We cannot predict or estimate the amount of additional costs we will incur in order to comply with these rules or the timing of such costs. These rules may also require us to report a cybersecurity incident before we have been able to fully assess its impact or remediate the underlying issue. Efforts to comply with such reporting requirements could divert management's attention from our incident response and could potentially reveal system vulnerabilities to threat actors. Failure to timely report incidents under these or other similar rules could also result in monetary fines, sanctions or subject us to other forms of liability.

Technological interruptions or the efficiency of our technology solutions could damage our reputation and brand and adversely affect our results of operations.

The satisfactory performance, security, reliability and availability of our network infrastructure are critical to our reputation, our ability to attract, communicate with and retain customers and our ability to maintain adequate customer service levels. Any system interruptions, outside intrusions, or security breaches could result in negative publicity, damage our reputation and brand or adversely affect our results of operations. We may experience temporary system interruptions for a variety of reasons, including security breaches and other security incidents, viruses, telecommunication and other network failures, power failures, software errors or data corruption. We rely upon third-party service providers, such as co-location and cloud service providers, for our data centers and application hosting, and we are dependent on these third parties to provide continuous power, cooling, internet connectivity and physical security for our servers. In the event that these third-party providers experience any interruption in operations or cease business for any reason, our business could be harmed. Although we operate two data centers in an active/standby configuration for geographic and vendor redundancy and even though we maintain a third disaster recovery facility to back up our content collection, a system disruption at the active data center could result in a noticeable disruption of our services. Because some of the causes of system interruptions may be outside of our control, we may not be able to remedy such interruptions in a timely manner, or at all. All of these factors could have a material adverse impact on our business, financial condition, results of operations and cash flows.

Failure to maintain the privacy and security of our customer, third-party payer, employee, supplier, or Company information could result in substantial costs or subject us to litigation, enforcement actions, and reputational damage.

Our business, like that of most businesses in the healthcare and medical device industry, involves the receipt, storage, and transmission of customer information and payment and reimbursement information, as well as confidential information about third-party payers, our employees, our suppliers, and our Company. State, federal and foreign laws, such as HIPAA, Section 5 of the FTC Act, or the California Consumer Privacy Act, as amended, and other similar state laws regulate the confidentiality of personal information, including sensitive information and the circumstances under which such information may be released. These measures may govern the disclosure and use of personal and patient medical record information and may require users of such information to implement specified security measures. Unauthorized access may trigger notification requirements, encourage actions by regulatory bodies, result in adverse publicity and lead to litigation. If we fail to monitor,

maintain or protect our information technology systems and data integrity or fail to anticipate, plan for or manage significant disruptions to these systems, we could lose customers, be subject to fraud, breach our agreements with or duties toward customers, physicians, other parties, be subjected to regulatory sanctions or penalties, incur expenses or lose revenues, sustain damage to our reputation, or suffer other adverse consequences. Unauthorized tampering, adulteration or interference with our products may also create issues with product functionality that could result in a loss of data, risk to patient safety, and product recalls or field actions. Any of these events could have a material adverse effect on our business, reputation or financial condition.

We rely on information technology systems (including technology from third-party providers) to process, transmit, and store electronic information in our operations, including sensitive personal information and proprietary or confidential information. Our information systems are vulnerable to an increasing threat of continually evolving cybersecurity risks. Unauthorized parties may attempt to gain access to our systems or information through fraud or other means of deceiving our employees or third-party service providers. Hardware, software, or applications we develop or obtain from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information and device security. The methods used to obtain unauthorized access, disable or degrade service, or sabotage systems are also constantly changing and evolving, and may be difficult to anticipate or detect for long periods of time. We have implemented and regularly review and update processes and procedures to protect against unauthorized access to or use of secured data and to prevent data loss. However, the ever-evolving threats mean we must continually evaluate and adapt our systems and processes, and our efforts may not be adequate to safeguard against all data security breaches, misuse of data, or sabotage of our systems. Any future significant compromise or breach of our data security, whether external or internal, or misuse of customer, third-party payer, employee, supplier, or Company data, could result in significant costs, lost sales, fines, lawsuits, and damage to our reputation. In addition, as the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, with new and constantly changing requirements applicable to our business, compliance with those requirements could also result in additional costs. Specifically, as a result of the broad scale release and availability of AI technologies such as generative AI, there is a global trend towards more regulation to ensure the ethical use, privacy, and security of AI and the data that it processes. Compliance with such laws will likely be an increasing and substantial cost in the future.

Natural disasters, pandemics, acts of war or terrorism and other external events could significantly impact our business.

Natural disasters, including hurricanes, earthquakes, floods, excessive snowfall and other unfavorable weather conditions, widespread public health emergencies such as pandemics, acts of war or terrorism and other adverse external events may affect our operations. Such events may have a detrimental effect on our gross revenue, preventing many patients from visiting a facility to obtain our ambulatory infusion pumps or receive treatment. Similarly, such events could impact key suppliers or vendors, disrupting the services or materials they provide us. The severity of these occurrences, should they ever occur, will determine the extent to which and if our business, financial condition, results of operations and cash flows is materially and adversely affected.

We are dependent upon executive officers and other key personnel. The loss of any of our executive officers or other key personnel could reduce our ability to manage our businesses and achieve our business plan, which could cause our sales to decline and our operating results and cash flows to suffer.

Our success is substantially dependent on the continued services of our executive officers and other key personnel who generally have extensive experience in our industry. Our future success also will depend in large part upon our ability to identify, attract and retain other highly qualified executive officers, managerial, finance, technical, clinical, customer service and sales and marketing personnel. Competition for these individuals is intense, more so in the current labor market. The loss of the services of any executive officer or other key employee, or our failure to attract and retain other qualified and experienced personnel on acceptable terms, could have a material and adverse effect on our business, financial condition, results of operations and cash flows.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity

We recognize the critical importance of cybersecurity in safeguarding sensitive information, maintaining operational integrity, and ensuring the safety and efficacy of our medical devices. Our cybersecurity risk management program, which is based on recognized cybersecurity frameworks established by the National Institute of Standards and Technology ("NIST") and led by our Chief Information Officer (CIO), is fully integrated into our overall enterprise risk management program, and shares

common reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, operational and financial risk areas. We are dedicated to maintaining the highest standards of cybersecurity to protect our customers and stakeholders. We will continue to adapt to evolving threats and regulations to ensure the safety and security of our products and information.

Please see the Item 1A. Risk Factor above entitled "*Cybersecurity risks and cyber incidents could adversely affect our business and disrupt operations*" for more information regarding cybersecurity incident risks associated with InfuSystem.

Cybersecurity Risk Management

- Risk Assessment: We regularly conduct comprehensive cybersecurity risk assessments, identifying potential vulnerabilities and threats that could impact the confidentiality, integrity, and availability of our medical devices and associated data.
- Policies and Procedures: InfuSystem has established and maintains cybersecurity policies and procedures that align with industry best practices and regulatory requirements. These policies address areas such as data protection, access control, incident response, and vulnerability management.
- Training and Awareness: We provide ongoing cybersecurity training and awareness programs to our employees and contractors, emphasizing the importance of their role in safeguarding sensitive information and reporting security incidents.
- Use of Third-Parties: InfuSystem works with a third-party Cybersecurity risk partner whose systems ingest information regarding the current state of the Company's information and technology environment and using specialized algorithms provide assessments of the company's Cybersecurity risk exposure as well as providing targeted advice to mitigate any risks identified.
- Third-Party Risk Management: InfuSystem evaluates the cybersecurity practices of third-party vendors and suppliers, ensuring that they meet our cybersecurity standards and pose no undue risk to our medical devices and data.
- Incident Response Plan: We maintain a robust incident response plan that outlines the steps to be taken in the event of a cybersecurity incident. This plan includes procedures for reporting incidents, containing threats, and notifying affected parties as required by law.

Ongoing Efforts

InfuSystem is committed to continuous improvement in our cybersecurity risk management practices. In the coming fiscal year, we will focus on:

1. Enhancing our threat detection and monitoring capabilities.
2. Conducting regular tabletop exercises to improve incident response readiness.
3. Staying abreast of emerging threats and adjusting our cybersecurity posture accordingly.
4. Collaborating with industry partners and regulatory authorities to enhance overall cybersecurity resilience in the medical device industry.

Cybersecurity Governance

InfuSystem maintains a dedicated cybersecurity governance framework. While senior management is primarily responsible for assessing and managing the Company's exposure to risk, our Board of Directors oversees our ERM, including cybersecurity risk management, and ultimately approves ERM policies and procedures. Our Board conducts much of its risk oversight activities, including cybersecurity risk oversight, through our Audit Committee. Given the ever-increasing volume of cyber threats and the magnitude of a potential breach, cybersecurity is a standing topic for the Board of Directors and Audit Committee.

As noted above, our CIO leads our cybersecurity risk management program. Our CIO has over a decade of executive-level experience managing information systems and cybersecurity programs in the healthcare industry. The CIO serves as an Executive Officer who reports directly to senior management and, at least quarterly, makes reports to the Audit Committee. Senior management reports to the full Board of Directors with respect to cybersecurity matters on at least a quarterly basis.

As of the date of this report, we are not aware of any material risks from cybersecurity threats that have materially affected or are reasonably likely to affect the Company, including our business strategy, results of operations or financial conditions.

Item 2. Properties.

We do not own any real property. We lease office and warehouse space at the following locations:

City	State/Country
Rochester Hills	Michigan
Lenexa	Kansas
Canton	Massachusetts
Bakersfield	California
Santa Fe Springs	California
Dallas	Texas
Mississauga	Ontario, Canada

We believe that such office and warehouse space is suitable and adequate for our business. All of our facilities are utilized to support both of our segments.

Item 3. Legal Proceedings.

We are subject to certain claims and lawsuits in the ordinary course of business, the outcome of which cannot be determined at this time. In the opinion of management, any liability we might incur upon the resolution of these claims and lawsuits will not, in the aggregate, have a material adverse effect on our consolidated financial position or results of operations.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

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

Market Information

Our common stock is listed on the NYSE American under the symbol INFU. As of March 9, 2025, we had approximately 228 stockholders of record of our common stock.

Purchases of Equity Securities by the Issuer

A summary of our purchases of our common stock during the three months ended December 31, 2024 is as follows:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands) (b)
October 1, 2024 through October 31, 2024	30,237	$ 6.26	—	$19,019,299
November 1, 2024 through November 30, 2024	—	$ —	—	$19,019,299
December 1, 2024 through December 31, 2024	22,310	$ 9.02	22,102	$18,819,906
Total	52,547	$ 7.43	22,102	

(a) Of the 52,547 shares of common stock presented in the table above, 30,445 shares were originally granted to employees and non-employee directors as stock options and restricted stock awards under our equity compensation plans. Our equity compensation plans allow for the withholding of shares to satisfy tax obligations due upon the exercise of stock options and vesting of restricted stock. Pursuant to our equity compensation plans, the 30,445 shares reflected above were relinquished by employees or non-employee directors in exchange for our agreement to pay U.S. federal, state and local tax withholding obligations resulting from the exercise of the Company's stock options and vesting of the Company's restricted stock.

(b) On May 16, 2024, our Board of Directors approved a stock repurchase program (the "Share Repurchase Program") authorizing the Company to repurchase up to $20.0 million of the Company's outstanding common stock through June 30, 2026, which was announced on May 20, 2024. The Share Repurchase Program supersedes the previous authorization, which was set to expire on June 30, 2024. Repurchases under the Share Repurchase Program will be subject to market conditions, the periodic capital needs of the Company's operating activities, and the continued satisfaction of all covenants under the Company's existing credit agreement. Repurchases under the Share Repurchase Program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan. The Share Repurchase Program does not obligate the Company to repurchase shares and may be suspended, terminated, or modified at any time at the discretion of the Board. As of December 31, 2024, the Company had repurchased approximately 171,772 shares under the Share Repurchase Program. The Company had repurchased 553,149 shares under the previous authorization.

Dividends

Historically, we have not declared or paid any dividends on our common stock. Under the terms of our 2021 Credit Agreement, as amended, our ability to pay dividends on our common stock is limited, and we do not anticipate paying dividends on our common stock in the foreseeable future.

Unregistered Sales of Equity Securities and Use of Proceeds

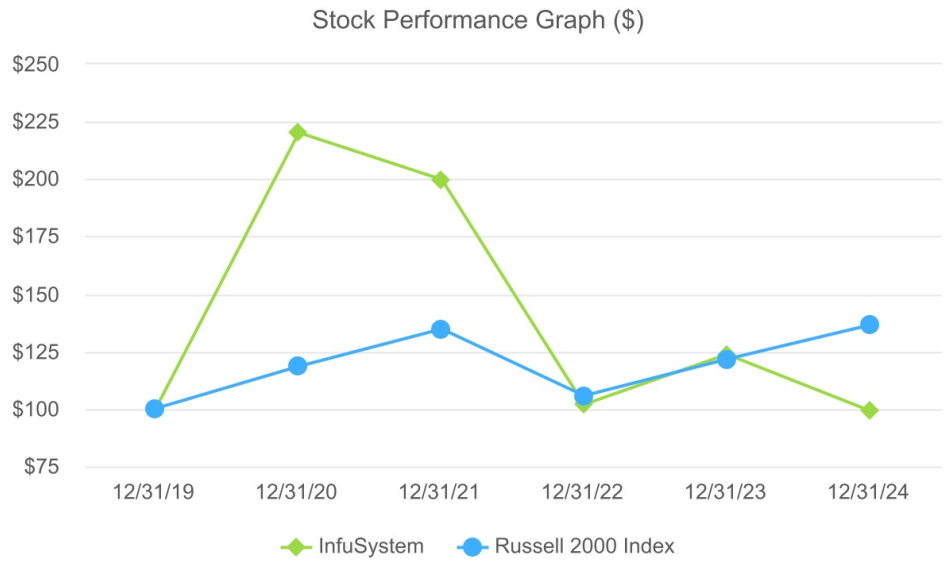
We did not sell any unregistered securities during the fiscal year ended December 31, 2024.

Equity Compensation Plan Information

See Part III, Item 12 to this Form 10-K for information relating to securities authorized for issuance under our equity compensation plans.

Stock Performance Graph

The following graph shows a comparison of cumulative total shareholder return to the Company's shareholders, the corresponding returns on the Russell 2000 Index during the five-year period ended December 31, 2024 assuming $100 was invested on December 31, 2019 with reinvestment of all dividends.



	2019	2020	2021	2022	2023	2024
InfuSystem	$ 100	$ 220	$ 200	$ 102	$ 124	$ 99
Russell 2000 Index	$ 100	$ 118	$ 135	$ 106	$ 121	$ 136

Item 6. [Reserved]

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

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in this Form 10-K. The forward-looking statements included in this discussion and elsewhere in this Form 10-K involve risks and uncertainties, including those set forth under "Cautionary Statement About Forward-Looking Statements." Actual results and experience could differ materially from the anticipated results and other expectations expressed in our forward-looking statements as a result of a number of factors, including but not limited to those discussed in this Item and in Item 1A - "Risk Factors."

Overview

We are a leading national healthcare service provider, facilitating outpatient care for Durable Medical Equipment manufacturers and healthcare providers. We provide our products and services to hospitals, oncology practices, ambulatory surgery centers, and other alternate site healthcare providers. Our headquarters is in Rochester Hills, Michigan, and we operate our business from a total of seven locations in the U.S. and Canada. We deliver local, field-based customer support as well as operate pump service and repair Centers of Excellence in Michigan, Kansas, California, Massachusetts, Texas and Ontario, Canada. InfuSystem is accredited by the Community Health Accreditation Partner (CHAP) and is ISO 9001 certified at our Kansas, Michigan, Massachusetts, Canada and Santa Fe Springs, California locations as well as ISO 13485 certified at our Bakersfield, California location.

InfuSystem competes for and retains its business primarily on the basis of its long participation and strong reputation in the Durable Medical Equipment space, its long-standing relationships with Durable Medical Equipment manufacturers and its healthcare provider customers, and the high levels of service it provides. Current barriers to entry for potential competitors are created by our: (i) growing number of third-party payer networks under contract, which included nearly 835 third-party payer networks as of December 31, 2024, an increase of 2% over the prior year period; (ii) economies of scale, which allow for predictable reimbursement and less costly purchase and management of the pumps, respectively; (iii) established, long-standing relationships as a provider of pumps to outpatient oncology practices in the U.S. and Canada; (iv) pump fleet of ambulatory and large volume infusion pumps for rent and for sale, which may allow us to be more responsive to the needs of physicians, outpatient oncology practices, hospitals, outpatient surgery centers, homecare practices, patient rehabilitation centers and patients than a new market entrant; (v) seven geographic locations in the U.S. and Canada that allow for same day or next day delivery of pumps; (vi) growing team of field-based and traveling biomedical technicians; and (vii) a wide array of pump repair and service capabilities. We do not perform any research and development on pumps, but we have made, and continue to make investments in our information technology.

Patient Services Segment

Our Patient Services segment's core purpose is to seek opportunities to leverage our unique know-how in clinic-to-home healthcare involving Durable Medical Equipment, our logistics and billing capabilities, our growing network of third-party payers under contract, and our clinical and biomedical capabilities. This leverage may take the form of new products and/or services, strategic alliances, joint ventures or acquisitions. The leading service within our Patient Services segment is our Oncology Business. Colorectal cancer is the third most prevalent form of cancer in the U.S., according to the American Cancer Society, and the standard of care for the treatment of colorectal cancer relies upon continuous chemotherapy infusions delivered via ambulatory infusion pumps. One of the goals for the Patient Services segment is to expand into treatment of other types of cancers. In 2024, our Oncology Business approximated 90% of our total Patient Services segment revenues. In 2024, we generated approximately 45% of our total Patient Services segment revenues from treatments for colorectal cancer and 45% of our Patient Services segment revenues from treatments for non-colorectal disease states. There are a number of approved treatment protocols for pancreatic, head and neck, esophageal and other types of cancers, as well as other disease states which present opportunities for growth. There are also a number of other drugs currently approved by the FDA, as well as agents in the pharmaceutical development pipeline, which we believe could potentially be used with continuous infusion protocols for the treatment of diseases other than colorectal cancer. Additional drugs or protocols currently in clinical trials may also obtain regulatory approval over the next several years. If these new drugs or protocols obtain regulatory approval for use with continuous infusion protocols, we expect the pharmaceutical companies to focus their sales and marketing efforts on promoting the new drugs and protocols to physicians.

Furthermore, our Oncology Business focuses mainly on the continuous infusion of chemotherapy. Continuous infusion of chemotherapy can be described as the gradual administration of a drug via a small, lightweight, portable infusion pump over a prolonged period of time. A cancer patient can receive his or her medicine anywhere from one to 30 days per month depending on the chemotherapy regimen that is most appropriate to that individual's health status and disease state. This may be followed by periods of rest and then repeated cycles with treatment goals of progression-free disease survival. This drug

administration method has replaced intravenous push or bolus administration in specific circumstances. The advantages of slow continuous low doses of certain drugs are well documented. Clinical studies support the use of continuous infusion chemotherapy for decreased toxicity without loss of anti-tumor efficacy. The NCCN Guidelines recommend the use of continuous infusion for treatment of numerous cancer diagnoses. We believe that the growth of continuous infusion therapy is driven by three factors: evidence of improved clinical outcomes; lower toxicity and side effects; and a favorable reimbursement environment.

The use of continuous infusion has been demonstrated to decrease or alter the toxicity of a number of cytotoxic, or cell killing agents. Higher doses of drugs can be infused over longer periods of time, leading to improved tolerance and decreased toxicity. Nausea, vomiting, diarrhea and decreased white blood cell and platelet counts are all affected by duration of delivery. Continuous infusion can lead to improved tolerance and patient comfort while enhancing the patient's ability to remain on the chemotherapy regimen. Additionally, the lower toxicity profile and resulting reduction in side effects enables patients undergoing continuous infusion therapy to continue a relatively normal lifestyle, which may include continuing to work, going shopping, and caring for family members. We believe that the partnering of physician management and patient autonomy provide for the highest quality of care with the greatest patient satisfaction.

We believe that oncology practitioners have a heightened sensitivity to providing quality service and to their ability to obtain reimbursement for services they provide. Simultaneously, CMS and private insurers are increasingly focused on evidence-based medicine to inform their reimbursement decisions — that is, aligning reimbursement with clinical outcomes and adherence to standards of care. Continuous infusion therapy is a main component of the standard of care for certain types of cancers because clinical evidence demonstrates superior outcomes. Payers' recognition of this benefit is reflected in their relative reimbursement policies for clinical services related to the delivery of this care.

Additional areas of focus for our Patient Services segment are as follows:

- Pain Management: providing our ambulatory pumps, products, and services for pain management in the area of post-surgical continuous peripheral nerve block.
- Wound Care: launched in November 2022, the Company established a partnership, SI Healthcare Technologies, LLC ("SI Healthcare"), with Sanara MedTech Inc. ("Sanara"). The partnership focuses on delivering a complete wound care solution targeted at improving patient outcomes, lowering the cost of care, and increasing patient and provider satisfaction. The partnership enables InfuSystem to offer innovative products including Cork and Genadyne Biotechnologies Inc. NPWT devices and supplies and Sanara's advanced wound care product line to new customers through the jointly controlled entity.
- Acquisitions: we believe there are opportunities to acquire smaller, regional healthcare service providers, in whole or in part that perform similar services to us but do not have the national market access, network of third-party payer contracts or operating economies of scale that we currently enjoy. We may also pursue acquisition opportunities of companies that perform similar services, but offer different therapies or utilize different devices.
- Information technology-based services: we also plan to continue to capitalize on key new information technology-based services such as EXPRESS, InfuBus or InfuConnect, Pump Portal, DeviceHub and BlockPain Dashboard®.

The payer environment within our Patient Services segment is in a constant state of change. We continue to extend our considerable breadth of payer networks under contract as patients move into different insurance coverage plans, including Medicaid and Insurance Marketplace products. In some cases, this may slightly reduce our aggregate billed revenues payment rate but result in an overall increase in collected revenues, due to a reduction in concessions. Consequently, we are increasingly focused on net revenues less concessions.

Device Solutions Segment

Our Device Solutions segment's core service is to: (i) sell or rent new and pre-owned pole-mounted and ambulatory infusion pumps and other Durable Medical Equipment; (ii) sell treatment-related consumables; and (iii) provide biomedical recertification, maintenance and repair services for oncology practices as well as other healthcare site settings, including, home care and home infusion providers, skilled nursing and acute care facilities, pain centers and others. We purchase new and pre-owned pole-mounted and ambulatory infusion pumps from a variety of sources on a non-exclusive basis. We repair, refurbish and provide biomedical certification for the devices as needed. The pumps are then available for sale, rental or to be used within our ambulatory infusion pump management service. Our acquisition of FilAMed, a privately-held biomedical services company, on January 31, 2021 has supplemented the Company's existing biomedical recertification, maintenance and repair services for acute care facilities and other alternate site settings, including, home care and home infusion providers, skilled nursing facilities, pain centers and others. Our acquisition of OB Healthcare, a privately-held biomedical services company, on

April 18, 2021 further develops and expands InfuSystem's Device Solutions segment by adding field service capabilities and complements the Company's purchase of FilAMed.

Key Business Metrics

Our management monitors a number of financial and non-financial measures and ratios on a regular basis in order to track the progress of our business and make adjustments as necessary. We believe that the most important of these measures and ratios include net revenues and our order-to-cash process, fleet utilization, operating margin, operating expenses, profitability, and debt levels including available credit and leverage ratios. These measures and ratios are compared to standards or objectives set by management, so that actions can be taken, as necessary, in order to achieve the standards and objectives.

InfuSystem Holdings, Inc. Results of Operations for the year ended December 31, 2024 compared to the year ended December 31, 2023

	Years Ended December 31,		
(in thousands, except share and per share data)	**2024**	**2023**	**Increase/ (Decrease)**
Net revenues:			
Patient Services	$ 80,378	$ 76,541	$ 3,837
Device Solutions	61,737	55,825	5,912
Less: elimination of inter-segment revenues (a)	(7,254)	(6,581)	(673)
Total Device Solutions	54,483	49,244	5,239
Total	134,861	125,785	9,076
Gross profit			
Patient Services	52,842	47,800	5,042
Device Solutions	17,561	15,309	2,252
Total	70,403	63,109	7,294
Selling, general and administrative expenses			
Amortization of intangibles	991	990	1
Selling and marketing	11,312	12,654	(1,342)
General and administrative	51,209	45,377	5,832
Total selling, general and administrative expenses	63,512	59,021	4,491
Operating income	6,891	4,088	2,803
Other expense	(1,832)	(2,237)	405
Income before income taxes	5,059	1,851	3,208
Provision for income taxes	(2,714)	(979)	(1,735)
Net income	$ 2,345	$ 872	$ 1,473
Net income per share			
Basic	$ 0.11	$ 0.04	$ 0.07
Diluted	$ 0.11	$ 0.04	$ 0.07
Weighted average shares outstanding:			
Basic	21,271,608	21,024,382	247,226
Diluted	21,707,151	21,646,079	61,072

(a) Inter-segment revenues are for cleaning and repair services performed on medical equipment.

Net Revenues

Net revenues for the year ended December 31, 2024 were $134.9 million, an increase of $9.1 million, or 7.2%, compared to $125.8 million for the year ended December 31, 2023. The increase included higher net revenues for both the Patient Services and Device Solutions segments.

Patient Services

Patient Services net revenue of $80.4 million increased $3.8 million, or 5.0%, during the year ended December 31, 2024 as compared to the prior year. This increase was primarily attributable to additional treatment volume totaling $6.4 million offset partially by $2.6 million lower revenue from sales-type leases of NPWT pumps. The improved volume benefited Oncology revenue by $4.1 million or 6.1%, Pain Management revenue by $0.7 million, or 14.7%, and Wound Care treatment revenue by $1.6 million, or 293.4%. The decrease in Sales-Type Lease revenue of NPWT pumps was mainly due to an unusually strong prior year comparison.

Device Solutions

Device Solutions net revenue of $54.5 million increased $5.2 million, or 10.6%, during 2024 as compared to the prior year. This increase included higher rental revenue totaling $2.5 million, or 13.5%, higher medical equipment sales, which increased by $1.3 million, or 20.6%, higher biomedical services revenue, which increased by $1.1 million, or 7%, and higher disposable medical supplies revenue, which increased by $0.4 million or 4.7%. The increases in rental revenue and disposables are mainly attributable to a new customer added during the period. Higher medical equipment sales were due to a large sale to an existing rental customer and reflects how timing for large contracts can vary from quarter-to-quarter. The increased biomedical revenue was mainly attributable to increased revenue from the master services agreement that we entered into in April 2022.

Gross Profit

Gross profit for the year ended December 31, 2024 totaling $70.4 million increased $7.3 million, or 11.6%, from $63.1 million during the year ended December 31, 2023. The increase was driven by the increase in net revenues partially offset by a higher gross profit as a percentage of net revenue (“gross margin”). Gross margin increased to 52.2% during 2024, as compared to 50.2% during the prior year period, an increase of 2.0%. Both operating segments contributed to the increase in gross profit and the increase in gross margin during 2024 as compared to 2023.

Patient Services

Patient Services gross profit was $52.8 million, during 2024, representing an increase of $5.0 million, or 10.5%, compared to the prior year. The improvement reflected increased net revenue and higher gross margin, which increased from the prior year by 3.3% to 65.7%. The increase in gross margin reflected favorable gross margin mix, lower pump disposal expenses and improved coverage of fixed costs from higher net revenue. The favorable gross margin mix was mainly related to the decrease in revenue related to NPWT equipment leases, which had lower average gross margin than other Patient Services revenue categories. Pump disposal expenses, which include retirements of damaged pumps and reserves for missing pumps, decreased by $0.9 million during the 2024 compared to the prior year period.

Device Solutions

Device Solutions gross profit during 2024 was $17.6 million, representing an increase of $2.3 million, or 14.7%, over the prior year. This increase was due to a higher net revenue and higher gross margin. The Device Solutions gross margin was 32.2% during 2024, which was 1.1% higher than the prior year. This improvement was primarily due to improved sales mix favoring higher margin products including rental revenue and sales of used medical equipment.

Amortization of Intangible Assets

Amortization of intangible assets for the year ended December 31, 2024 was $1.0 million which was unchanged from the year ended December 31, 2023. Based on the current amortization schedule and definite lived intangible assets existing as of December 31, 2024, amortization expense is expected to decrease in 2025 and beyond.

Selling and Marketing Expenses

Selling and marketing expenses for the year ended December 31, 2024 were $11.3 million, a decrease of $1.3 million, compared to 2023. Selling and marketing expenses as a percentage of net revenues decreased to 8.4% compared to 10.1% in 2023. This decrease was mainly attributable to a reduction in sales commissions and a reduction in sales team members. Lower commission rates reflected the slower sales growth in 2024 as compared to 2023. Selling and marketing expenses during these periods consisted of sales personnel salaries, commissions and associated fringe benefit and payroll-related items, marketing, overall travel and entertainment and other miscellaneous expenses.

General and Administrative ("G&A") Expenses

G&A expenses for the year ended December 31, 2024 were $51.2 million, an increase of $5.8 million, or 12.9%, from $45.4 million for the year ended December 31, 2023. G&A expenses during these periods consisted primarily of accounting, administrative, third-party payer billing and contract services, customer service, nurses on staff, new product services, service center personnel salaries, fringe benefits and other payroll-related items, professional fees, legal fees, stock-based compensation, annual management incentive bonuses, insurance and other miscellaneous items. Additionally, the amount for 2024 included a one-time $0.6 million payment to a former member of the board of directors related to a Cooperation Agreement and a one-time payment to the Company's former audit firm for services related to their consent to include their prior year audit report in our 2023 annual report totaling $0.3 million. The remaining increase of $4.9 million included increased stock-based compensation expenses of $0.4 million, increased short-term incentive compensation totaling $0.5 million, and $0.7 million of expenses not incurred in 2023 related to a project to upgrade the Company's information technology and business applications. Other increased expenses totaling $3.3 million were associated with revenue volume growth including the cost of additional personnel, information technology and general business expenses and included inflationary increases. G&A expenses as a percentage of net revenues for 2024 increased to 38.0% compared to 36.1% for the prior year mainly reflecting the year-over-year increases offset partially by improved net revenue leverage of fixed costs.

Other Income and Expenses

During the year ended December 31, 2024, we incurred interest expense of $1.8 million, which was $0.4 million lower than interest expense during the year ended December 31, 2023. This decrease was due to a decrease in outstanding borrowings on the 2021 Credit Agreement, as amended, (defined below) revolving line of credit and lower average interest rates.

Provision for/Benefit from Income Taxes

During the year ended December 31, 2024, the Company recorded a provision for income taxes of $2.7 million, representing an effective tax rate of 53.6% on pre-tax income totaling $5.1 million. During the year ended December 31, 2023, the Company recorded a provision for income taxes of $1.0 million, representing an effective tax rate of 53% on pre-tax income totaling $1.9 million. The effective tax rate for both periods differed from the U.S. statutory rate mainly due to state, local and foreign taxes and permanent differences between expense recognized for book purposes versus tax purposes including differences associated in the amounts of equity compensation expense, limits on compensation for certain executive members of management and limitations on deductions for travel related meal expenses.

Liquidity and Capital Resources

Overview:

We finance our operations and capital expenditures with cash generated from operations and borrowings under our existing credit agreements. On February 5, 2021, we and certain of our subsidiaries, as borrowers, entered into a Credit Agreement (the "2021 Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent, sole bookrunner and sole lead arranger, and the lenders party thereto, which replaced our then existing credit facility, dated March 23, 2015 (the "2015 Credit Agreement"). On April 26, 2023, the Company entered into a First Amendment to the 2021 Credit Agreement (the "First Amendment") with the Agent and the lenders party thereto, which amended the 2021 Credit Agreement. See Note 7 (Debt) in the notes to the accompanying consolidated financial statements for additional information regarding the 2021 Credit Agreement, as amended and 2015 Credit Agreement.

The following table summarizes our available liquidity (in millions):

	December 31, 2024	December 31, 2023
Cash and cash equivalents	$ 0.5	$ 0.2
Revolving line of credit availability	50.9	45.4
Available liquidity	$ 51.4	$ 45.6

Our liquidity and borrowing plans are established to align with our financial and strategic planning processes and ensure we have the necessary funding to meet our operating commitments, which primarily include the purchase of pumps, inventory, payroll and general expenses. We also take into consideration our overall capital allocation strategy which includes investment for future organic growth, potential acquisitions and repurchases of our common equity. We believe we have adequate sources of liquidity and funding available for at least the next year from the filing date of this report, as well as for our currently

anticipated long-term needs. However, any projections of future earnings and cash flows are subject to substantial uncertainty, including factors such as the successful execution of our business plan and general economic conditions. We may need to access debt and equity markets in the future if unforeseen costs or opportunities arise, to meet working capital requirements, fund acquisitions or investments or repay indebtedness under the 2021 Credit Agreement. If we need to obtain new debt or equity financing in the future, the terms and availability of such financing may be impacted by economic and financial market conditions as well as our financial condition and results of operations at the time we seek additional financing.

Long-Term Debt Activities:

The 2021 Credit Agreement provides for a revolving credit facility (the "Revolving Facility") of $75.0 million, maturing on February 5, 2026. The Revolving Facility may be increased by $35 million, subject to certain conditions, including the consent of the Agent and obtaining necessary commitments. The lenders under the 2021 Credit Agreement may issue up to $7.0 million in letters of credit subject to the satisfaction of certain conditions. On February 5, 2021, the Borrowers made an initial borrowing of $30.0 million under the Revolving Facility. Proceeds from the loan, along with approximately $8.2 million in cash, were used to repay all amounts due under the Company's then existing 2015 Credit Agreement.

The 2021 Credit Agreement has customary representations and warranties. The ability to borrow under the facility is subject to ongoing compliance with a number of customary affirmative and negative covenants, including limitations on indebtedness, liens, mergers, acquisitions, investments, asset sales, affiliate transactions and restricted payments, as well as financial covenants, including the following:

- a minimum fixed charge coverage ratio (defined as the ratio of consolidated EBITDA (as defined in the 2021 Credit Agreement) less 50% of depreciation expense), to consolidated fixed charges (as defined in the 2021 Credit Agreement)) for the prior four most recently ended calendar quarters of 1.20 to 1.00; and
- a maximum leverage ratio (defined as total indebtedness to EBITDA for the prior four most recently ended calendar quarters) of 3.50 to 1.00.

The 2021 Credit Agreement includes customary events of default. The occurrence of an event of default will permit the lenders to terminate commitments to lend under the Revolving Facility and accelerate payment of all amounts outstanding thereunder.

On April 26, 2023, the Company entered into a First Amendment to the 2021 Credit Agreement (the "First Amendment") with the Agent and the lenders party thereto, which amended the 2021 Credit Agreement, to provide for, among other things: (i) an extension of the maturity date for the 2021 Credit Agreement to April 26, 2028, (ii) the replacement of London Interbank Offered Rate ("LIBOR") with Adjusted Term Secured Overnight Financing Rate ("SOFR") as a benchmark interest rate, and (iii) an increase of the maximum dollar amount of incremental revolving loans from $25 million to $35 million. Incremental revolving loans continue to be subject to certain conditions, including the consent of the Agent and obtaining necessary commitments.

The 2021 Credit Agreement and First Amendment were accounted for as debt modifications that resulted in a small increase to deferred debt issuance costs. As of December 31, 2024, the Company was in compliance with all debt-related covenants under the 2021 Credit Agreement, as amended. Considering our current liquidity position and short-term financial forecasts, we expect to continue to be in compliance with our financial covenants at the end of our fiscal year ending December 31, 2025.

The following table illustrates the net availability under the Revolving Facility as of the applicable balance sheet date (in thousands):

	December 31, 2024	December 31, 2023
Revolver:		
Gross availability	$ 75,000	$ 75,000
Outstanding draws	(24,124)	(29,439)
Letters of credit	—	(200)
Availability on Revolver	$ 50,876	$ 45,361

As of December 31, 2024, amounts outstanding under the Revolving Facility provided under the 2021 Credit Agreement bear interest at a variable rate equal to, at the Company's election, Adjusted Term SOFR for Term Benchmark loans or an Alternative Base Rate for ABR loans, as defined by the First Amendment plus a spread that will vary depending upon the

Company's leverage ratio. The spread ranges from 2.00% to 3.00% for Term Benchmark Loans and 1.00% to 2.00% for base rate loans. The weighted-average Term Benchmark loan rate at December 31, 2024 was 6.57% (Adjusted Term SOFR of 4.57% plus 2.00%). The actual ABR loan rate at December 31, 2024 was 8.50% (lender's prime rate of 7.50% plus 1.00%).

Share Repurchases

On May 16, 2024, our Board of Directors approved a stock repurchase program (the "Share Repurchase Program") that authorizes the Company to repurchase up to $20.0 million of the Company's outstanding common stock through June 30, 2026. The Share Repurchase Program supersedes the previous authorization, which was set to expire on June 30, 2024. Repurchases under the Share Repurchase Program are subject to market conditions, the periodic capital needs of the Company's operating activities, and the continued satisfaction of all covenants under the Company's existing credit agreement. Repurchases under the Share Repurchase Program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan. The Share Repurchase program does not obligate the Company to repurchase shares and may be suspended, terminated, or modified at any time at the discretion of the Board.

As of December 31, 2024, the Company had repurchased and retired approximately $1.2 million, or 171,772 shares, of the Company's outstanding common stock under the Share Repurchase Program. The Company had repurchased and retired approximately $6.2 million, or 553,149 shares under the previous authorization.

Cash Flows:

The following table summarizes our cash flows (in millions):

	Years Ended December 31,		
In millions	**2024**	**2023**	**2024 vs. 2023**
Net cash provided by operating activities	$ 20.5	$ 11.2	$ 9.2
Net cash used in investing activities	$ (13.2)	$ (6.7)	$ (6.5)
Net cash used in financing activities	$ (6.9)	$ (4.4)	$ (2.5)

Operating Cash Flow. Net cash provided by operating activities for the year ended December 31, 2024 was $20.5 million compared to $11.2 million for the year ended December 31, 2023.

This $9.2 million, or 82.3%, favorable difference was attributable to the funding of working capital, which was a $0.7 million source of cash during 2024 compared to a $5.6 million use of cash during 2023, a change favorable to operating cash flow totaling $6.2 million. The increase in operating cash flows also included an increase in net income adjusted for non-cash items, which was $19.8 million during the 2024 compared to $16.8 million during 2023, an increase of $3.0 million. The increase in net income adjusted for non-cash items was primarily attributable to higher revenue, higher gross profit and lower selling and marketing expenses in 2024, offset partially by increased general and administrative expenses described above. The source of cash for working capital items during the 2024 included a decrease in other current assets and other assets of $0.2 million and $2.0 million, respectively, offset partially by increases in accounts receivable and inventories of $0.7 million and $0.1 million, respectively, and by a decrease in accounts payable and other liabilities of $0.7 million. Increases in accounts receivable and inventory during 2024 reflected the higher revenue during the period. The decrease in other assets reflected repayments on Sales-Type leases that exceeded the amount of new Sales-Type leases entered into during 2024. The cash used for working capital items during the 2023 included increases in other assets, accounts receivable, inventories and other current assets of $2.8 million, $2.4 million, $1.6 million and $1.2 million, respectively, partially offset by an increase in accounts payable and other liabilities of $2.4 million. These impacts to operating cash flow were all attributable to the increased net revenue growth during 2023 as compared to 2022. A portion of the increased revenue in 2023 was attributable to sales-type leases, which resulted in higher lease receivables (of which the long-term portion is included in other assets versus accounts receivable) and to the biomedical master services agreement described above, a part of which increased the related contract asset (which is included in other current assets).

Investing Cash Flow. Net cash used in investing activities was $13.2 million for the year ended December 31, 2024 compared to $6.7 million for the year ended December 31, 2023. This $6.5 million increase in net cash used was primarily due to a $6.6 million increase in purchases of medical equipment. The higher purchase volume of medical equipment was due to increased volume in our rental business which required us to purchase additional pumps to support revenue growth offset partially by a reduction in the number of missing pumps, during 2024 as compared to 2023.

Financing Cash Flow. Net cash used in financing activities for the year ended December 31, 2024 was $6.9 million compared to $4.4 million for the year ended December 31, 2023. The use of cash during 2024 primarily included net revolving line of credit repayments under the 2021 Credit Agreement totaling $5.3 million and the repurchase of common stock totaling

$1.2 million. During 2023, net revolving line of credit repayments totaled $3.9 million and the use of cash for repurchase of common stock totaled $0.2 million.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements, including the notes thereto. We consider critical accounting policies to be those that require more significant judgments and estimates in the preparation of our consolidated financial statements, including the following: revenue recognition and reserve for missing medical equipment. Management relies on historical experience and other assumptions believed to be reasonable in making its judgments and estimates. Actual results could differ materially from those estimates.

Management believes its application of accounting policies, and the estimates inherently required therein, are reasonable. These accounting policies and estimates are periodically reevaluated, and adjustments are made when facts and circumstances dictate a change.

Our accounting policies are more fully described under the heading “Summary of Significant Accounting Policies” in Note 2 to our Consolidated Financial Statements included in this Form 10-K. We believe the following critical accounting estimates are the most significant to the presentation of our financial statements and require the most difficult, subjective and complex judgments:

Revenue Recognition

The Company generates revenues from multiple sources including from the sale and rental of our products as well as service contracts. Due to the various types and complexity of these arrangements, we consider the application of the accounting policies that govern revenue recognition and the determination of the net realizable value of revenues and accounts receivable to be critical in relation to our consolidated financial statements.

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606 - Revenue from Contracts with Customers ("ASC 606") stipulates revenue recognition at the time and in an amount that reflects the consideration expected to be entitled for the performance obligations that have been provided. ASC 606 defines contracts as creating enforceable rights and may be established through written contracts, oral agreements and through customary business practice. Under this definition, the Company considers contracts to be created at the time that the service is authorized or an order to purchase product is agreed upon regardless of whether or not there is a written contract.

The Company has three separate and distinct performance obligations offered to its customers: a rental service performance obligation, a product sale performance obligation and a service performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is defined as the unit of account for revenue recognition under ASC 606. These performance obligations are related to separate revenue streams and at no point are they combined into a single transaction. The Company's customers include medical facilities or patients, depending on the arrangement, and payments are received from different sources which include commercial payers, government insurance payers, medical facilities and patients.

The Company generates a significant amount of its revenues that are accounted for under ASC 606 from the rental service of infusion pumps to its customers with the remainder of this revenue being derived from product sales and services. For the rental service performance obligation revenue is based on its estimated standalone price, determined using reimbursement rates established by third-party payer or other contracts. Revenue is recognized over the contract term in which the related performance obligation is satisfied. The Company’s revenues related to product sales are recognized at the time that control of the product has been transferred to the customer; either at the time the product is shipped or the time the product has been received by the customer, depending on the delivery terms, or when the customer uses the products in the case of when our products are stored at a customer's location. The Company does not commit to long-term contracts to sell customers a certain minimum quantity of products. The Company's revenues related to services are recognized as the service work is completed.

The Company employs certain significant judgments to estimate the dollar amount of revenue, and related concessions, allocated to the rental service and product performance obligations. These judgments include, among others, the estimation of variable consideration. The Company allocates variable consideration using standalone selling price when appropriate and available. When an appropriate standalone selling price is not available, the Company allocates based on a best estimate

approach using the relative fair market value. Variable factors include differences in transaction price and changes in the expected total volume of services during the contract period. In calculating the variable amount of revenue for these performance obligations, variable consideration is estimated as implied price concessions resulting from differences between the rates charged for services performed and the expected reimbursements for commercial payers and other implied customer concessions and by forecasting total revenue volume for the contract period. The contract period starts at contract inception and typically extends 30 days past the end of each reporting period representing the non-cancelable period of each agreement. These estimates for variable consideration are based on historical service volumes with our customers and prices with similar payers, aged accounts receivable by payer class and payer correspondence using the portfolio approach, which provide a reasonable basis for estimating the variable portion of a transaction. The Company doesn't believe it is probable that a significant reversal of revenue will occur in future periods because (i) there is no significant uncertainty about the amount of consideration that is expected to be collected based on collection history and (ii) the large number of sufficiently similar contracts allows the Company to adequately estimate the components of variable consideration.

Net revenues are adjusted when changes in estimates of variable consideration occur. Changes in estimates typically arise as a result of new information obtained, such as changes in volume and actual payment receipt or denial, or pricing adjustments by payers. Subsequent changes to estimates of transaction prices are recorded as adjustments to net revenue in the period of the change. Subsequent changes that are determined to be the result of an adverse change in the payer's ability to pay are recorded as an adjustment to the allowance for credit losses.

Reserve for Missing Medical Equipment

Medical equipment in rental service consists of equipment that the Company purchases from third-parties and is (1) for sale or rent, and (2) used in service to generate rental revenue. The Company periodically performs an analysis to identify potentially missing medical equipment and records a reserve equal to the underlying net book value. The Company determines the need for a reserve based upon the length of time a pump has been in the field without evidence of existence. The Company's basis for determining the need for a reserve is based upon historical experience and other meaningful observable information. The reserve is equal to the underlying net book value of the medical equipment considered missing, which was $2.5 million and $2.1 million as of December 31, 2024 and 2023, respectively. The expense related to adjustments in the reserve is recorded to cost of revenues on the Consolidated Statements of Operations and Comprehensive Income.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk.

We are exposed to market risk from changes in foreign currency exchange rates and short-term interest rates. Market risks for changes in interest rates relate primarily to our debt obligations under our 2021 Credit Agreement, as amended. Foreign currency exchange risks are attributable to sales to foreign customers and purchases from foreign suppliers not denominated in our functional currency which is the U.S. Dollar ("USD") and include exposures primarily to the Canadian Dollar.

The Company periodically enters into derivative contracts with the objective of managing its financial and operational exposure arising from these risks by offsetting gains and losses on the underlying exposures with gains and losses on the financial instruments used to hedge them. We did not have any foreign currency derivative contracts outstanding at any time during the three-year period ended December 31, 2024. The maximum length of time over which we hedge our exposure to short-term interest rate risk is equal to the remaining term for the debt obligation being hedged. We had interest rate derivative contracts with a notional value of $20.0 million as of December 31, 2024 and 2023, respectively.

We do not enter into derivative financial instruments for speculative or trading purposes. Our hedging relationships are formally documented at the inception of the hedge, and hedges must be highly effective in offsetting changes to future cash flows on hedged transactions both at the inception of a hedge and on an ongoing basis to be designated for hedge accounting treatment. For derivative contracts which can be classified as a cash flow hedge, the effective portion of the change in the fair value of the derivative is recorded to accumulated other comprehensive loss in the Company's consolidated balance sheets. When the underlying hedge transaction is realized, the gain or loss included in accumulated other comprehensive income is recorded in earnings in the consolidated statement of income on the same line as the gain or loss on the hedged item attributable to the hedged risk. We record the ineffective portion of interest rate hedging instruments, if any, to interest expense in the consolidated statement of operations and comprehensive income. See Note 8 to our consolidated financial statements for information related to the fair values of derivative instruments in our consolidated balance sheets as of December 31, 2024 and 2023 and information related to the effect of derivative instruments included in our Consolidated statement of operations and comprehensive income including the amount of unrealized gain associated with our interest rate derivatives reported in accumulated other comprehensive income that was reclassified into earnings during 2024 and 2023.

The Company uses an income approach to value derivative instruments, analyzing quoted market prices to calculate the forward values and then discounts such forward values to the present value using benchmark rates at commonly quoted intervals for the instrument's full term.

In July 2017, Financial Conduct Authority (the authority that regulates LIBOR) previously announced its intent to stop compelling banks to submit rates for the calculation of LIBOR after 2021, and the administrator of LIBOR announced its intention to cease the publication of the one week and two-month USD LIBOR settings immediately following December 31, 2021, and the remaining USD LIBOR settings immediately following the LIBOR publication on June 30, 2023. The one-week and two-month USD LIBOR settings were last published on December 31, 2021. On April 26, 2023, the Company amended its 2021 Credit Agreement with the First Amendment, discussed in Note 7 to the consolidated financial statements, to provide for the replacement of USD LIBOR with Term SOFR as a benchmark interest rate indexed to revolving loans. As discussed in Note 8 to the consolidated financial statements, on May 11, 2023, the Company settled its two outstanding interest rate swap agreements, which were indexed to USD LIBOR, and entered into a new interest rate swap agreement indexed to SOFR to coincide with the index change in the 2021 Credit Agreement, as amended. The swap agreement has a notional value of $20.0 million, which is equal to the combined notional value of the two settled swap agreements. The term of the swap agreement, which matches the April 26, 2028 expiration date of the 2021 Credit Agreement, as amended, extends past the term of the settled swap agreements by approximately 26 months. Because of the hedging relationships, a change of 50% in the market rate of SOFR would not have a material impact on our financial results.

Item 8. Financial Statements and Supplementary Data.

Index to Financial Statements

Report of Independent Registered Public Accounting Firm

To the shareholders and the Board of Directors of InfuSystem Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of InfuSystem Holdings, Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows, for each of the two years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, and 2023, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 11, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

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

Accounts Receivable, Net and Net Revenues - Third-Party Payer Rental Accounts Receivable and Revenue Price Concessions - Refer to Notes 2 and 3 to the Financial Statements

Critical Audit Matter Description

Management records third-party payer rental accounts receivable and related revenue for medical equipment and certain related disposable supplies at their net realizable values. Due to the nature of the industry and the reimbursement environment in which the Company operates, the Company estimates price concessions, which represent variable consideration resulting from differences between the rates charged and expected reimbursements, in order to record third-party payer rental accounts receivable and related revenues at their net realizable values. These price concessions are based on historical collection trends of third-party payer rental accounts receivable and revenue.

We identified the estimate of third-party payer rental accounts receivable and related revenue price concessions as a critical audit matter because of the significant judgments made by management to reduce third-party payer rental accounts receivable and revenue to their net realizable value. A high degree of auditor judgment and an increased extent of effort was required when performing audit procedures to evaluate management's estimate of price concessions.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's estimate of price concessions recorded to reduce third-party payer rental accounts receivable and revenues to their net realizable value included the following, among others:

- Evaluating the methodology and assumptions used by management in determining the estimated price concessions.
- Testing the source information used by management in determining the estimated price concessions.
- Testing the mathematical accuracy of management's calculation of the estimated price concessions.
- Evaluating management's ability to accurately estimate price concessions by comparing prior year estimates to actual collection results.

/s/ Deloitte & Touche LLP

Detroit, Michigan

March 11, 2025

We have served as the Company's auditor since 2023.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands, except par value and share data)	As of December 31, 2024	As of December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 527	$ 231
Accounts receivable, net	21,155	19,830
Inventories, net	6,528	6,402
Other current assets	3,955	4,157
Total current assets	32,165	30,620
Medical equipment for sale or rental	3,157	3,049
Medical equipment in rental service, net of accumulated depreciation	39,175	34,928
Property & equipment, net of accumulated depreciation	4,030	4,321
Goodwill	3,710	3,710
Intangible assets, net	6,456	7,446
Operating lease right of use assets	5,374	6,703
Deferred income taxes	7,188	9,115
Derivative financial instruments	1,481	1,442
Other assets	878	1,581
Total assets	$ 103,614	$ 102,915
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 9,848	$ 8,009
Other current liabilities	7,813	7,704
Total current liabilities	17,661	15,713
Long-term debt, net of current portion	23,864	29,101
Operating lease liabilities, net of current portion	4,560	5,799
Total liabilities	$ 46,085	$ 50,613
Stockholders' equity:		
Preferred stock, $0.0001 par value: authorized 1,000,000 shares; none issued	—	—
Common stock, $0.0001 par value: authorized 200,000,000 shares; 21,272,351 shares issued and outstanding as of December 31, 2024 and 21,196,851 shares issued and outstanding as of December 31, 2023	2	2
Additional paid-in capital	113,868	109,837
Accumulated other comprehensive income	1,119	1,088
Retained deficit	(57,460)	(58,625)
Total stockholders' equity	57,529	52,302
Total liabilities and stockholders' equity	$ 103,614	$ 102,915

See accompanying notes to consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(in thousands, except share and per share data)	Years Ended December 31, 2024	2023
Net revenues	$ 134,861	$ 125,785
Cost of revenues	64,458	62,676
Gross profit	70,403	63,109
Selling, general and administrative expenses:		
Amortization of intangibles	991	990
Selling and marketing	11,312	12,654
General and administrative	51,209	45,377
Total selling, general and administrative	63,512	59,021
Operating income	6,891	4,088
Other expense:		
Interest expense	(1,777)	(2,170)
Other expense	(55)	(67)
Income before income taxes	5,059	1,851
Provision for income taxes	(2,714)	(979)
Net income	$ 2,345	$ 872
Net income per share		
Basic	$ 0.11	$ 0.04
Diluted	$ 0.11	$ 0.04
Weighted average shares outstanding:		
Basic	21,271,608	21,024,382
Diluted	21,707,151	21,646,079
Comprehensive income:		
Net income	$ 2,345	$ 872
Other comprehensive income (loss):		
Unrealized gain (loss) on hedges	40	(523)
(Provision for) benefit from income tax on unrealized hedge gain (loss)	(9)	122
Total other comprehensive income (loss)	31	(401)
Net comprehensive income	$ 2,376	$ 471

See accompanying notes to consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF
STOCKHOLDERS' EQUITY

(in thousands)	Common Stock Shares	Common Stock Par Value Amount	Additional Paid in Capital	Retained Deficit	Other Comprehensive Income	Total Stockholders' Equity
Balances at December 31, 2022	**20,782**	**2**	**105,856**	**(59,344)**	**1,489**	**48,003**
Shares issued upon restricted stock vesting and option exercise	481	—	618	—	—	618
Stock-based compensation expense	—	—	4,074	—	—	4,074
Employee stock purchase plan	72	—	446	—	—	446
Common stock repurchased as part of share repurchase program	(22)	—	—	(153)	—	(153)
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	(116)	—	(1,157)	—	—	(1,157)
Other comprehensive loss	—	—	—	—	(401)	(401)
Net income	—	—	—	872	—	872
Balances at December 31, 2023	**21,197**	**2**	**109,837**	**(58,625)**	**1,088**	**52,302**
Shares issued upon restricted stock vesting and option exercise	303	—	45	—	—	45
Stock-based compensation expense	—	—	4,460	—	—	4,460
Employee stock purchase plan	53	—	342	—	—	342
Common stock repurchased as part of share repurchase program	(172)	—	—	(1,180)	—	(1,180)
Common stock repurchased to satisfy minimum statutory withholding on stock-based compensation	(109)	—	(816)	—	—	(816)
Other comprehensive income	—	—	—	—	31	31
Net income	—	—	—	2,345	—	2,345
Balances at December 31, 2024	**21,272**	**$ 2**	**$ 113,868**	**$ (57,460)**	**$ 1,119**	**$ 57,529**

See accompanying notes to consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Years Ended December 31, 2024	2023
OPERATING ACTIVITIES		
Net income	$ 2,345	$ 872
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for doubtful accounts	(167)	(261)
Depreciation	11,508	11,518
Loss on disposal of and reserve adjustments for medical equipment	942	1,726
Gain on sale of medical equipment	(2,268)	(2,887)
Amortization of intangible assets	991	990
Amortization of deferred debt issuance costs	78	120
Stock-based compensation	4,460	4,074
Deferred income taxes	1,918	633
Changes in assets - (increase)/decrease:		
Accounts receivable	(701)	(2,363)
Inventories	(126)	(1,581)
Other current assets	202	(1,235)
Other assets	1,953	(2,798)
Changes in liabilities - (decrease)/increase:		
Accounts payable and other liabilities	(676)	2,415
NET CASH PROVIDED BY OPERATING ACTIVITIES	20,459	11,223
INVESTING ACTIVITIES		
Purchase of medical equipment	(16,741)	(10,093)
Purchase of property and equipment	(1,092)	(1,024)
Proceeds from sale of medical equipment, property and equipment	4,594	4,383
NET CASH USED IN INVESTING ACTIVITIES	(13,239)	(6,734)
FINANCING ACTIVITIES		
Principal payments on long-term debt	(56,113)	(55,499)
Cash proceeds from long-term debt	50,798	51,552
Debt issuance costs	—	(229)
Common stock repurchased as part of share repurchase program	(1,180)	(153)
Common stock repurchased to satisfy statutory withholding on employee stock-based compensation plans	(816)	(1,158)
Cash proceeds from exercise of options and ESPP	387	1,064
NET CASH USED IN FINANCING ACTIVITIES	(6,924)	(4,423)
Net change in cash and cash equivalents	296	66
Cash and cash equivalents, beginning of period	231	165
Cash and cash equivalents, end of period	$ 527	$ 231

See accompanying notes to consolidated financial statements.

The following table presents certain supplementary cash flow information:

(in thousands)	Years Ended December 31, 2024	2023
SUPPLEMENTAL DISCLOSURES		
Cash paid for interest	$ 1,749	$ 2,052
Cash paid for income taxes	753	213
NON-CASH TRANSACTIONS		
Additions to medical equipment and property (a)	$ 1,383	$ 249

(a) Amounts consist of current liabilities for medical equipment and property that have not been included in investing activities. These amounts have not been paid for as of December 31, 2024 and 2023, respectively, but will be included as a cash outflow from investing activities for purchases of medical equipment and property when paid.

See accompanying notes to consolidated financial statements.

INFUSYSTEM HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Nature of Operations

InfuSystem Holdings, Inc. and its consolidated subsidiaries (collectively, the "Company") are a leading national provider of infusion pumps and related products and services for patients in the home, oncology clinics, ambulatory surgery centers, and other sites of care from seven locations in the United States ("U.S.") and Canada. The Company provides products and services to hospitals, oncology practices and facilities and other alternate site healthcare providers. Headquartered in Rochester Hills, Michigan, the Company delivers local, field-based customer support, and also operates pump service and repair Centers of Excellence in Michigan, Kansas, California, Massachusetts, Texas and Ontario, Canada. InfuSystem, Inc. is the operating subsidiary of the Company. During the fiscal year ended December 31, 2023, the Company's also operated through its wholly-owned subsidiary First Biomedical, Inc., a Kansas Corporation, which merged into InfuSystem on January 1, 2024.

The Company's core service is supplying electronic ambulatory infusion pumps and associated disposable supply kits to oncology clinics, infusion clinics and hospital outpatient chemotherapy clinics to be utilized in the treatment of a variety of cancers including colorectal cancer, pain management and other disease states. The majority of the Company's pumps are electronic infusion pumps. ICU Medical, Inc. supplied approximately 60% of the ambulatory pumps purchased by the Company in 2024. The Company has a supply agreement in place with this supplier. Certain "spot" purchases are made on the open market subject to individual negotiation. The Company also supplies Negative Pressure Wound Therapy ("NPWT") medical equipment, as well as related disposables and ancillary supplies.

In addition, the Company sells or rents new and pre-owned pole-mounted and ambulatory infusion pumps to, and provides biomedical recertification, maintenance and repair services for oncology practices, as well as other alternate site settings including home care and home infusion providers, skilled nursing and acute care facilities, pain centers and others.

The Company purchases new and pre-owned pole-mounted and ambulatory infusion pumps from a variety of sources on a non-exclusive basis. The Company repairs, refurbishes and provides biomedical certification for the devices as needed. The pumps are then available for sale, rental or to be used within the Company's ambulatory infusion pump management service.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC").

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all wholly owned organizations. All intercompany transactions and account balances have been eliminated in consolidation.

Segments

The Company operates in two reportable segments, Patient Services and Device Solutions based on management's view of its business for purpose of evaluating performance and making operating decisions.

The Company's approach is to make operational decisions and assess performance based on delivering products and services that together provide solutions to its customer base utilizing a functional management structure. Based upon this business model, the Company's Chief Executive Officer, whom the Company has determined to be its chief operating decision-maker ("CODM"), reviews segment financial information. See Note 13 for segment disclosures.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates, assumptions and judgements that affect amounts reported therein. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may differ from those estimates.

Business Combinations

The Company accounts for all business combinations using the acquisition method of accounting, which allocates the fair value of the purchase consideration to the tangible and intangible assets acquired and liabilities assumed based on their

estimated fair values. The excess of the purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed, management makes significant estimates and assumptions. For intangible assets, the Company typically uses the income approach to determine their estimated fair values. Key estimates and assumptions in that approach include the amount and timing of projected future cash flow, the discount rate selected to measure the risks inherent in those cash flows and the assessment of the asset's useful life. Initial purchase price allocations are subject to revision within the measurement period, not to exceed one year from the date of acquisition. Acquisition-related expenses and transaction costs associated with business combinations are expensed as incurred.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company maintains substantially all of its cash and cash equivalents primarily with two financial institutions that are insured with the Federal Deposit Insurance Corporation (“FDIC”). At times throughout the year, cash and cash equivalents balances might exceed FDIC insurance limits. Accounts at banks with an aggregate excess of the amount of outstanding checks over the cash balances are included in accounts payable in current liabilities in the consolidated balance sheet. At December 31, 2024, and 2023, the Company did not have any cash equivalents.

Revenue Recognition

The Company generates revenues from multiple sources including from the sale and rental of our products as well as service contracts. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606 - Revenue from Contracts with Customers ("ASC 606") stipulates revenue recognition at the time and in an amount that reflects the consideration expected to be entitled for the performance obligations that have been provided. ASC 606 defines contracts as creating enforceable rights and may be established through written contracts, oral agreements and through customary business practice. Under this definition, the Company considers contracts to be created at the time that the service is authorized or an order to purchase product is agreed upon regardless of whether or not there is a written contract.

The Company has three separate and distinct performance obligations offered to its customers: a rental service performance obligation, a product sale performance obligation and a service performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is defined as the unit of account for revenue recognition under ASC 606. The Company's customers include medical facilities or patients, depending on the arrangement, and payments are received from different sources which include commercial payers, government insurance payers, medical facilities and patients.

The Company generates a significant amount of its revenues that are accounted for under ASC 606 from the rental service of infusion pumps to its customers and the remainder of its revenue from product sales and services. For the rental service performance obligation revenue is based on its standalone price, determined using reimbursement rates established by third-party payer or other contracts. Revenue is recognized over the contract term in the period in which the related performance obligation is satisfied. The Company’s revenues related to product sales are recognized at the time that control of the product has been transferred to the customer; either at the time the product is shipped or the time the product has been received by the customer, depending on the delivery terms, or when the customer uses the products in the case of when our products are stored at a customer's location. The Company does not commit to long-term contracts to sell customers a certain minimum quantity of products. The Company's revenues related to services are recognized as the service work is completed.

The Company employs certain significant judgments to estimate the dollar amount of revenue, and related concessions, allocated to the rental service and product performance obligations. These judgments include, among others, the estimation of variable consideration. The Company allocates variable consideration using standalone selling price when appropriate and available. When an appropriate standalone selling price is not available, the Company allocates based on a best estimate approach using the relative fair market value. Variable factors include differences in transaction price and changes in the expected total volume of services during the contract period. In calculating the variable amount of revenue for these performance obligations, variable consideration is estimated as price concessions resulting from differences between the rates charged for services performed and the expected reimbursements for commercial payers and other customer concessions. The contract period starts at contract inception and typically extends 30 days past the end of each reporting period representing the non-cancelable period of each agreement. These estimates for variable consideration are based on historical service volumes with our customers and prices with similar payers, aged accounts receivable by payer class and payer correspondence using the portfolio approach, which provide a reasonable basis for estimating the variable portion of a transaction. The Company doesn’t believe it is probable that a significant reversal of revenue will occur in future periods because (i) there is no significant uncertainty about the amount of considerations that is expected to be collected based on collection history and (ii) the large number of sufficiently similar contracts allows the Company to adequately estimate the components of variable consideration.

Net revenues are adjusted when changes in estimates of variable consideration occur. Changes in estimates typically arise as a result of new information obtained, such as changes in volume and actual payment receipt or denial, or pricing adjustments by payers. Subsequent changes to estimates of transaction prices are recorded as adjustments to net revenue in the period of the change. Subsequent changes that are determined to be the result of an adverse change in the payer's ability to pay are recorded as an adjustment to the allowance for credit losses.

Lease Arrangements

The Company also generates its revenues from the rental of infusion pumps to its customers as leases. Under ASC 842, Leases ("ASC 842"), leases may be classified as either financing, sales-type, or operating, and the Company is required to disclose key information about leasing arrangements. The classification determines the pattern of revenue recognition and classification within the statement of operations. The Company elected the "combining lease and non-lease components" practical expedient for all qualifying non-lease components. The Company's customers include medical facilities or patients, depending on the arrangement, and payments are received from different sources which include commercial insurance payers, government insurance payers, medical facilities and patients.

The Company primarily participates in operating leases as a lessor, and determined, and will continue to determine, whether an arrangement is a lease at inception. The Company's operating leases are primarily for medical equipment under operating lease arrangements that expire at various dates over the next twelve months. The Company's leases do not contain any restrictive covenants. Most of the Company's equipment leases do not contain any material residual value guarantees. For the agreements that have guarantees, the residual value reflects management's best estimate of the expected sales price for the equipment at lease termination based on sales history adjusted for recent trends in the expected exit markets. The Company's equipment leases may contain renewal options which range from one week to one year. Lease payments receivable reflect contractual lease payments adjusted for renewal or termination options that the Company believe the customer is reasonably certain to exercise. As of December 31, 2024, the Company did not have any operating leases that contained renewal options with increasing rental amounts. Many of the Company's leases allow the customer to extend the lease at prevailing market terms. The Company's operating leased assets are not protected against casualty loss through third-party insurance.

Due to the nature of the industry and the reimbursement environment in which the Company operates, certain estimates, including management's assessment of probability of collection, are required to record revenue and accounts receivable at their net realizable values, otherwise, if probability of collection is not met, the Company records revenue for such leases on a cash basis. Inherent in these estimates is the risk that they will have to be revised or updated as additional information becomes available. Specifically, the complexity of many arrangements and the uncertainty of reimbursement amounts for certain services from certain payers may result in variable lease payments that require adjustments to amounts originally recorded. Such adjustments are typically identified and recorded at the point of cash application, claim denial or account review. The Company adjusts revenue for historical trends on revenue adjustments due to timely filings, deaths, and other types of analyzable adjustments on a monthly basis to record rental revenue at the expected collectible amounts. Consistent with ASC 450, Contingencies, for contracts where collection is considered probable, accounts receivable is reduced by an allowance for credit losses which provides for those accounts from which payment is not expected to be received although product was delivered and revenue was earned. The Company records an allowance for credit losses based upon an analysis of historical collections. The Company has elected to record the adjustments to accounts receivables in net revenues on the Consolidated Statements of Operations and Comprehensive Income. The determination that an account is uncollectible, and the ultimate write-off of that account occurs once collection is considered to be highly unlikely, and it is written-off and charged to the allowance at that time.

The Company also participates in sales-type leases as a lessor, and determined, and will continue to determine, whether an arrangement is a lease at inception. In a sales-type lease, lessors are required to recognize a lease receivable, selling profit, initial indirect costs, and residual asset values for all of these types of leases, and to disclose key information about leasing arrangements. The Company's sales-type leases are primarily for medical equipment under sales-type lease arrangements that expire at various dates over the next three years. The Company's leases do not contain any restrictive covenants. The Company's equipment leases do not contain any material residual value guarantees or renewal options.

Lease revenue for leased assets is recognized in net revenue. The Company further recognizes any variable lease payments that are not included in the net investment in the lease as income in profit or loss in the period when the changes in facts and circumstances on which the variable lease payments are based occur.

Accounts Receivable and Allowance for Credit Losses, and Contingencies

Amounts billed that have not yet been collected that also meet the conditions for unconditional right to payment are presented as accounts receivable. Accounts receivable related to rental service and delivery of products are reported at net

realizable value, inclusive of adjustments for variable consideration. These adjustments reflect the amounts expected to be collected from payers based on an analysis of historical collections. The Company writes off accounts receivable once collection efforts have been exhausted and an account is deemed to be uncollectible. An allowance for credit losses, and contingencies, is established as a result of an adverse change in the Company's payers' ability to pay outstanding billings. The allowance for credit losses was $0.2 million and $0.6 million as of December 31, 2024 and 2023, respectively.

Inventories

The Company's inventories consist of disposable medical supplies, replacement parts and other supplies used in conjunction with medical equipment and are stated at the lower of cost (first-in, first-out basis) or net realizable value. Cost primarily represents the purchase price paid for the items on hand. The Company periodically performs an analysis of slow-moving inventory and records an adjustment to reflect the recoverable amount.

Medical Equipment

Medical Equipment ("Equipment") consists of equipment that the Company purchases from third-parties and is (1) held for sale or rent, and (2) used in service to generate rental revenue. Equipment, once placed into service, is depreciated using the straight-line method over the estimated useful lives of the equipment which is typically seven years. The Company does not depreciate Equipment held for sale or rent. When Equipment in rental service assets are sold, or otherwise disposed, the cost and related accumulated depreciation are removed from the accounts and a gain or loss is recorded in the current period. The Company periodically performs an analysis to identify potentially missing Equipment and records a reserve equal to the underlying net book value, which was $2.5 million and $2.1 million as of December 31, 2024 and 2023, respectively. This amount approximates the accelerated depreciation the Company would recognize over the remaining useful lives of the assets determined to be missing. The Company performs a similar analysis of slow-moving Equipment for sale or rent and records a reserve, which was less than $0.1 million as of both December 31, 2024 and 2023.

Presentation of Medical Equipment in the Consolidated Statements

The Company purchases medical equipment directly for sale as well as medical equipment that is purchased for either rental or sale and that is unallocated at the time of purchase ("Unallocated Assets"). Management believes that the predominant source of revenues and cash flows from the Unallocated Assets is from rentals and most equipment purchased is likely to be rented prior to being sold. The Company concluded that (i) the assets specifically supporting its two primary revenue streams should be separately disclosed on the balance sheet; (ii) the purchase and sale of Unallocated Assets should be classified solely in investing cash flows based on their predominant source while medical equipment purchased specifically for sales activity should be classified in operating cash flows; and (iii) other activities ancillary to the rental process should be consistently classified.

Property and Equipment

Property and equipment is stated at acquired cost and depreciated using the straight-line method over the estimated useful lives of the related assets, ranging fromthree to seven years. Externally purchased information technology software and hardware are depreciated overthree and five years, respectively. Leasehold improvements are amortized using the straight-line method over the life of the asset or the remaining term of the lease, whichever is shorter. Maintenance and minor repairs are expensed to operations as incurred. When assets are sold, or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is recorded in the current period.

Goodwill

Goodwill is tested for impairment annually or more frequently when certain events or circumstances trigger a review. Management has the option to first assess qualitative factors such as current performance and overall economic conditions to determine whether or not it is necessary to perform a quantitative goodwill impairment test. If the Company chooses that option, then the Company would not be required to perform a quantitative goodwill impairment test unless the Company determines that, based on a qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying value. If the Company determines that an impairment is more likely than not, or if the Company chooses not to perform a qualitative assessment, the Company will then proceed with the quantitative assessment. Under the quantitative test, if the fair value of a reporting unit exceeds its carrying amount, then goodwill of the reporting unit is considered to not be impaired. If the carrying amount of the reporting unit exceeds its fair value, then an impairment loss is recognized in an amount equal to the excess, up to the value of the goodwill. The Company performed its annual impairment analysis by using a quantitative assessment as of October 31, 2024 and determined that there was no impairment.

Intangible Assets

Intangible assets consist of trade names, physician and customer relationships, unpatented technology, non-competition agreements and software. The Company amortizes the value assigned to the physician and customer relationships on a straight-line basis over the period of expected benefit, which ranges from fifteen to twenty years. The acquired physician and customer relationship base represents a valuable asset of the Company due to the expectation of future business opportunities to be leveraged from the existing relationship with each physician and customer. The Company has long-standing relationships with numerous oncology clinics, physicians, home care and home infusion providers, skilled nursing and acute care facilities, pain centers and others. The useful lives of these relationships are based on the expected attrition rates. Acquired software is amortized on a straight-line basis over the period of expected benefit, which ranges from three to five years. Acquired unpatented technology arose from recent acquisitions and is amortized on a straight-line basis over the period of expected benefit, which is seven years. This asset represents acquired knowledge of repair solutions that will be leveraged into opportunities into the acute care market. The non-competition agreements arose from recent acquisitions and are amortized on a straight-line basis over the terms of the agreements, which is five years. Trade names associated with the original acquisition of InfuSystem are not amortized.

Management tests indefinite life trade names for impairment annually or more frequently if deemed necessary. Management has the option of first performing the impairment test for intangible assets with indefinite lives on a qualitative basis, by evaluating factors to determine whether it is more likely than not that an impairment exists. If it is more likely than not that an impairment exists, or if the Company chooses not to perform a qualitative assessment, then a quantitative impairment test is performed. Impairment exists when the carrying amount of the intangible asset exceeds its fair value. If the carrying value of the intangible assets exceeds the fair value, an impairment loss is recognized in an amount equal to that excess. The Company performed its annual impairment analysis by using a quantitative assessment as of October 31, 2024 and determined that the fair value of the trade names with indefinite lives was greater than their carrying value, resulting in no impairment.

Software Capitalization and Depreciation

The Company capitalizes certain costs incurred in connection with obtaining or developing internal-use software, including payroll and payroll-related costs for employees who are directly associated with the internal-use software project, external direct costs of materials and services and interest costs while developing the software. Capitalized software costs are included in intangible assets, net and are amortized using the straight-line method over the estimated useful life of three to five years. Capitalization of such costs ceases when the project is substantially complete and ready for its intended purpose. Costs incurred during the preliminary project and post-implementation stages, as well as software maintenance and training costs, are expensed in the period in which they are incurred. The Company did not capitalize any internal-use software for the year ended December 31, 2024, and 2023. Amortization expense for capitalized software was $0.1 million as of both December 31, 2024 and 2023.

The Company assesses impairment indicators related to its internally-developed, internal-use software, specifically looking at the effectiveness and useful lives of each project and sub-project to determine if impairment indicators are present. For the year ended December 31, 2024, the Company assessed the impairment indicators and found none to be present.

Impairment of Long-Lived Assets

Long-lived assets held for use, which includes medical equipment in rental service, property and equipment and amortizable intangible assets, are reviewed for impairment when events or changes in circumstances indicate that their carrying value may not be recoverable. If an impairment indicator exists, the Company assesses the asset or asset group for recoverability. Recoverability of these assets is determined based upon the expected undiscounted future net cash flows from the operations to which the assets relate, utilizing management's best estimates, appropriate assumptions and projections at the time. If the carrying value is determined not to be recoverable from future operating cash flows, the asset is deemed impaired and an impairment loss would be recognized to the extent the carrying value exceeded the estimated fair market value of the asset or asset group. For the years ended December 31, 2024 and 2023, respectively, the Company assessed the impairment indicators and found none to be present.

Leases

For policies related to the Company acting as a lessor, refer to the "Lease Arrangements" policy section above.

With respect to the policies related to the Company as lessee, under ASC 842, lessees are required to recognize a lease liability and right-of-use asset ("ROU asset") for all leases and to disclose key information about leasing arrangements. Additionally, leases are classified as either financing or operating; the classification determines the pattern of expense

recognition and classification within the statement of operations. The Company elected to apply its lease accounting policy only to leases with a term greater than twelve months.

ASC 842 provides practical expedients for an entity's ongoing accounting. The Company elected the "combining lease and non-lease components" practical expedient. The company also elected to apply the short-term lease recognition exemption to certain leases; therefore, the Company did not recognize ROU assets and lease liabilities for these leases.

In adopting ASC 842, the Company determined and will continue to determine whether an arrangement is a lease at inception. The Company's operating leases are primarily for office space, service facility centers and equipment under operating lease arrangements that expire at various dates over the next seven years. The Company's leases do not contain any restrictive covenants. The Company's office leases generally contain renewal options for periods ranging from one to five years. Because the Company is not reasonably certain to exercise these renewal options, the options are not considered in determining the lease term, and payments associated with the option years are excluded from lease payments. The Company's office leases do not contain any material residual value guarantees. The Company's equipment leases generally do not contain renewal options. The Company is not reasonably certain to exercise the renewal options for those equipment leases that do contain renewal options, thus, the options are not considered in determining the lease term and payments associated with the option years are excluded from lease payments.

For the Company's equipment leases, the Company used and will use the implicit rate in the lease as the discount rate, when available. Otherwise, the Company uses its incremental borrowing rate as the discount rate. For the Company's office leases, the implicit rate is typically not available, so the Company used and will use its incremental borrowing rate as the discount rate. The incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments.

Payments due under the Company's operating leases include fixed payments as well as variable payments. For the Company's office leases, variable payments include amounts for the Company's proportionate share of operating expenses, utilities, property taxes, insurance, common area maintenance and other facility-related expenses. For the Company's equipment leases, variable payments may consist of sales taxes, property taxes and other fees.

Cost of Revenues

Cost of revenues include the costs of servicing and maintaining pumps, products and services sold, shipping, depreciation of medical equipment, and other direct and indirect costs related to net revenues, and these expenses are expensed as incurred. Shipping and handling costs incurred after control over a product has transferred to a customer are accounted for as a fulfillment cost.

Customer Concentration

As of December 31, 2024 and 2023, the Company had contracts with nearly835 and 820 third-party payer networks, respectively. Material terms of contracts with third-party payer organizations are typically a pre-negotiated fee schedule rate or a then-current proprietary fee schedule rate for equipment and supplies provided. The majority of these contracts generally provide for a term of one year, with automatic one-year renewals, unless the Company or the contracted payer elect not to renew. The Company also contracts with various other third-party payer organizations, Medicaid, commercial Medicare replacement plans, self-insured plans, facilities of its Medicare patients and numerous other insurance carriers. No single payer or customer represented more than 10% of the Company's net revenue in 2024 or 2023.

Income Taxes

The Company recognizes deferred income tax liabilities and assets based on (i) the differences between the financial statement carrying amounts and the tax basis of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse and (ii) the tax credit carryforwards. Deferred income tax (expense) benefit results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all of any deferred tax assets will not be realized.

Provisions for federal, state and foreign taxes are calculated based on reported pre-tax earnings based on current tax law and include the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Certain items of income and expense are recognized in different time periods for financial reporting than for income tax purposes; thus, such provisions differ from the amounts currently receivable or payable.

The Company follows a two-step approach for recognizing uncertain tax positions. First, it evaluates the tax position for recognition by determining if the weight of available evidence indicates it is more-likely-than-not that the position will be

sustained upon examination. Second, for positions that are determined are more-likely-than-not to be sustained, it recognizes the tax benefits as the largest benefit that has a greater than 50% likelihood of being sustained. The Company establishes a reserve for uncertain tax positions liability that is comprised of unrecognized tax benefits and related interest and penalties. The Company adjusts this liability in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position, or more information becomes available.

Treasury Stock

The Company periodically repurchases shares of its common stock. These repurchases take place either as part of a board-authorized program, which may include open market transactions or privately negotiated transactions and may be made under a Rule 10b5-1 plan, or in targeted stock purchase agreements approved by the Board. Treasury stock is accounted for using the par value method. As of December 31, 2024 and 2023, respectively, the Company did not have any shares being held in treasury.

Share-Based Payments

The Company determines the fair value of stock option awards, restricted stock awards and stock appreciation rights (collectively, "Share-Based Awards") on the date of grant using either the grant date price of the Company's common stock or option-pricing models which are affected by the Company's stock price, as well as assumptions regarding a number of other inputs using the Black-Scholes pricing model. These variables include the Company's expected stock price volatility over the expected term of the Share-Based Awards, actual and projected employee stock option exercise behaviors, risk-free interest rates and expected dividends. The expected volatility is based on the historical volatility. The expected term represents the period over which the Share-Based Awards are expected to be outstanding. The dividend yield is an estimate of the expected dividend yield on the Company's stock. The risk-free rate is based on U.S. Treasury yields in effect at the time of the grant for the expected term of the Share-Based Awards. Forfeitures are recognized as they occur. All Share-Based Awards are amortized based on their graded vesting over the requisite service period of the awards. Compensation costs are recognized over the requisite service period using the accelerated method and included in general and administrative expenses.

Additionally, the Company also determines the fair value of performance-based restricted stock units ("PSUs") based upon the type of performance measure. These awards typically vest after the Company's achievement of either a specific Company performance metric or when the market value of the Company's stock meets a specific metric such as when the closing price of the Company's stock reaches a target value for a minimum number of consecutive trading days. Under FASB ASC 718, the provisions of the PSUs that vest upon achievement of a target market value are considered a market condition, and therefore the effect of that market condition is reflected in the grant date fair value for this type of award. A third-party valuation expert was engaged to prepare a "Monte Carlo simulation" to account for the market condition to assist management in its conclusion of fair value. That simulation takes into account the beginning stock price of the Company's common stock, the expected volatilities for the Company's stock price and the expected risk-free rate of return. The single grant-date fair value computed by this valuation method is recognized by the Company in accounting for the awards regardless of the actual future outcome of the market condition. Compensation costs are accelerated if the market condition is satisfied prior to the end of the service period derived under the Monte Carlo simulation. The grant date fair value of the other PSUs is calculated as the closing price of the Company's common stock on the grant date multiplied by the number of shares estimated to be delivered subject to the award terms. Company performance measure goals are considered a performance condition and the timing and amount of compensation cost for those PSUs corresponds with management's expectation of the probable outcome of the performance conditions as of the grant date and during the vesting period.

Deferred Debt Issuance Costs

Capitalized debt issuance costs as of December 31, 2024 and 2023 relate to the Company's credit facility. The costs related to the agreement are netted against current and non-current debt and is recognized in Interest expense. The Company amortizes these costs using the interest method through the maturity date of the underlying debt.

Earnings Per Share

The Company reports its earnings per share which includes the presentation of both basic and diluted earnings per share on the statements of operations. The diluted weighted average common shares include adjustments for the potential effects of outstanding stock options but only in the periods in which such effect is dilutive under the treasury stock method. Included in our basic and diluted weighted average common shares are those stock options and restricted stock awards due to participants granted from the 2014 and 2021 stock incentive plans. Anti-dilutive stock awards are comprised of stock options and unvested restricted stock awards, which would have been anti-dilutive in the application of the treasury stock method. In periods where the Company records a net loss, the diluted per share amount is the same as the basic per share amount.

In accordance with this topic, the following table reconciles income and share amounts utilized to calculate basic and diluted net income per common share:

	Years Ended December 31,	
	2024	2023
Numerator (in thousands):		
Net income:	$ 2,345	$ 872
Denominator:		
Weighted average common shares outstanding:		
Basic	21,271,608	21,024,382
Dilutive effect of common stock equivalents	435,543	621,697
Diluted	21,707,151	21,646,079

Stock options of 1,950,403 and 1,007,394 shares were not included in the calculation for the years ended December 31, 2024 and 2023, respectively, because they would have an anti-dilutive effect.

Derivatives

The Company recognizes all derivative financial instruments as cash flow hedges which are shown as either assets or liabilities on the Company's consolidated balance sheets at fair value. For derivative contracts which can be classified as a cash flow hedge, the effective portion of the change in fair value of the derivative is recorded to accumulated other comprehensive income ("AOCI") in the consolidated balance sheets. The underlying hedge transaction is realized when the interest payments on debt are accrued; the applicable amount of gain or loss included in AOCI is reclassified into earnings in the consolidated statements of operations on the same line as the gain or loss on the hedged item attributable to the hedged risk. The cash flows from derivatives are classified as operating activities.

The Company maintains a policy of requiring that all derivative instruments be governed by an International Swaps and Derivatives Association Master Agreement and settles on a net basis.

The fair values of the Company's derivative financial instruments are categorized as Level 2 of the fair value hierarchy as the values are derived using the market approach based on observable market inputs including quoted prices of similar instruments and interest rate forward curves.

Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets as of December 31, 2024 and 2023 for cash, accounts receivable, accounts payable and other current liabilities approximate fair value because of the short-term nature of these instruments (Level I). The carrying value of the Company's long-term debt with variable interest rates approximates fair value based on instruments with similar terms (Level II).

The Company has adopted ASC 820, Fair Value Measurements, which defines fair value, establishes a framework for assets and liabilities being measured and reported at fair value and appends disclosures about fair value measurements.

For financial assets and liabilities measured at fair value on a recurring basis, fair value is the price the Company would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. A three-level fair value hierarchy prioritizes the inputs used to measure fair value as follows:

Level I: quoted prices in active markets for identical instruments;

Level II: quoted prices in active markets for similar instruments, quoted prices for identical instruments in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the instrument; and

Level III: significant inputs to the valuation model are unobservable.

Recent Accounting Pronouncements and Developments

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, “Segment Reporting (ASC 280): Improvements To Reportable Segment Disclosures.” ASU 2023-07 expands the disclosure requirements for reportable segments by requiring enhanced disclosures about significant segment expenses. Under the new standard, entities must disclose an amount for other segment items by reportable segment and a description of its composition. The other segment items category is the difference between segment revenue less the significant expenses disclosed and each reported measure of segment profit or loss. Additionally, entities must disclose at least one measure of assessing segment performance and the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance. The amendments are effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The amendments are applied retrospectively to all prior periods presented in the financial statements. The Company's adoption of this standard on January 1, 2024 did not have a material effect on its consolidated balance sheets, statements of operations, statements of cash flows or related disclosures. See Note 13 for segment disclosures.

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, “Income Taxes (ASC 740): Improvements To Income Tax Disclosures.” ASU 2023-09 which is intended to enhance the transparency, decision usefulness and effectiveness of income tax disclosures. The amendments in this ASU require a public entity to disclose a tabular tax rate reconciliation, using both percentages and currency, with specific categories. A public entity is also required to provide a qualitative description of the states and local jurisdictions that make up the majority of the effect of the state and local income tax category and the net amount of income taxes paid, disaggregated by federal, state and foreign taxes and also disaggregated by individual jurisdictions. The amendments also remove certain disclosures that are no longer considered cost beneficial. The amendments are effective prospectively for annual periods beginning after December 15, 2024, and early adoption and retrospective application are permitted. The Company is currently evaluating the impact of ASU 2023-09 on its consolidated financial statements and related disclosures.

In March 2024, the SEC issued final rules on climate-related disclosures that will require annual disclosure of material climate-related risks and material direct greenhouse gas emissions from operations owned or controlled (Scope 1) and material indirect greenhouse gas emissions from purchased energy consumed in owned or controlled operations (Scope 2). Additionally, the rules require disclosure in the notes to the financial statements of the effects of severe weather events and other natural conditions, subject to certain financial thresholds, as well as amounts related to carbon offsets and renewable energy credits or certificates. These rules also require disclosure of climate risk oversight practices of the Board of Directors and management, and the disclosure of governance, risk management and strategy related to material climate-related risks. In April 2024, the SEC voluntarily stayed the new rules pending the completion of judicial review. The disclosure requirements, if ultimately upheld as adopted, will begin phasing in for reports and registration statements including financial information with respect to annual periods beginning in our fiscal 2027. We are currently evaluating the impact of adoption of these final rules on our disclosures.

In November 2024, the FASB issued ASU 2024-03, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses" ("ASU 2024-03"), which requires disclosures, in the notes to the financial statements, about the types of expenses included in certain expense captions presented on the income statement. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the rule to determine the impact on its consolidated financial statements and disclosures.

3. Revenue

Disaggregated Revenue

The following table presents the Company's disaggregated revenue by offering type (in thousands):

	Years Ended December 31,			
	2024		2023	
	Total Net Revenues	% of Total Net Revenues	Total Net Revenues	% of Total Net Revenues
Patient Services revenue recognized at a point in time:				
Direct products	$ 2,706	2.0 %	$ 2,294	1.8 %
Third-Party Payer products	15,023	11.1 %	13,821	11.0 %
Patient Services revenue recognized over time:				
Direct rental services	7,683	5.7 %	7,388	5.9 %
Third-Party Payer rental services	47,394	35.1 %	44,475	35.4 %
Total Patient Services accounted for under ASC 606	72,806	53.9 %	67,978	54.1 %
Device Solutions revenue recognized at a point in time:				
Products	16,552	12.3 %	14,877	11.8 %
Services	8,861	6.6 %	9,844	7.8 %
Device Solutions revenue recognized over time:				
Services	8,082	6.0 %	6,038	4.8 %
Total Device Solutions accounted for under ASC 606	33,495	24.9 %	30,759	24.4 %
Total Revenue Accounted for under ASC 606	106,301	78.8 %	98,737	78.5 %
Patient Services Lease Revenue	7,572	5.6 %	8,563	6.8 %
Device Solutions Lease Revenue	20,988	15.6 %	18,485	14.7 %
Total Revenue accounted for under ASC 842	28,560	21.2 %	27,048	21.5 %
Total Net Revenue	$ 134,861	100.0 %	$ 125,785	100.0 %

Contract Balances

	2024	2023	Change in 2024
Accounts receivable, net	$ 21,155	$ 19,830	$ 1,325
Contract assets	$ 570	$ 1,271	$ (701)

The change in contract assets during the fiscal year ended December 31, 2024 was mainly due to $10.8 million of contract assets reclassified to accounts receivable as our right to consideration for these contract assets became unconditional, partially offset by $10.1 million of revenue recognized for which the payment is subject to conditions other than the passage of time. Contract assets are included in other current assets on the Company's consolidated balance sheets.

4. Medical Equipment

Medical equipment consisted of the following (in thousands):

	December 31, 2024	December 31, 2023
Medical Equipment for sale or rental	$ 3,182	$ 3,081
Medical Equipment for sale or rental - pump reserve	(25)	(32)
Medical Equipment for sale or rental - net	3,157	3,049
Medical Equipment in rental service	107,028	96,298
Medical Equipment in rental service - pump reserve	(2,530)	(2,126)
Accumulated depreciation	(65,323)	(59,244)
Medical Equipment in rental service - net	39,175	34,928
Total	$ 42,332	$ 37,977

Depreciation expense for medical equipment for the years ended December 31, 2024 and 2023 was $10.2 million and $10.4 million, respectively, which were recorded in "cost of revenues" for each period. The pump reserve for medical equipment in rental service represents an estimate for medical equipment that is considered to be missing. The reserve calculated is equal to the net book value of assets that have not returned from the field within a certain timeframe. Sales of the Company's medical equipment are included in net revenue.

5. Property and Equipment

Property and equipment consisted of the following (in thousands):

	December 31, 2024			December 31, 2023		
	Gross Assets	Accumulated Depreciation	Total	Gross Assets	Accumulated Depreciation	Total
Furniture, fixtures, and equipment	$ 6,180	$ (4,588)	$ 1,592	$ 6,611	$ (3,909)	$ 2,702
Automobiles	87	(87)	—	87	(87)	—
Leasehold improvements	4,911	(2,473)	2,438	3,570	(1,951)	1,619
Total	$ 11,178	$ (7,148)	$ 4,030	$ 10,268	$ (5,947)	$ 4,321

Depreciation expense for property and equipment for each of the years ended December 31, 2024 and 2023 was $1.3 million and $1.1 million, respectively. This expense was recorded in "general and administrative expenses" for each period.

6. Goodwill and Intangible Assets

The changes in the carrying value of goodwill by segment are as follows (in thousands):

	Device Solutions (a)
Balance as of December 31, 2023	3,710
Goodwill acquired	—
Balance as of December 31, 2024	$ 3,710

(a) The Patient Services segment hasno recorded goodwill.

The carrying amount and accumulated amortization of intangible assets were as follows (in thousands):

	December 31, 2024			December 31, 2023		
	Gross Assets	Accumulated Amortization	Net	Gross Assets	Accumulated Amortization	Net
Nonamortizable intangible assets						
Trade names	$ 2,000	$ —	$ 2,000	$ 2,000	$ —	$ 2,000
Amortizable intangible assets						
Trade names	23	(23)	—	23	(23)	—
Physician and customer relationships	38,834	(34,996)	3,838	38,834	(34,295)	4,539
Unpatented technology	943	(528)	415	943	(393)	550
Non-competition agreements	472	(349)	123	472	(255)	217
Software	10,300	(10,220)	80	10,300	(10,160)	140
Total nonamortizable and amortizable intangible assets	$ 52,572	$ (46,116)	$ 6,456	$ 52,572	$ (45,126)	$ 7,446

Amortization expense for intangible assets for both the years ended December 31, 2024 and 2023 was $1.0 million, respectively, which was recorded in "amortization of intangibles expenses" for each period. Expected remaining annual amortization expense for the next five years for intangible assets recorded as of December 31, 2024 is as follows (in thousands):

	2025	2026	2027	2028	2029	2030 and thereafter
Amortization expense	$ 810	$ 525	$ 471	$ 348	$ 337	$ 1,965

7. Debt

On February 5, 2021, the Company entered into a Credit Agreement (the "2021 Credit Agreement") with JPMorgan Chase Bank, N.A., as administrative agent (the "Agent"), sole bookrunner and sole lead arranger, and the lenders party thereto. The borrowers under the 2021 Credit Agreement are the Company, InfuSystem Holdings USA, Inc. ("Holdings"), ISI, First Biomedical, and IFC LLC ("IFC" and, collectively with the Company, Holdings, ISI and First Biomedical, the "Borrowers").

The 2021 Credit Agreement provides for a revolving credit facility (the "Revolving Facility") of $75.0 million, maturing on February 5, 2026. The Revolving Facility may be increased by $25.0 million, subject to certain conditions, including the consent of the Agent and obtaining necessary commitments. The lenders under the 2021 Credit Agreement may issue up to $7.0 million in letters of credit subject to the satisfaction of certain conditions. On February 5, 2021, the Borrowers made an initial borrowing of $30.0 million under the Revolving Facility. Proceeds from the loan, along with approximately $8.2 million in cash, were used to repay all amounts due under the Company's then existing credit facility dated March 23, 2015 (the "2015 Credit Agreement").

The 2021 Credit Agreement has customary representations and warranties. The ability to borrow under the facility is subject to ongoing compliance with a number of customary affirmative and negative covenants, including limitations on

indebtedness, liens, mergers, acquisitions, investments, asset sales, affiliate transactions and restricted payments, as well as financial covenants, including the following:

- a minimum fixed charge coverage ratio (defined as the ratio of consolidated EBITDA (as defined in the 2021 Credit Agreement) less50% of depreciation expense), to consolidated fixed charges (as defined in the 2021 Credit Agreement)) for the prior four most recently ended calendar quarters of 1.20 to 1.00; and
- a maximum leverage ratio (defined as total indebtedness to EBITDA for the prior four most recently ended calendar quarters) of3.50 to 1.00.

The 2021 Credit Agreement includes customary events of default. The occurrence of an event of default will permit the lenders to terminate commitments to lend under the Revolving Facility and accelerate payment of all amounts outstanding thereunder.

Simultaneous with the execution of the 2021 Credit Agreement, the Company entered into a Pledge and Security Agreement to secure repayment of the obligations of the Borrowers. Under the Pledge and Security Agreement, each Borrower has granted to the Agent, for the benefit of various secured parties, a first priority security interest in substantially all of the personal property assets of each of the Borrowers, including the shares of each of Holdings, ISI and First Biomedical and the equity interests of IFC.

On April 26, 2023, the Company entered into a First Amendment to the 2021 Credit Agreement (the "First Amendment") with the Agent and the lenders party thereto, which amended the 2021 Credit Agreement, to provide for, among other things: (i) an extension of the maturity date for the 2021 Credit Agreement to April 26, 2028, (ii) the replacement of London Interbank Offered Rate ("LIBOR") with Adjusted Term Secured Overnight Financing Rate ("SOFR") as a benchmark interest rate, and (iii) an increase of the maximum dollar amount of incremental revolving loans from $25 million to $35 million. Incremental revolving loans continue to be subject to certain conditions, including the consent of the Agent and obtaining necessary commitments.

The 2021 Credit Agreement and First Amendment was accounted for as debt modifications that resulted in a small increase to deferred debt issuance costs. As of December 31, 2024, the Company was in compliance with all debt-related covenants under the 2021 Credit Agreement, as amended.

The following table illustrates the net availability under the Revolving Facility as of the applicable balance sheet date (in thousands):

	December 31, 2024	December 31, 2023
Revolving Facility:		
Gross availability	$ 75,000	$ 75,000
Outstanding draws	(24,124)	(29,439)
Letters of credit	—	(200)
Availability on Revolving Facility	$ 50,876	$ 45,361

The Company had future maturities of its long-term debt as of December 31, 2024 as follows (in thousands):

	2025	2026	2027	2028	2029	2030 and thereafter	Total
Revolving Facility	$ —	$ —	$ —	$ 24,124	$ —	$ —	$ 24,124
Total	$ —	$ —	$ —	$ 24,124	$ —	$ —	$ 24,124

The following is a breakdown of the Company's current and long-term debt (in thousands):

	December 31, 2024			December 31, 2023		
	Current Portion	Long-Term Portion	Total	Current Portion	Long-Term Portion	Total
Revolving Facility	$ —	$ 24,124	$ 24,124	$ —	$ 29,439	$ 29,439
Unamortized value of debt issuance costs	—	(260)	(260)	—	(338)	(338)
Total	$ —	$ 23,864	$ 23,864	$ —	$ 29,101	$ 29,101

As of December 31, 2024, amounts outstanding under the Revolving Facility provided under the 2021 Credit Agreement bear interest at a variable rate equal to, at the Company's election, Adjusted Term SOFR for Term Benchmark loans or an Alternative Base Rate for ABR loans, as defined by the First Amendment plus a spread that will vary depending upon the Company's leverage ratio. The spread ranges from 2.00% to 3.00% for Term Benchmark Loans and 1.00% to 2.00% for base rate loans. The weighted-average Term Benchmark loan rate at December 31, 2024 was 6.57% (Adjusted Term SOFR of4.57% plus 2.00%). The actual ABR loan rate at December 31, 2024 was8.50% (lender's prime rate of 7.50% plus 1.00%).

8. Derivative Financial Instruments and Hedging Activities

In February 2021, the Company adopted a derivative investment policy which provides guidelines and objectives related to managing financial and operational exposures arising from market changes in short term interest rates. In accordance with this policy, the Company can enter into interest rate swaps or similar instruments, will endeavor to evaluate all the risks inherent in a transaction before entering into a derivative financial instrument and will not enter into derivative financial instruments for speculative or trading purposes. Hedging relationships are formally documented at the inception of the hedge and hedges must be highly effective in offsetting changes to future cash flows on hedged transactions at the inception of a hedge and on an ongoing basis to be designated for hedge accounting treatment.

The Company is exposed to interest rate risk related to its variable rate debt obligations under the 2021 Credit Agreement. In order to manage the volatility in interest rate markets, in February 2021, the Company entered into two interest rate swap agreements to manage exposure arising from this risk. On a combined basis, the agreements had a constant notional amount over a 5-year term that would have ended on February 5, 2026. While they were outstanding, each agreement paid the Company 30-day LIBOR on the notional amount and the Company paid a fixed rate of interest equal to 0.73%. These derivative instruments were considered cash flow hedges. On May 11, 2023, thesetwo swaps were settled and a new swap was entered into with different terms that aligned with changes in the 2021 Credit Agreement arising from the First Amendment. The new swap has a constant notional amount over a five-year term that ends on April 26, 2028. The agreement pays the Company 30-day SOFR on the notional amount and the Company pays a fixed rate of interest equal to 1.74%. The Company does not have any other derivative financial instruments.

The table below presents the location and gross fair value amounts of the Company's derivative financial instruments and the associated notional amounts designated as cash flow hedges (in thousands):

	December 31, 2024		
	Balance Sheet Location	Notional	Fair Value Derivative Assets
Derivatives designated as hedges:			
Cash flow hedges			
Interest rate swaps	Derivative financial instruments	$ 20,000	$ 1,481

	December 31, 2023		
	Balance Sheet Location	Notional	Fair Value Derivative Assets
Derivatives designated as hedges:			
Cash flow hedges			
Interest rate swaps	Derivative financial instruments	$ 20,000	$ 1,442

The table below presents the effect of our derivative financial instruments designated as hedging instruments in AOCI (in thousands):

	Years Ended	
	December 31, 2024	December 31, 2023
Gain on cash flow hedges - interest rate swaps		
Beginning balance	$ 1,088	$ 1,489
Unrealized gain recognized in AOCI	734	214
Amounts reclassified to interest expense (a)(b)	(694)	(737)
Tax benefit (provision)	(9)	122
Ending balance	$ 1,119	$ 1,088

(a) Negative amounts represent interest income and positive amounts represent interest expense. Interest expense as presented in the consolidated statement of operations for the years ended December 31, 2024 and 2023 was $1.8 million and $2.2 million, respectively.

(b) As of December 31, 2024, $0.5 million of income is expected to be reclassified into earnings within the next 12 months.

The Company did not incur any hedge ineffectiveness during the years ended December 31, 2024 and 2023, respectively.

9. Income Taxes

The following table summarizes the Company's income before income taxes (in thousands):

	Years Ended December 31,	
	2024	2023
U.S income	$ 3,938	$ 1,566
Non-U.S. income	1,121	285
Income before income taxes	$ 5,059	$ 1,851

The following table summarizes the Company's components of the consolidated provision for income taxes (in thousands):

	Years Ended December 31,	
	2024	2023
U.S Federal income tax expense		
Current	$ —	$ —
Deferred	(1,673)	(568)
Total U.S. Federal income tax expense	(1,673)	(568)
State and local income tax expense		
Current	(488)	(245)
Deferred	(245)	(65)
Total state and local income tax expense	(733)	(310)
Foreign income tax expense		
Current	(308)	(101)
Total income tax expense	$ (2,714)	$ (979)

The following table summarizes a reconciliation of the Company's income tax (expense) benefit from the effective income tax rate to the U.S. federal statutory rate (in thousands):

	Years Ended December 31,	
	2024	2023
Income tax expense at the statutory rate	$ (1,062)	$ (389)
State and local income tax expense	(579)	(245)
Foreign income tax	(62)	(16)
Share-Based compensation and other permanent differences	(922)	(260)
Credits	(78)	(39)
Other adjustments	(11)	(30)
Income tax (expense) benefit at effective income tax rate	$ (2,714)	$ (979)

The following table summarizes the temporary differences and carryforwards that give rise to deferred tax assets and liabilities (in thousands):

	December 31, 2024	December 31, 2023
Deferred Federal, state and local tax assets –		
Bad debt reserves	$ 4,448	$ 3,318
Stock-based compensation	1,806	1,812
Net operating loss (a)	3,434	6,400
Operating lease liabilities	1,548	1,864
Accrued compensation	801	792
Inventories	713	626
Research & development credits	555	555
Other credits	23	102
Other	1,128	616
Total deferred Federal, state and local tax assets	14,456	16,085
Deferred Federal, state and local tax liabilities –		
Depreciation and asset basis differences	(4,792)	(4,131)
Goodwill and intangible assets	(737)	(768)
Right-of-use assets	(1,377)	(1,718)
Derivative financial instruments	(362)	(353)
Total deferred Federal, state and local tax liabilities	(7,268)	(6,970)
Net deferred tax assets	$ 7,188	$ 9,115

(a) At December 31, 2024 and 2023, this includes state and local net operating losses of $0.4 million and $0.8 million, respectively.

The Company's U.S. federal net operating loss carryforward for tax purposes was $14.4 million at December 31, 2024, resulting in a federal deferred tax asset of $3.0 million. Approximately $7.8 million of the Company's U.S. federal net operating loss carryforwards will begin to expire in various years beginning in 2037. U.S. federal net operating loss carryforwards of $6.6 million have an indefinite life. The Company's state net operating loss carryforward of approximately $0.4 million is comprised of various jurisdictions. These state net operating losses can be used for a period of 5 to 20 years and vary by state, and if unused, begin to expire in 2025, though a substantial portion expires beyond 2025. Approximately less than $0.1 million of the state net operating loss carryforwards have an indefinite life. Tax benefits of operating loss and tax credit carryforwards are evaluated on an ongoing basis, including a review of historical and projected future operating results, the eligible carryforward period, and other circumstances.

The Company continues to monitor shifts in past ownership (as defined under Section 382 of the Code).

The Company had no uncertain tax positions for the years ended December 31, 2024 and 2023.

The Company is subject to taxation for Federal and various state jurisdictions in the U.S. and Canada. The Federal income tax returns of the Company for the years 2021 through 2024 are open to examination by the Internal Revenue Service. The state income tax returns and other state tax filings of the Company are subject to examination by the state taxing authorities, for various periods generally up to four years after they are filed. Canadian income tax returns of the Company for the years 2020 through 2024 are subject to examination by the Canada Revenue Agency.

10. Commitments and Contingencies

From time to time in the ordinary course of its business, the Company may be involved in legal and regulatory proceedings, the outcomes of which may not be determinable. The results of litigation and regulatory proceedings are inherently unpredictable. Any claims against the Company, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in diversion of significant resources. The Company is not able to estimate an aggregate amount or range of reasonably possible losses for those legal matters for which losses are not probable and estimable, primarily for the following reasons: (i) many of the relevant legal proceedings are in preliminary stages, and until such proceedings develop further, there is often uncertainty regarding the relevant facts and circumstances at

issue and potential liability; and (ii) many of these proceedings involve matters of which the outcomes are inherently difficult to predict. The Company has insurance policies covering potential losses where such coverage is cost effective.

The Company is not at this time involved in any proceedings that the Company currently believes could have a material effect on the Company's financial condition, results of operations or cash flows.

11. Leases

As Lessee:

The Company has historically entered into a number of lease agreements under which the Company is the lessee for equipment and office leases.

The components of the Company's operating lease costs consisted of the following (in thousands):

	Years Ended December 31,	
	2024	**2023**
Operating lease cost	$ 1,910	$ 1,504
Variable lease cost	359	336
Total lease cost	$ 2,269	$ 1,840

Lease costs for the years ended December 31, 2024 and 2023 of approximately $2.3 million and $1.8 million, respectively, were recorded to G&A expenses. Expense related to short-term leases, which are not recorded on the Company's consolidated balance sheets, were not material for the fiscal years ended December 31, 2024, and 2023.

Supplemental cash flow information and non-cash activity related to the Company's leases are as follows (in thousands):

	Years Ended December 31,	
	2024	**2023**
Cash paid for amounts included in the measurement of lease liabilities and right of use assets:		
Operating cash flow from operating leases	$ 1,863	$ 1,441
Right of use assets obtained in exchange for lease obligations:		
Operating leases	$ 250	$ 3,356
Increases to right of use assets resulting from lease modifications:		
Operating leases	$ —	$ 552

Weighted average remaining lease terms and discount rates for the Company's operating leases are as follows:

	2024	**2023**
	Years	**Years**
Weighted average remaining lease term:	5.3	6.2
	Rate	**Rate**
Weighted average discount rate:	7.9%	7.7%

Future maturities of lease liabilities as of December 31, 2024 are as follows (in thousands):

	Operating Leases
2025	$ 1,905
2026	1,715
2027	1,542
2028	1,495
2029	1,387
Thereafter	1,088
Total undiscounted lease payments	9,132
Less: Imputed interest	(3,094)
Total lease liabilities	$ 6,038

The long-term portion of the lease liabilities included in the amounts above is $4.6 million with the remainder included in other current liabilities in the Consolidated Balance Sheets.

As Lessor

We lease medical equipment to customers, often in conjunction with arrangements to provide consumable medical products. Certain of our equipment leases are classified as sales-type leases and the remainder are operating leases. The terms of the related contracts, including the proportion of fixed versus variable payments and any options, varies by customer. The Company elected the "combining lease and non-lease components" practical expedient for all qualifying non-lease components.

The components of the Company's lease revenues consisted of the following (in thousands):

	Years Ended December 31,	
	2024	2023
Net operating lease revenue	$ 27,843	$ 23,797
Sales-type lease revenue	717	3,250
Total lease revenue	$ 28,560	$ 27,047

The components of our net investment in sales-type leases as of December 31, 2024 and 2023 were (in thousands):

	2024	2023
Lease receivable	$ 1,934	$ 2,583
Net investment in leases	$ 1,934	$ 2,583

Our net investment in sales-type leases is classified as follows in the accompanying consolidated balance sheets as of December 31, 2024 and 2023 (in thousands):

	2024	2023
Accounts receivable, net	$ 1,207	$ 1,067
Other assets	727	1,516
Total	$ 1,934	$ 2,583

Future maturities of sales-type leases as of December 31, 2024 are as follows (in thousands):

	Sales-Type Leases
2025	$ 1,379
2026	701
2027	68
Total undiscounted lease payments	2,148
Less: Imputed interest	(214)
Total lease receivables	$ 1,934

12. Share-Based Compensation

Stock Incentive Plan

The Company has various stock option and stock-based incentive plans and agreements whereby equity based awards are granted to certain employees, directors and others approved by the Company's Board of Directors (the "Board") or Compensation Committee. Grants may be made in the form of stock options, restricted stock awards ("RSUs" or "RSAs"), performance-based restricted stock units ("PSU's), unrestricted common stock in addition to other award types. Stock options are granted with an exercise price at, or above, fair market value on the date of grant, generally expire in 5 to 10 years from the grant date and generally become exercisable over a period of up to3 years. RSUs generally become vested over a period of up to three years. PSUs generally become vested over a period of up tothree years based on the performance of a specific achievement. Awards typically vest and are issued only if the participants remain employed by the Company through the vesting date. Common stock issued under these awards are issued from shares reserved under the Company's plan described below.

On May 18, 2021, the Company's Board adopted the 2021 Equity Incentive Plan (the "2021 Plan"). The 2021 Plan was approved by the Company's shareholders at the 2021 Annual Meeting on May 18, 2021 and became effective at that time. The 2021 plan supersedes the 2014 Amended and Restated Stock Incentive Plan (the "2014 Plan"). The 2021 Plan provided for the issuance of a maximum of 2,500,000 shares of common stock in connection with the grant of stock-based or stock-denominated awards, plus the number of shares of the Company's common stock underlying any outstanding award granted under the 2014 Plan that expires or is cancelled, forfeited, or terminated under the terms of the 2014 Plan, which as of December 31, 2024 totaled 352,317. On May 16, 2023 at the 2023 Annual Meeting, the Company's shareholders approved the First Amendment (the "First Amendment") to the 2021 Plan. The First Amendment increased the maximum number of shares of the Company's common stock reserved for issuance under the 2021 Plan by 2,500,000 shares to 5,000,000 shares, plus the number of shares of the Company's common stock underlying any outstanding award granted under the 2014 Plan that expires or is cancelled, forfeited, or terminated under the terms of the 2014 Plan. Reductions in the available share limit associated with these grants are based on a fungible ratio of 1:1 for stock options and stock appreciation rights and2:1 for all other types of awards. Any shares subject to an award that expires or is cancelled, forfeited, or terminated without issuance of the full number of shares of stock to which the award related again become available for issuance under the limit. As of December 31, 2024, a total of 1,131,699 common shares remained available for future grant under the 2021 Plan. This amount reflects reductions from the original limit for grants reflective of the respective fungible ratios. The available amount also reflects the maximum potential share issuance potential in the case of performance grants that provide for variable share payouts.

On April 23, 2014, the Company's Board adopted the 2014 Plan. The 2014 Plan was approved by the Company's shareholders at the 2014 Annual Meeting and became effective as of the date it was adopted by the Board of Directors. The 2014 Plan provided for the issuance of a maximum of 2,000,000 shares of common stock in connection with the grant of stock-based or stock-denominated awards. On July 19, 2018, the Company's stockholders approved the reservation of an additional 1,000,000 shares to be issued under the 2014 Plan. On May 15, 2019, the Company's stockholders approved the reservation of an additional 1,000,000 shares to be issued under the 2014 Plan. The 2021 Plan replaces and supersedes the 2014 Plan, so as of the adoption date of the 2021 Plan, no common shares remained available for future grant under the 2014 Plan.

Stock-Based Compensation Expense

All stock option awards are amortized based on their graded vesting over the requisite service period of the awards. Compensation costs are recognized over the requisite service period using the accelerated method and included in general and administrative expenses.

The following table presents the total stock-based compensation expense, which is included in selling, general and administrative expenses (in thousands):

	Years Ended December 31,	
	2024	2023
Restricted share expense	$ 2,384	$ 2,584
Stock option expense	2,076	1,490
Total stock-based compensation expense	$ 4,460	$ 4,074
Tax benefit related to stock-based compensation	$ 475	$ 1,045

Shares Forgone to Satisfy Minimum Statutory Withholdings

During the years ended December 31, 2024 and 2023, shares of common stock were issued to employees and directors as their restricted stock awards vested or stock options were exercised. Under the terms of the Company's stock plans, at the election of each employee, the Company can authorize a net settlement of distributable shares to employees in order to satisfy an individual employees' tax withholding obligations. For the years ended December 31, 2024 and 2023 the Company received 108,607 shares and 115,979 shares, respectively, from employees for tax withholding obligations.

Restricted Stock Awards

Restricted stock awards entitle the holder to receive, upon meeting certain time-based vesting criteria, a specified number of shares of the Company's common stock. Stock-based compensation cost of restricted stock awards is measured by the market value of the Company's common stock on the date of grant.

The following table summarizes the Company's restricted share activity, excluding the Company's employee stock purchase plan:

	Number of shares	Weighted average grant date fair value
Unvested at December 31, 2023	529,862	$ 11.42
Granted	216,263	7.51
Vested	(143,953)	14.04
Vested shares forgone to satisfy minimum statutory withholding	(83,528)	14.04
Forfeitures	(14,750)	11.61
Unvested at December 31, 2024	503,894	$ 8.55

	Year Ended December 31,	
	2024	2023
Weighted average grant date fair value of awards granted	$ 7.51	$ 9.37
Total fair value of shares vested	$ 1,122,749	$ 649,700
Total fair value of shares forgone to satisfy minimum statutory withholding	$ 651,469	$ 364,670

As of December 31, 2024, there was $1.9 million of pre-tax total unrecognized compensation cost related to non-vested restricted stock awards, which will be adjusted for future forfeitures, if any. The Company expects to recognize such cost over a weighted average period of one year.

Performance-Based Restricted Stock Units

During the year ended December 31, 2024, the Company granted approximately 117,582 PSUs and during the year ended December 31, 2023, the Company granted approximately 71,639 PSUs. PSUs entitle the holder to receive, upon meeting certain performance-based vesting criteria, a specified number of shares of the Company's common stock. These awards

typically vest after the Company's achievement of either a Company-based performance metric, such as the achievement of a certain amount of net revenue during a specified period, coupled with a time-based vesting criteria or a market-based metric of the Company's stock, such as when the trading price reaches a target value for a minimum number of consecutive trading days or based on the Company's relative total shareholder return ("TSR") compared on a percentile rank basis to the TSR for a benchmark group of other companies. All of the PSUs granted in 2024 are earned based on a market-based metric. Approximately two-thirds of the PSUs granted in 2023 are earned based on a market-based metric, while the other one-third are earned based on a specified Company-based performance measure condition. In the case of the market-based awards having a trading price metric, awards are paid in stock either immediately upon achievement of the performance condition or expire without any payment after the third anniversary of the grant date. In the case of the market-based awards having a TSR metric, awards can be earned at an amount of 50% of the target number of shares for achieving a minimum threshold below the target or up to 200% of the target number of shares for exceeding the target, with a linear adjustment between the threshold and target or between target and maximum performance achievement. The TSR awards also have a time-based vesting criteria. In the case of the specified Company-based performance measure, awards can be earned by achieving a minimum performance measure target, with no linear adjustment for an achievement above or below the target performance measure.

The following table summarizes the Company's PSU activity:

	Number of shares	Weighted average grant date fair value
Unvested at December 31, 2023	112,776	$ 10.49
Granted	117,582	5.69
Performance adjustment upon vesting	(17,690)	8.58
Vested	(13,022)	8.58
Vested shares forgone to satisfy minimum statutory withholding	(10,425)	8.58
Unvested at December 31, 2024	189,221	$ 7.92

	Year Ended December 31,	
	2024	2023
Weighted average grant date fair value of awards granted	$ 5.69	$ 11.59
Total fair value of shares vested	$ 83,862	$ —
Total fair value of shares forgone to satisfy minimum statutory withholding	$ 67,137	$ —

As of December 31, 2024, there was $0.6 million of pre-tax total unrecognized compensation cost related to non-vested PSUs, which will be adjusted for changes to management's expectations of the probable outcomes of the performance conditions, if any. The Company expects to recognize such cost over a weighted average period of one year.

Employee Stock Purchase Plan

At the 2023 Annual Meeting of Stockholders held on May 16, 2023, the Company's stockholders approved the InfuSystem Holdings, Inc. 2023 Employee Stock Purchase Plan (the "2023 ESPP"), which was previously approved by the Company's Board. In connection with the adoption of the 2023 ESPP, the Company's Board terminated the InfuSystem Holdings, Inc. Employee Stock Purchase Plan (the "Original ESPP"). Following termination of the Original ESPP, all rights the Company intends to grant under an "employee stock purchase plan" as such term is defined in section 423 of the Internal Revenue Code of 1986, as amended, will be granted under the 2023 ESPP. The 2023 ESPP provides that a maximum of 300,000 shares of Common Stock, plus any shares remaining under the Original ESPP after the close of its final offering period, are available for sale under the 2023 ESPP. The terms of the 2023 ESPP provides eligible participants electing to participate in the plan with an option to acquire shares of Common Stock during specified offering periods. The per share option exercise price at which shares of Common Stock will be sold under the 2023 ESPP will be equal to the lesser of (i) 85% of the closing price of a share of Common Stock on the NYSE American (or such other exchange on which the shares of Common Stock are traded) on the first day of an offering period or (ii) 85% of the closing price of a share of Common Stock on the purchase date. No employee may purchase more than $25,000 worth of fair market value shares in any calendar year. As

allowed under the 2023 ESPP, a participant may elect to withdraw from the plan, effective for the purchase period in progress at the time of the election with all accumulated payroll deductions returned to the participant at the time of withdrawal. The 2023 ESPP is administered by the Board's Compensation Committee. Eligible participants under the plan include all full-time employees and certain part-time employees of the Company who meet certain eligibility requirements set forth in the 2023 ESPP. Participation in the 2023 ESPP for any eligible employee is voluntary.

As of December 31, 2024, there were 270,791 shares remaining available for future issuance. The following table summarizes the activity relating to the Company's ESPP program:

	Years Ended December 31,	
	2024	2023
Compensation expense	$ 93,523	$ 179,595
Shares of stock sold to employees	52,965	71,623
Weighted average fair value per ESPP award	$ 9.21	$ 7.32

Stock Options

The Company calculates the fair value of stock option awards using the Black-Scholes option pricing model, which incorporates various assumptions including volatility, expected term, risk-free interest rates and dividend yields. The expected volatility assumption is based on historical volatility of the Company's common stock over the most recent period commensurate with the expected life of the stock option granted. The Company uses historical volatility because management believes such volatility is representative of prospective trends. The risk-free interest rate assumption is based upon observed interest rates appropriate for the expected life of the stock option awarded. The Company uses historical exercise data to determine the expected lives. Dividend yields have not been a factor in determining fair value of stock options granted as the Company has never issued cash dividends and does not anticipate issuing cash dividends in the future.

The following tables detail the various stock option activity:

2014 Plan (Options)	Number of Authorized Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2023	657,346	$ 6.69	4.16	$ 2,983,514
Exercised	(37,332)	3.62		
Exercised shares forgone to satisfy minimum statutory withholding	(14,654)	2.69		
Shares tendered for cashless exercise	(43,193)	3.78		
Forfeitures and expirations	(26,500)	11.49		
Outstanding at December 31, 2024	535,667	$ 7.00	3.57	$ 1,588,137
Exercisable at December 31, 2024	535,667	$ 7.00	3.57	$ 1,588,137

Aggregate Intrinsic Value = Excess of market value over the option exercise price of all in-the-money stock options.

2021 Plan (Options)	Number of Authorized Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2023	1,051,673	$ 11.05	8.79	$ 1,207,118
Granted	879,411	6.85		
Forfeitures and expirations	(90,298)	13.13		
Outstanding at December 31, 2024	1,840,786	$ 8.93	8.54	$ 1,504,894
Exercisable at December 31, 2024	575,876	$ 11.95	7.49	$ —

Aggregate Intrinsic Value = Excess of market value over the option exercise price of all in-the-money stock options.

The following is the average fair value per share estimated on the date of grant and the assumptions used for options granted:

	Years Ended December 31,	
Stock Options:	2024	2023
Expected volatility	46% to 51%	52% to 53%
Risk free interest rate	4.22% to 4.60%	3.71% to 4.83%
Expected lives at date of grant (in years)	4.08	3.99
Weighted average fair value of options granted	$2.97	$4.10
Total intrinsic value of options exercised	$ 322,797	$ 3,155,770

Share Repurchase Program

On May 16, 2024, our Board of Directors approved a stock repurchase program (the "Share Repurchase Program") that authorizes the Company to repurchase up to $30.0 million of the Company's outstanding common stock through June 30, 2026. The Share Repurchase Program supersedes the previous authorization, which was set to expire on June 30, 2024. Repurchases under the Share Repurchase Program are subject to market conditions, the periodic capital needs of the Company's operating activities, and the continued satisfaction of all covenants under the Company's existing credit agreement. Repurchases under the Share Repurchase Program may take place in the open market or in privately negotiated transactions and may be made under a Rule 10b5-1 plan. The Share Repurchase program does not obligate the Company to repurchase shares and may be suspended, terminated, or modified at any time at the discretion of the Board.

As of December 31, 2024, the Company had repurchased and retired approximately $1.2 million, or 171,772 shares, of the Company's outstanding common stock under the Share Repurchase Program. The Company had repurchased and retired approximately $6.2 million, or 553,149 shares under the previous authorization.

13. Business Segment Information

The Company’s reportable segments are organized based on service platforms, with the Patient Services segment reflecting higher margin rental revenues that generally include payments made by third-party and direct payers and the Device Solutions segment reflecting lower margin product sales, direct payer rental and services revenues. Resources are allocated and performance is assessed for these segments by the Company’s Chief Executive Officer, whom the Company has determined to be its CODM. The CODM uses gross profit for each segment predominantly in the annual budget and forecasting process and considers budget-to-actual variances on a quarterly basis when making operating and capital resource allocation decisions among each segment.

The financial information summarized below is presented by reportable segment:

2024

(in thousands)	Patient Services	Device Solutions	Corporate/ Eliminations	Total
Net revenues - external	$ 80,378	$ 54,483	$ —	$ 134,861
Net revenues - internal	—	7,254	(7,254)	—
Total net revenues	80,378	61,737	(7,254)	134,861
Significant Segment Expenses:				
Supplies and material costs	20,255	21,948	(7,254)	34,949
Employee-related expenses	—	18,573	—	18,573
Depreciation	6,788	3,454	—	10,242
Other segment items (a)	493	201	—	694
Gross profit	$ 52,842	$ 17,561	$ —	$ 70,403
Selling, general and administrative expenses				63,512
Interest expense				(1,777)
Other expense				(55)
Income before income taxes				$ 5,059
Total assets	$ 54,203	$ 47,411	$ 2,000	$ 103,614
Purchases of medical equipment	$ 6,679	$ 10,062	$ —	$ 16,741
Depreciation and amortization of intangible assets	$ 7,891	$ 4,608	$ —	$ 12,499

(a) Other segment items included in Segment gross profit include estimates for medical equipment that is considered to be missing and other miscellaneous shop expenses.

2023

(in thousands)	Patient Services	Device Solutions	Corporate/ Eliminations	Total
Net revenues - external	$ 76,541	$ 49,244	$ —	$ 125,785
Net revenues - internal	—	6,581	(6,581)	—
Total net revenues	76,541	55,825	(6,581)	125,785
Significant Segment Expenses:				
Supplies and material costs	20,082	19,571	(6,581)	33,072
Employee-related expenses	—	17,766	—	17,766
Depreciation	7,383	3,046	—	10,429
Other segment items (a)	1,276	133	—	1,409
Gross profit	$ 47,800	$ 15,309	$ —	$ 63,109
Selling, general and administrative expenses				59,021
Interest expense				(2,170)
Other expense				(67)
Income before income taxes				$ 1,851
Total assets	$ 55,412	$ 45,503	$ 2,000	$ 102,915
Purchases of medical equipment	$ 5,167	$ 4,926	$ —	$ 10,093
Depreciation and amortization of intangible assets	$ 8,401	$ 4,107	$ —	$ 12,508

(a) Other segment items included in Segment gross profit include estimates for medical equipment that is considered to be missing and other miscellaneous shop expenses.

14. Employee Benefit Plans and Other

The Company has a defined contribution plan in which the Company makes discretionary matching contributions for a certain percentage of employee contributions. The Company's matching contributions was $1.3 million, for both of the years ended December 31, 2024 and 2023, respectively. The Company does not provide other post-retirement or post-employment benefits to its employees. As of December 31, 2024 and 2023, accrued payroll liabilities included in Other current liabilities were $4.8 million and $4.6 million, respectively.

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

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO"), evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2024. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Such information is accumulated and communicated to the company's management, including its CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, our CEO and CFO determined that the Company's disclosure controls and procedures were effective as of December 31, 2024.

Previously Disclosed Material Weaknesses

As previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, we identified the following material weakness in our internal control over financial reporting:

1. The Company did not design and maintain effective internal controls over the adoption and ongoing application of accounting principles generally accepted in the United States of America ("US GAAP") related to revenue recognition for the Company's rental revenue contracts under Accounting Standards Codification ("ASC") Topic 842, *Leases* and ASC Topic 606, *Revenue from Contracts with Customers.*

During 2024, management implemented our previously disclosed remediation plan that included designing and implementing controls that improved the Company's ongoing application of US GAAP related to revenue recognition for the Company's rental revenue contracts under ASC Topic 842, *Leases* and ASC Topic 606, *Revenue from Contracts with Customers*.

These controls are adequately designed and have operated effectively for a sufficient period during the year ended December 31, 2024. Accordingly, the material weakness was determined to be remediated as of December 31, 2024.

Management's Report on Internal Controls Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management, with the participation of our CEO and CFO, has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting, based on the framework set forth in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2024.

The effectiveness of our internal control over financial reporting as of December 31, 2023 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in its report, which is included below.

Changes in Internal Control over Financial Reporting

Except for the changes in connection with our implementation of the remediation plan discussed above, there have been no other changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act), during the quarter ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

Inherent Limitations over Internal Controls and Procedures

A company's internal control over financial reporting is a process designed by, or under the supervision of, its principle executive and principal financial officers, and effected by such company's board of directors, management and other personnel

to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP, and that the receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving their objectives. Further, the design of a control system must reflect that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements or fraud. Also, projections of any evaluation of effectiveness of controls in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Report of Independent Registered Public Accounting Firm

To the shareholders and the Board of Directors of InfuSystem Holdings, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of InfuSystem Holdings, Inc. and subsidiaries (the "Company") as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company has maintained effective internal control over financial reporting as of December 31, 2024, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2024, of the Company and our report dated March 11, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Detroit, Michigan

March 11, 2025

Item 9B. Other Information.

During the three months ended December 31, 2024, no director or officer of the Company, as defined in Rule 16a-1(f) of the Exchange Act, adopted, modified, or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

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

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by Part III, Item 10 is incorporated herein by reference to the sections titled “Election of Directors,” “Board of Directors and Committees of the Board of Directors,” “Executive Officers,” and “Security Ownership of Certain Beneficial Owners and Management” in our definitive proxy statement relating to the 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Insider Trading Policy

The Company has adopted insider trading policies and procedures applicable to its directors, officers and employees, as well as to the Company itself, governing the purchase, sale and other dispositions of the Company's securities (the "Insider Trading Policy"). The Company believes that the Insider Trading Policy is reasonably designed to promote compliance with applicable U.S. federal securities laws, rules, and regulations, and the listing standards of the NYSE American. A copy of the Insider Trading Policy is filed as Exhibit 19.1 to this Form 10-K.

Item 11. Executive Compensation

The information required by Part III, Item 11 is incorporated herein by reference to the sections titled “Advisory Vote Regarding Executive Compensation,” “Executive Compensation,” and “Policies and Practices Related to the Grant of Certain Equity Awards” in our definitive proxy statement relating to the 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

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

Equity Compensation Plan Information

The following table provides information as of December 31, 2024 with respect to compensation plans, including individual compensation arrangements, under which our equity securities are authorized for issuance:

	Number of securities to be issued upon exercise of outstanding options and rights (a) (1)		Weighted Average Exercise Price of options and rights (b) (2)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (3) (c)
Plan Category:				
Equity compensation plans approved by security holders:				
2014 Plan *	535,667	$	7.00	—
2021 Plan	2,533,901	$	8.94	1,131,699
Total	3,069,568	$	8.50	1,131,699

* As of December 31, 2024, this plan is no longer in effect other than for stock options and rights that were previously granted and remain outstanding.

(1) This amount includes 693,115 shares of common stock issuable upon the vesting of certain restricted stock awards and performance-based restricted stock units and 2,376,453 shares of common stock issuable upon the exercise of vested stock option awards.

(2) Excludes RSUs and PSUs, which have no exercise price.

(3) Includes 2,500,000 shares authorized as part of our 2021 Annual Meeting of Stockholders held in May 2021, plus 2,500,000 shares authorized as part of our 2023 Annual Meeting of Stockholders held in May 2023, plus 352,317 shares granted under the 2014 Plan that

expired or were cancelled, forfeited, or terminated under the terms of the 2014 Plan and thus eligible to be added to the 2021 Plan, less 4,220,618 shares that were made available to certain employees, directors and others.

The other information required by Part III, Item 12 is incorporated herein by reference to the section titled "Security Ownership of certain Beneficial Owners and Management" in our definitive proxy statement relating to the 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

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

The information required by Part III, Item 13 is incorporated herein by reference to the sections titled "Election of Directors – Director Independence" and "Certain Relationships and Related Party Transactions" in our definitive proxy statement relating to the 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 14. Principal Accounting Fees and Services

The information required by Part III, Item 14 is incorporated herein by reference to the sections titled "Ratification of Independent Registered Public Accounting Firm" and "Independent Auditor's Fees" in our definitive proxy statement relating to the 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed or furnished as part of this Form 10-K:

1. Financial Statements

   Reference is made to the Index to Financial Statements under Item 8, Part II hereof.

2. Financial Statement Schedules

   The Financial Statement Schedules have been omitted either because they are not required or because the information has been included in the financial statements or the notes thereto included in this Annual Report on Form 10-K.

3. Exhibits

   Reference is made to the accompanying Exhibit Index set forth below. Pursuant to the rules and regulations of the Securities and Exchange Commission, the Company has filed, furnished or incorporated by reference the documents referenced in the Exhibit Index as exhibits to this Form 10-K. The documents include agreements to which the Company is a party or has a beneficial interest. The agreements have been filed to provide investors with information regarding their respective terms. The agreements are not intended to provide any other factual information about the Company or its business or operations. In particular, the assertions embodied in any representations, warranties and covenants contained in the agreements may be subject to qualifications with respect to knowledge and materiality different from those applicable to investors and may be qualified by information in confidential disclosure schedules not included with the exhibits. These disclosure schedules may contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants set forth in the agreements. Moreover, certain representations, warranties and covenants in the agreements may have been used for the purpose of allocating risk between the parties, rather than establishing matters as facts. In addition, information concerning the subject matter of the representations, warranties and covenants may have changed after the date of the respective agreement, which subsequent information may or may not be fully reflected in the Company's public disclosures. Accordingly, investors should not rely on the representations, warranties and covenants in the agreements as characterizations of the actual state of facts about the Company or its business or operations on the date hereof. The Company will furnish to any stockholder, upon written request, any exhibit listed in the Exhibit Index upon payment by such stockholder of the Company's reasonable expenses in furnishing any such exhibit.

Exhibit Index

Exhibit Number	Description of Document
3.1	Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K (File No. 1-35020) filed on May 12, 2014).
3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on July 9, 2018).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1/A (File No. 333-129035) filed on March 3, 2006).
4.2	Description of Securities Registered Under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K (File No. 1-35020) filed on March 30, 2020.
10.1**	InfuSystem Holdings, Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-150066) filed on April 3, 2008).
10.2**	Form of Stock Option Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 1-35020) filed on November 10, 2014).
10.3**	Form of Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (File No. 1-35020) filed on May 12, 2015).

Exhibit Number	Description of Document
10.4**	Stock Option Award Agreement by and between InfuSystem Holdings, Inc. and Richard DiIorio, dated as of November 15, 2017 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on November 20, 2017).
10.5**	Stock Appreciation Right Award Agreement by and between InfuSystem Holdings, Inc. and Richard DiIorio, dated as of November 15, 2017 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on November 20, 2017).
10.6**	InfuSystem Holdings, Inc. 2014 Equity Plan (as amended through May 15, 2019) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 17, 2019).
10.7**	Form of Performance Unit Award Agreement under the 2014 Equity Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 27, 2020).
10.8**	Composite Copy of InfuSystem Holdings, Inc. Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 1-35020) filed on November 13, 2020).
10.9**	Restricted Stock Unit Agreement (Service-Based), dated August 24, 2020, between the Company and Richard DiIorio (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on August 25, 2020).
10.10**	Restricted Stock Unit Agreement (Performance-Based), dated August 24, 2020, between the Company and Richard DiIorio (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on August 25, 2020).
10.11	Credit Agreement dated as of February 5, 2021 among InfuSystem Holdings, Inc., InfuSystem Holdings USA, Inc., InfuSystem, Inc., First Biomedical, Inc., IFC LLC, the other Loan Parties thereto, and JPMorgan Chase Bank, N.A. as Administrative Agent, Sole Bookrunner and Sole Lead Arranger (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on February 11, 2021).
10.12	Pledge and Security Agreement entered into as of February 5, 2021 by and among InfuSystem Holdings, Inc., InfuSystem Holdings USA, Inc., InfuSystem, Inc., First Biomedical, Inc. and IFC LLC, and JPMorgan Chase Bank, N.A., in its capacity as administrative agent for the other lenders party to the Credit Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on February 11, 2021).
10.13**	Restricted Stock Unit Agreement (Service-Based), dated March 1, 2021, between the Company and Carrie Lachance (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on March 2, 2021).
10.14**	InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 (File No. 333-256231) filed on May 18, 2021).
10.15**	Form of Nonqualified Stock Option Agreement (Non-employee Directors) under the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).
10.16**	Form of Nonqualified Stock Option Agreement (Employees) under the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).
10.17**	Form of Restricted Stock Unit Agreement (Time-based Vesting) under the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).

Exhibit Number	Description of Document
10.18**	Form of Restricted Stock Unit Agreement (Performance-based Vesting) under the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).
10.19**	First Amended and Restated Employment Agreement, dated May 24, 2021, by and between the Company and Richard DiIorio (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).
10.20**	First Amended and Restated Employment Agreement, dated May 24, 2021, by and between the Company and Barry Steele (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).
10.21**	First Amended and Restated Employment Agreement, dated May 24, 2021, by and between the Company and Carrie Lachance (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 24, 2021).
10.22**	Form of Restricted Stock Unit Agreement (Performance-based Vesting) under the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on August 4, 2022).
10.23	First Amendment to Credit Agreement dated as of April 21, 2023 by and among InfuSystem Holdings, Inc., InfuSystem Holdings USA, Inc., InfuSystem, Inc., First Biomedical, Inc., IFC LLC, the lenders party thereto and JPMorgan Chase Bank, N.A. as administrative agent for the lenders (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 2, 2023).
10.24**	First Amendment to the InfuSystem Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 25, 2023).
10.25**	InfuSystem Holdings, Inc. 2023 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on May 25, 2023).
10.26	Non-Disclosure Agreement for Potential Director Candidate, dated August 4, 2022, by and between the Company and R. Rimmy Malhotra (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 1-35020) filed on May 9, 2023).
10.27	Cooperation Agreement, dated as of March 8, 2024, among InfuSystem Holdings, Inc.,R. Rimmy Malhotra and Nicoya Capital LLC. (incorporated by reference to Exhibit99.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on March 8, 2024).
16.1	Letter to Securities and Exchange Commission from BDO USA, LLP, dated July 6, 2023 (incorporated by reference to Exhibit 16.1 to the Company's Current Report on Form 8-K (File No. 1-35020) filed on July 7, 2023).
19.1*	InfuSystem Holdings, Inc. Insider Trading Policy
21.1*	Subsidiaries of InfuSystem Holdings, Inc.
23.1*	Consent of DELOITTE & TOUCHE LLP
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit Number	Description of Document
32.2*	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1*	InfuSystem Holdings, Inc. Policy for the Recovery of Erroneously Awarded Compensation, dated as of October 2, 2023
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Management contract or compensatory plan, contract or arrangement.

Item 16. 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

INFUSYSTEM HOLDINGS, INC.

Date: March 11, 2025

By: /s/ RICHARD DiIORIO

Richard DiIorio

Chief Executive Officer and Director
(Principal Executive Officer)

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

Date: March 11, 2025	By:	/s/ RICHARD DiIORIO **Richard DiIorio** **Chief Executive Officer and Director** **(Principal Executive Officer)**
Date: March 11, 2025		/s/ BARRY STEELE **Barry Steele** **Chief Financial Officer** **(Principal Accounting and Financial Officer)**
Date: March 11, 2025		/s/ CARRIE LACHANCE **Carrie Lachance** **President and Chief Operating Officer** **Director**
Date: March 11, 2025		/s/ SCOTT SHUDA **Scott Shuda** **Chairman of the Board** **Director**
Date: March 11, 2025		/s/ KENNETH EICHENBAUM **Kenneth Eichenbaum** **Director**
Date: March 11, 2025		/s/ PAUL GENDRON **Paul Gendron** **Director**
Date: March 11, 2025		/s/ BEVERLY HUSS **Beverly Huss** **Director**
Date: March 11, 2025		/s/ RONALD HUNDZINSKI **Ronald Hundzinski** **Director**
Date: March 11, 2025		/s/ RALPH BOYD **Ralph Boyd** **Director**

EXHIBIT 19.1

INFUSYSTEM HOLDINGS, INC.
INSIDER TRADING AND INFORMATION DISCLOSURE POLICY
AS AMENDED AND RESTATED ON JANUARY 19, 2024

INTRODUCTION

This Policy explains the requirements and procedures to be followed by employees, officers, and directors of InfuSystem Holdings, Inc. and its subsidiaries (***InfuSystem***") when trading in InfuSystem securities (and, in some cases, the securities of other companies) and in responding to questions about, and requests for, confidential information about InfuSystem's business and affairs.

InfuSystem's Chief Financial Officer or another employee designated by InfuSystem's Board of Directors from time to time shall serve as the compliance officer (the "***Compliance Officer***") for purposes of this Policy and shall be responsible for administration of this Policy.

Contact the Compliance Officer if you ever have questions about this Policy or its application to any situation in which you wish to trade InfuSystem securities.

APPLICABILITY OF POLICY

This Policy applies to all transactions in InfuSystem's securities, including common stock, options for common stock and any other securities InfuSystem may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to InfuSystem's stock. It applies to all officers of InfuSystem, all members of InfuSystem's Board of Directors, and all employees, consultants and contractors of InfuSystem who receive or have access to Inside Information (as defined below) regarding InfuSystem. This group of people, members of their immediate families, members of their households, and entities that they control are sometimes referred to in this Policy as "***Insiders***." This Policy also applies to any person who receives Inside Information from any Insider.

Any person who possesses Inside Information regarding InfuSystem is an Insider for so long as the information is not publicly known. Any employee can be an Insider from time to time, and would at those times be subject to this Policy.

In addition, pursuant to this Policy, InfuSystem will comply with all applicable insider trading laws, rules, regulations and listing standards, including those governing its purchase, sale or other disposition of InfuSystem securities; provided that InfuSystem shall not be subject to the other provisions of this Policy in purchasing, selling or otherwise disposing of InfuSystem securities.

INSIDER TRADING AND TIPPING

Federal and state securities laws prohibit: (a) the purchase or sale of securities while in possession of material non-public information ("Inside Information"); or (b) the selective disclosure of Inside Information to others who then trade in securities ("***Tip***" or "***Tipping***").

INFUSYSTEM POLICY

No InfuSystem Insider shall:

- Buy or sell InfuSystem securities or the securities of other companies with which InfuSystem does business, including customers and suppliers, during any period commencing with the date that he or she possesses Inside Information and ending 24 hours after such information is publicly disclosed.

- Tip Inside Information to outsiders, including family members and others.

- Answer questions or provide information, including Inside Information, about InfuSystem and its affairs to outsiders unless specifically authorized to do so.

There are no exceptions or waivers to this policy, even for transactions that seem necessary or justifiable (such as the need to raise money for a personal financial emergency).

MATERIAL NON-PUBLIC INFORMATION (INSIDE INFORMATION)

Inside Information is material non-public information. Under applicable securities laws, "***material***" information is any information that a reasonable investor would likely consider important in deciding whether to buy, sell, or hold stock. Any information that could be expected to affect a company's stock price, whether it is positive or negative, should be considered material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight.

"***Non-public***" information is any information that has not been disclosed generally to the marketplace. Effective disclosure of such information comes through public filings with the U.S. Securities and Exchange Commission ("***SEC***") and other regulatory bodies, press releases and public meetings with analysts and the press.

All information that you learn about InfuSystem or its business plans is potentially Inside Information until InfuSystem publicly discloses it. Similarly, information received about any other company with which InfuSystem does business, including customers, vendors and suppliers, that is not yet in general circulation is also potentially Inside Information. Rumor and speculation in the public or media about material information, absent official statement, is not a sufficient basis to trade on Inside Information. While it is not possible to define all categories of Inside Information, examples of information that would be regarded as Inside Information include, but are not limited to, information relating to:

- InfuSystem's historical or projected financial results, sales results, earnings, losses, liquidity and other similar financial information.

- Possible action related to stock, such as a dividend declaration, stock split, stock repurchases, or anticipated public or private offerings of InfuSystem securities.

- The fact that InfuSystem is evaluating or considering an acquisition candidate, business unit divestiture, joint venture, tender offer, or restructuring activity, that discussions or negotiations are in progress, or that such a transaction is being undertaken.

- News of significant changes in products or services, the gain or loss of a significant customer or supplier, and other major marketing changes.

- Changes in management or control.

- Any significant actual or threatened litigation, dispute, or government investigation.

- News regarding actual or potential reductions in force.

TIPPING

Insiders, in addition to being forbidden from using Inside Information to trade in securities for their own advantage, are also prohibited from Tipping Inside Information to an outsider. An outsider is any person other than an InfuSystem employee, officer, or director, and includes, but is not limited to, friends, business associates, spouses, or family members. Under the securities laws, both the discloser and recipient of Inside Information are liable for violations and you will be held accountable for trading by your immediate family and others living in your household.

Inside Information must be protected. Common sense applies. Avoid inadvertent communication. For example:

- Do not discuss new developments, which could constitute Inside Information, in public places such as elevators, hallways, restaurants, airplanes, taxicabs, or any place where you can be overheard.
- Do not gossip or speculate with other employees or non-employees regarding any Inside Information.
- Do not read documents with Inside Information in public places or discard them where others can retrieve them.
- Do not carry documents with Inside Information in public places in an exposed manner.
- Cover documents with Inside Information on your desk before you leave your office or room and do not leave them where visitors can read them.
- Do not copy documents with Inside Information for personal use, without the express consent of a supervisor.
- If documents containing Inside Information are to be disposed of, they should be securely shredded or otherwise destroyed.

POTENTIAL CRIMINAL AND CIVIL LIABILITY AND/OR DISCIPLINARY ACTION

1. Liability for Insider Trading. Pursuant to federal and state securities laws, Insiders may be subject to criminal and civil fines and penalties as well as imprisonment for engaging in transactions in InfuSystem's securities at a time when they have knowledge of Inside Information regarding InfuSystem. While the regulatory authorities concentrate their efforts on individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on InfuSystem and other "controlling persons" if they fail to take reasonable steps to prevent insider trading by InfuSystem Insiders.

2. Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a "***tippee***") to whom they have disclosed Inside Information regarding InfuSystem or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in InfuSystem's securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and Financial Industry Regulatory Authority use sophisticated electronic surveillance techniques to uncover insider trading.

3. Possible Disciplinary Actions. Employees who violate this Policy shall be subject to disciplinary action, which may include ineligibility for future participation in InfuSystem's equity incentive plans or termination of employment, and may also be reported to enforcement authorities.

RECOMMENDED GUIDELINES: TIMING OF SECURITIES TRADING AND WINDOW PERIODS

Investment by InfuSystem employees and directors in InfuSystem securities is encouraged. However, there are restrictions regarding the timing of trading in InfuSystem securities.

Closed Window Period.

To ensure compliance with this Policy and applicable securities laws, all officers of InfuSystem, all members of InfuSystem's Board of Directors and all other persons designated by the Compliance Officer, as well as members of their immediate families, members of their households, and entities that they control, should refrain from conducting any transactions in InfuSystem's securities (a) during the period beginning the day after the last day of each of the first three fiscal quarters and continuing for 24 hours after the public release of the financial results for such quarter and (b) during the 14-days inclusive prior to the ending of each annual year (i.e., December 17th) and continuing for 24 hours after the public release of the financial results for such year (the "***Closed Window Period***").

Additionally, pursuant to SEC rules, directors and executive officers are prohibited from trading in InfuSystem's equity securities during any period of three or more consecutive days during which at least 50% of the participants or beneficiaries in an "individual account" retirement plan of InfuSystem or its subsidiaries are unable to purchase, sell, or otherwise acquire or transfer an interest in the equity of InfuSystem held in such plan due to a temporary suspension by InfuSystem or a fiduciary. "***Individual account***" plans include, without limitation, defined contribution plans such as broad-based tax-qualified 401(k) plans and profit sharing plans, stock bonus plans, and certain nonqualified deferred compensation arrangements. There are limited exceptions to this rule, and Insiders should consult with InfuSystem's Compliance Officer prior to attempting a stock transaction during any such Closed Window Period**.**

From time to time, an event may occur that is material to InfuSystem and is known by only a few Insiders. So long as the event remains material and nonpublic, the persons designated by the Compliance
Officer may not trade InfuSystem securities. In addition, the InfuSystem's financial results may be sufficiently material in a particular fiscal quarter that, in the judgment of the Compliance
Officer, designated persons should refrain from trading in InfuSystem securities even sooner than the typical Closed Window Period described above. In that situation, the Compliance Officer may notify these persons that they should not trade in the InfuSystem's securities, without disclosing the reason for the restriction. The existence of an event-specific trading restriction period or extension of a Closed Window Period will not be announced to the company as a whole, and should not be communicated to any other person. Even if the Compliance Officer has not designated you as a person who should not trade due to an event-specific restriction, you should not trade while aware of material nonpublic information. Exceptions will not be granted during an event-specific trading restriction period.

Open Window Period.

The safest period for trading in InfuSystem's securities, assuming the absence of Inside Information, is generally the first few days following the opening of the trading window, which shall open 24 hours after the public release of the financial results for all quarterly periods (the "***Open Window Period***"). Trading in InfuSystem's securities during an Open Window Period should not be considered a "safe harbor" if an Insider is in possession of Inside Information.

Even after Inside Information is disclosed by InfuSystem in connection with a quarterly earnings release, for example, sufficient time must pass to permit the market and outside investors to digest the information and make investment decisions before Insiders can trade in InfuSystem's securities.
Regulatory authorities scrutinize securities trading with hindsight. Consequently, before trading in InfuSystem securities, you should carefully consider how the authorities, in the future, might view your trading with the benefit of hindsight.

Every Insider has the individual responsibility to comply with this Policy against insider trading, regardless of whether InfuSystem has recommended an Open Window Period to that Insider or any other Insiders of InfuSystem. The guidelines set forth in this Policy are guidelines only, and appropriate judgment should be exercised in connection with any trade in InfuSystem's securities.

An Insider may, from time to time, have to forego a proposed transaction in InfuSystem's securities even if he or she planned to make the transaction before learning of the Inside Information and even though the Insider believes he or she may suffer an economic loss or forgo anticipated profit by waiting.

PRE-CLEARANCE OF TRADES BY DIRECTORS, OFFICERS, AND CERTAIN OTHER EMPLOYEES

To prevent inadvertent violations and avoid even the appearance of an improper transaction (e.g., when an officer trades while unaware of a pending major development) and to ensure the proper filing of SEC reports, the following procedure must be followed:

All transactions in InfuSystem securities (acquisitions, dispositions, gifts, transfers, etc.) by all officers of InfuSystem, all members of InfuSystem's Board of Directors and all other persons designated by the Compliance Officer, as well as members of their immediate families, members of their households, and entities that they control, must (a) be pre-cleared by the Compliance Officer and (b) in the case of officers of InfuSystem and member of InfuSystem's Board of Directors, provide timely notice to the Chairman of the Board of Directors or the Chairman of the Audit Committee on the anticipated timing of such transactions.

If you contemplate trading, contact the Compliance Officer in advance.

If you believe that you may be in possession of Inside Information, do not disclose that information without discussing the same with the Compliance Officer.

LIABILITY OF SUPERVISORY PERSONS FOR TRADING BY SUBORDINATES

Under securities laws, InfuSystem and its directors, officers, or supervising employees may be liable for significant penalties if they do not take appropriate action to prevent a person directly or indirectly under their control from trading in securities on the basis of Inside Information – or if they recklessly disregard the likelihood that such trading would take place.

If Inside Information is inadvertently disclosed, no matter what the circumstances, the person making or discovering that disclosure should immediately report the facts to InfuSystem's Compliance Officer.

CERTAIN EXCEPTIONS

This Policy does not apply in the case of certain transactions as described herein, except as specifically noted:

1. Stock Option Exercises. This Policy does not apply to the exercise of an employee stock option acquired pursuant to InfuSystem's equity compensation plans or to the exercise of a tax withholding right pursuant to which an employee has elected to have InfuSystem withhold shares subject to an option in order to satisfy any tax withholding obligations. However, this Policy **does apply** to any sale of stock as part of a broker-assisted "cashless exercise" of an option, or any other open market sale for the purpose of generating cash needed to pay the exercise price of an option.

2. Restricted Stock Awards. This Policy does not apply to the vesting of restricted stock, or the exercise of a tax withholding right pursuant to which an employee elects to have InfuSystem withhold shares of stock in order to satisfy any tax withholding obligations. However, this Policy **does apply** to any market sale of restricted stock once vested.

3. Employee Stock Purchase Plan. This Policy does not apply to purchases of InfuSystem securities in the employee stock purchase plan resulting from your periodic contribution of money to the plan pursuant to the election you made at the time of your enrollment in the plan. This Policy also does not apply to purchases of InfuSystem securities resulting from lump sum contributions to the plan, provided that you elected to participate by lump sum payment at the beginning of the applicable enrollment period. This Policy **does apply**, however, to your

election to participate in the plan for any enrollment period, and to your sales of InfuSystem securities purchased pursuant to the plan.

4. Other Similar Transactions. Any other purchase of InfuSystem securities directly from InfuSystem or sales of InfuSystem securities directly to InfuSystem are not subject to this Policy.

5. Gifts. InfuSystem may permit bona fide gifts of stock during periods when trading is restricted, as determined by the Compliance Officer. Whether a gift is bona fide will depend on the circumstances surrounding the gift, such as whether the gift is made to a charity or to a relative or friend of the donor and whether the shares are to be sold immediately thereafter. If you intend to make a gift during periods when trading is restricted, you must have the gift transaction approved by the Compliance Officer prior to making the gift.

SPECIAL AND PROHIBITED TRANSACTIONS

InfuSystem has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. It therefore is InfuSystem's policy that any persons covered by this Policy may not engage in any of the following transactions, or should otherwise consider InfuSystem's preferences as described below:

1. Short-Term Trading. Short-term trading of InfuSystem securities may be distracting to the person and may unduly focus the person on InfuSystem's short-term stock market performance instead of InfuSystem's long-term business objectives. For these reasons, any director, officer or other employee of InfuSystem who purchases InfuSystem securities in the open market may not sell any InfuSystem securities of the same class during the six months following the purchase (or vice versa).

2. Short Sales. Short sales of InfuSystem securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in InfuSystem's prospects. In addition, short sales may reduce a seller's incentive to seek to improve InfuSystem's performance. For these reasons, short sales of InfuSystem securities are prohibited. In addition, Section 16(c) of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), prohibits officers and directors from engaging in short sales. (Short sales arising from certain types of hedging transactions are governed by the paragraph below captioned "Hedging Transactions.")

3. Publicly-Traded Options. Given the relatively short term of publicly-traded options, transactions in options may create the appearance that a director, officer or employee is trading based on material nonpublic information and focus a director's, officer's or other employee's attention on short-term performance at the expense of InfuSystem's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy. (Option positions arising from certain types of hedging transactions are governed by the next paragraph below.)

4. Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such transactions may permit a director, officer or employee to continue to own InfuSystem securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as InfuSystem's other shareholders. Therefore, InfuSystem strongly discourages you from engaging in such transactions. Any person wishing to enter into such an arrangement must first submit the proposed transaction for approval by the Compliance Officer. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Compliance Officer at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction.

5. Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on

the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in InfuSystem securities, directors, officers and other employees are prohibited from holding InfuSystem securities in a margin account or otherwise pledging InfuSystem securities as collateral for a loan. (Pledges of InfuSystem securities arising from certain types of hedging transactions are governed by the paragraph above captioned "Hedging Transactions.")

6. Standing and Limit Orders. Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Plans, as described below) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when a director, officer or other employee is in possession of material nonpublic information. InfuSystem therefore discourages placing standing or limit orders on InfuSystem securities. If a person subject to this Policy determines that they must use a standing order or limit order, the order should be limited to short duration and should otherwise comply with the restrictions and procedures set forth in this Policy. Persons subject to the pre-clearance provisions of this Policy are prohibited from placing standing or limit orders on InfuSystem securities other than in connection with approved 10b5-1 programs, which are discussed in the following section.

10b5-1 PROGRAMS

Pursuant to SEC Rule 10b5-1, directors, officers and employees of InfuSystem may establish during Open Window Periods written programs which permit (i) automatic trading of InfuSystem stock through a third-party broker or (ii) trading of InfuSystem's stock by an independent person (e.g., an investment banker) who is not aware of material nonpublic information at the time of a trade. All programs shall be subject to the restrictions and limitations set forth in Exhibit A, attached hereto, which shall be updated from time to time by InfuSystem's Compliance Officer to conform any changes to SEC Rule 10b5-1 or the practices thereunder. Once a program is implemented in accordance with this Policy and such Exhibit, trades pursuant to such program shall not be subject to the limitations and restrictions set forth in other sections of this Policy. Trading pursuant to a program may occur even at a time outside of an Open Window Period or when the person on whose behalf such trade is made is aware of material nonpublic information. Each program (or the form of program established by an investment bank or other third party) must be reviewed by InfuSystem's Compliance Officer prior to establishment, amendment or termination, to confirm compliance with this Policy and all applicable securities laws.

ADDITIONAL INFORMATION – DIRECTORS AND OFFICERS

Directors and officers of InfuSystem must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Exchange Act. The practical effect of these provisions is that officers and directors who purchase and sell InfuSystem's securities within a six-month period must disgorge all profits to InfuSystem whether or not they had knowledge of any Inside Information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option under InfuSystem's option plans, nor the exercise of that option is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. Moreover, no officer or director may ever make a short sale of InfuSystem stock. InfuSystem has provided or will provide separate memoranda and other appropriate materials to its officers and directors regarding compliance with Section 16 and its related rules and is ready to assist directors and officers in preparing and filing the required forms.

DISCLOSURE OF INFORMATION

InfuSystem has developed and continues to develop proprietary, confidential and non-public information. In the course of business operations, you may become aware of such information. **You may not disclose or otherwise use any proprietary, confidential or nonpublic information of any kind acquired as a result of your association with InfuSystem except, of course, for or on behalf of InfuSystem.** This obligation applies whether that information relates to InfuSystem or another organization (such as a customer or supplier) and continues even after you are no longer associated with InfuSystem.

In the event any officer, director or employee receives any inquiry from outside of InfuSystem, such as a stock analyst, for information (particularly financial results and/or projections) that may be Inside Information, the inquiry should be referred to InfuSystem's Chief Financial Officer, who is responsible for coordinating and overseeing the release of such information to the investing public, analysts and others in compliance with applicable laws and regulations.

If you have a question as to whether information is proprietary, confidential or nonpublic, you should contact the Compliance Officer. You must abstain from disclosing or otherwise using such information until you are informed that its disclosure or other use is permitted.

Further, do not answer questions from news media reporters, securities analysts, or stockholders about InfuSystem business, policies, or practices, either directly or through another person. Instead, refer such inquiries to the Chief Executive Officer, Chairman or Vice Chairman of the Board of Directors.

EXHIBIT A

Trading programs established pursuant to the section entitled "10b5-1 Programs" of InfuSystem's Insider Trading and Information Disclosure Policy Statement (each a "Program") are limited to the following two types:

(a) A written Program which permits automatic trading of InfuSystem's stock through a third party broker (an "Automatic Trading Program") established by a director, officer or employee of InfuSystem (a "Program Eligible Person") during an Open Window Period and at a time when the Program Eligible Person is not aware of material nonpublic information. The Automatic Trading Program document must specify the number of shares to be purchased or sold, the price(s) at which transaction are to take place, and the date(s) on which transactions are to take place. Alternatively, the Automatic Trading Program may establish an objective formula for any or all of these criteria (e.g., the number of shares could be specified as a percentage of the holdings of the Program Eligible Person); or

(b) A Program where transactions in InfuSystem's stock initiated by the trustee of a so-called "blind" trust, provided the Program is established by a Program Eligible Person during an Open Window Period and at a time when the Program Eligible Person is not aware of material nonpublic information. A "blind" trust is a trust established by a Program Eligible Person. The investment and disposition decisions must be made by an independent trustee without any involvement or even knowledge of the Program Eligible Person. The trustee should be a recognized financial institution possessing trust powers. Under this type of Program, the Program Eligible Person cannot exert any influence over, or even communicate with, the trustee regarding specific investments. If the trustee becomes aware of material nonpublic information regarding InfuSystem, whether from the Program Eligible Person or otherwise, the trustee may not engage in a purchase or sale of InfuSystem's stock.

Additional Program Restrictions. All Programs shall also be subject to the following restrictions and limitations to the extent then provided in Rule 10b5-1 or required by the Compliance Officer.

(a) The Program must be in writing and approved in advance by the Compliance Officer.

(b) The Program must comply with and be adopted in accordance with the provisions of Rule 10b5-1.

(c) The Program Eligible Person cannot engage in any separate transaction (e.g., a hedging transaction) which directly or indirectly alters or offsets an authorized transaction made under the Program.

(d) Any Program Eligible Person preparing such a Program must allow for the cancellation of a transaction and/or suspension of a Program upon notice and request by InfuSystem to the extent the Program or any proposed trade (i) fails to comply with applicable law (e.g., exceeding the number of shares which the Program Eligible Person may sell under Rule 144 in a rolling three-month period), or (ii) would

create material adverse consequences for InfuSystem (e.g., due to the imposition of lock-up agreements on InfuSystem's officers).

(e) No Program may be established during a Closed Window Period or at a time when the Program Eligible Person is aware of material nonpublic information.

(f) Once a Program is prepared, it cannot be changed, modified or terminated, except (i) with notice to InfuSystem's Compliance Officer and (ii) at a time when the Program Eligible Person is permitted to trade in InfuSystem's stock under this Policy (i.e., during the Open Window Period when the Program Eligible Person is not otherwise blocked from trading and when the Program Eligible Person is not aware of material nonpublic information). Any cancellation of trades under a Program is considered an amendment of the Program.

(g) All Programs must be entered into in good faith and not as part of a plan or scheme to evade the prohibitions of the securities laws (including, without limitation, Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended) and the Program Eligible Person must act in good faith with respect to the Program throughout the duration of the Program. InfuSystem may immediately terminate any Program that it determines was put in place either (i) not in good faith or (ii) as part of a plan or scheme to evade the prohibitions of the securities laws.

(h) Other than for an issuer, Rule 10b5-1 requires a cooling-off period between the establishment of a Program, or any specified modification of a Program, and the commencement of sales thereafter.

1) For directors and officers of InfuSystem subject to Section 16 of the Exchange Act, the cooling-off period extends until the later of:

   i. 90 days after the adoption (or modification) of the Program; and

   ii. two business days following the disclosure of InfuSystem's financial results in a periodic report on Form 10-K or Form 10-Q for the fiscal quarter in which the Program was adopted or modified; provided that the cooling-off period is not required to exceed 120 days.

2) For other Program Eligible Persons, the cooling-off period extends until 30 days after the adoption (or modification) of the Program.

(i) For directors and officers of InfuSystem subject to Section 16 of the Exchange Act, the Program must include a certification by the director or officer stating that, on the date of the adoption of the Program, he or she is: (i) not aware of any material non-public information about InfuSystem or its securities; and (ii) adopting the Program in good faith and not as a part of a plan or scheme to evade the prohibitions of Rule 10b-5.

(j) A Program Eligible Person may not have in place more than one Program at a time other than as permitted by applicable law and approved by the Compliance Officer.

(k) A Program Eligible Person may not enter into more than one single-trade plan during any consecutive 12-month period.

(l) A Program Eligible Person or his or her broker must inform the Compliance Officer of each transaction under the Program so that InfuSystem may monitor compliance with the filing obligations of Section 16 of the Exchange Act and Rule 144 of the Securities Act of 1933, as amended.

(m) The Program must comply with and be adopted in accordance with the such other requirements as may be directed by the Compliance Officer.

(n) InfuSystem will publicly disclose the adoption or termination of a Program by a Program Eligible Person, and will include disclosure regarding the material terms of any such Program in its filings with the SEC, in each case to the extent required by applicable law.

The key terms of InfuSystem Policy and Programs established pursuant to it (and trades made pursuant thereto) may be disclosed to the public through a press release, by placement on InfuSystem's Website or through other means to be determined by InfuSystem in its discretion. InfuSystem shall not have any liability to any Program Eligible Person as a result of the establishment of a Program, any InfuSystem disclosure with respect thereto, or any cancellation or transactions and/or suspension of a Program as discussed above.

Amended and Restated by the Board of Directors on January 19, 2024.

EXHIBIT 21.1

Subsidiaries of the Registrant

Name	**Jurisdiction of Organization**
InfuSystem, Inc.	Delaware

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement Nos. 333-195929, 333-195930, 333-217090, 333-226872, 333-232146, 333-256231, 333-272459 and 333-272461 on Form S-8 of our reports dated March 11, 2025, relating to the financial statements of InfuSystem Holdings, Inc. and the effectiveness of InfuSystem Holdings, Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ DELOITTE & TOUCHE LLP

Detroit, Michigan
March 11, 2025

EXHIBIT 31.1

CERTIFICATION BY OFFICER

I, Richard DiIorio, certify that:

1. I have reviewed this Form 10-K for the year ended December 31, 2024 of InfuSystem Holdings, Inc.;

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

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

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

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

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

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

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

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

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

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

Date: March 11, 2025

By: /s/ RICHARD DiIORIO

Richard DiIorio
Chief Executive Officer and Director

EXHIBIT 31.2

CERTIFICATION BY OFFICER

I, Barry Steele, certify that:

1. I have reviewed this Form 10-K for the year ended December 31, 2024 of InfuSystem Holdings, Inc.;

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

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

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

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

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

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

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

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

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

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

Date: March 11, 2025

By: /s/ BARRY STEELE

Barry Steele
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of InfuSystem Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 11, 2025

By: /s/ RICHARD DiIORIO

Richard DiIorio
Chief Executive Officer and Director

EXHIBIT 32.2

CERTIFICATION OF OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of InfuSystem Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Form 10-K for the year ended December 31, 2024 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 11, 2025

By: /s/ BARRY STEELE

Barry Steele
Chief Financial Officer

EXHIBIT 97.1

INFUSYSTEM HOLDINGS, INC.

POLICY FOR THE RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

1. **Purpose**. The purpose of this Policy is to describe certain circumstances in which Executive Officers will be required to repay or return Erroneously Awarded Compensation to the Company Group. Each Executive Officer must sign an acknowledgement or other agreement pursuant to which such Executive Officer will agree to be bound by, and comply with, this Policy.

2. **Administration**. This Policy will be administered by the Committee. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. Notwithstanding the foregoing, it is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Securities Exchange Act of 1934, as amended, and any applicable rules or standards adopted by the SEC or the NYSE, and, to the extent this Policy is in any manner deemed inconsistent with such rules or standards, this Policy will be treated as retroactively amended to be compliant with such rules or standards. Any determinations made by the Committee will be final and binding on all affected individuals and need not be uniform with respect to each individual covered by this Policy. In the administration of this Policy, the Committee is authorized and directed to consult with the full Board or such other committees of the Board, such as the Audit Committee, as may be necessary or appropriate as to matters within the scope of such other committee's responsibility and authority. Subject to any limitation at applicable law, the Committee may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

3. **Definitions**. For purposes of this Policy, the following capitalized terms have the meanings set forth below.

    a. "***Accounting Restatement***" means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. For the avoidance of doubt, an out-of-period adjustment, in which an error is immaterial to the previously issued financial statements and the correction of the error is also immaterial to the current period, will not constitute an Accounting Restatement.

    b. "***Board***" means the Board of Directors of the Company.

    c. "***Clawback Eligible Incentive Compensation***" means, in connection with an Accounting Restatement and with respect to each individual who served as an Executive Officer at any time during the applicable performance period for any Incentive-based Compensation (whether or not such Executive Officer is serving at the time the Erroneously Awarded Compensation is required to be repaid to the Company Group), all Incentive-based Compensation Received by such Executive Officer (1) on or after the Effective Date, (2) after beginning service as an Executive Officer, (3) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (4) during the applicable Clawback Period.

    d. "***Clawback Period***" means, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years. For purposes of this Policy, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to twelve months will be deemed a completed fiscal year.

e. "***Committee***" means the Compensation Committee of the Board.

f. "***Company***" means InfuSystem Holdings, Inc., a Delaware corporation.

g. "***Company Group***" means the Company, together with each of its direct and indirect subsidiaries.

h. "***Effective Date***" means October 2, 2023.

i. "***Erroneously Awarded Compensation***" means, with respect to each Executive Officer in connection with an Accounting Restatement, the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Incentive-based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid. By way of example, with respect to any compensation plans or programs that take into account or relate to Incentive-based Compensation, the amount of Erroneously Awarded Compensation subject to recovery under this Policy includes the amount contributed to any notional account based on Erroneously Awarded Compensation and any earnings accrued to date on that notional amount.

j. "***Executive Officer***" means (1) each individual who is or was designated as an "officer" of the Company in accordance with 17 C.F.R. 240.16a-1(f) and (2) such additional members of the Company's senior leadership team as may be designated by the Committee. Executive Officer for purposes of this Policy includes, at a minimum, executive officers identified pursuant to 17 C.F.R. 229.401(b). Subsequent changes in an Executive Officer's employment status, including retirement or termination of employment, do not affect the Company's rights to recover Erroneously Awarded Compensation pursuant to this Policy.

k. "***Financial Reporting Measure***" means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any other measure that is derived wholly or in part from such measure. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company's financial statements or included in a filing with the SEC. Stock price and total shareholder return will, for purposes of this Policy, each be considered a Financial Reporting Measure.

l. "***Incentive-based Compensation***" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

m. "***NYSE***" means NYSE American LLC.

n. "***Policy***" means this Policy for the Recovery of Erroneously Awarded Compensation, as the same may be amended or restated from time to time.

o. "***Received***" means actual or deemed receipt, and Incentive-based Compensation will be deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if payment or grant of the Incentive-based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-based Compensation that is subject to both a Financial Reporting Measure vesting condition and a service-based vesting condition will be considered Received when the relevant Financial Reporting Measure is achieved, even if the Incentive-based Compensation continues to be subject to the service-based vesting condition which is later satisfied.

p. "***Restatement Date***" means the earlier to occur of (1) the date the Board, a committee of the Board, or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement or (2) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement, in each case regardless of if or when the restated financial statements are filed.

q. "***SEC***" means the U.S. Securities and Exchange Commission.

4. **Repayment of Erroneously Awarded Compensation**.

a. If an Accounting Restatement occurs, the Committee will reasonably promptly determine the amount of any Erroneously Awarded Compensation for each Executive Officer in connection with such Accounting Restatement and will reasonably promptly thereafter provide each Executive Officer with a written notice containing the amount of Erroneously Awarded Compensation and a demand for repayment or return, as applicable. For Incentive-based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, the amount will be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-based Compensation was Received (in which case, the Company will maintain documentation of such determination of that reasonable estimate and provide such documentation to the NYSE).

b. The Committee has broad discretion to determine the appropriate means of recovery of Erroneously Awarded Compensation based on all applicable facts and circumstances and taking into account the time value of money and the cost to shareholders of delaying recovery, which methods of recovery need not be applied on a consistent basis; provided in any case that any such method provides for reasonably prompt recovery and otherwise complies with any requirements of the NYSE. To the extent that the Committee determines that any method of recovery (other than repayment by the Executive Officer in a lump sum in cash or property) is appropriate, the Company will offer to enter into a repayment agreement (in a form reasonable acceptable to the Committee) with the Executive Officer. If the Executive Officer fails to sign the repayment agreement within 30 days after such offer is extended, the Executive Officer will be required to repay the Erroneously Awarded Compensation in a lump sum in cash. For the avoidance of doubt, except as set forth in Section 4(e) below, in no event may the Company Group accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of an Executive Officer's obligations hereunder.

c. To the extent that an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company Group when due, the Company will, or will cause one or more other members of the Company Group to, take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer, which may include, by way of example, the forfeiture of unvested Incentive-based Compensation, the forfeiture of unvested time-based equity or cash incentive compensation awards, the forfeiture of benefits under a nonqualified deferred compensation plan, withholding of dividends and the offset of all or a portion of the amount of the Erroneously Awarded Compensation against other compensation payable to the Executive Officer.

d. The applicable Executive Officer must reimburse the Company Group for any and all expenses reasonably incurred (including legal fees) by members of the Company Group in recovering such Erroneously Awarded Compensation in accordance with the terms of this Policy.

e. Notwithstanding anything herein to the contrary, the Company will not be required to take the actions contemplated by this Section 4 if the following conditions are met and the Committee determines that recovery would be impracticable:

i. The direct expenses paid to a third party to assist in enforcing the Policy against an Executive Officer would exceed the amount to be recovered, after the Company has made a reasonable attempt to recover the applicable Erroneously Awarded Compensation, documented such attempts, and provided such documentation to the NYSE;

ii. Recovery would violate home country law where that law was adopted prior to November 28, 2022; provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such a violation, and a copy of the opinion has been provided to the NYSE; or

iii. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company Group, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

5. **Reporting and Disclosure**. The Company will file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including disclosures required by applicable SEC filings.

6. **Indemnification Prohibition**. No member of the Company Group will indemnify any Executive Officer (including for the avoidance of doubt any former Executive Officer) against (a) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (b) any claims relating to the enforcement by any member of the Company Group of its rights under this Policy. Further, the members of the Company Group are prohibited from paying or reimbursing an Executive Officer (including for the avoidance of doubt any former Executive Officer) for the cost of purchasing insurance to cover any such loss. No member of the Company Group will enter into any agreement that exempts any Incentive-based Compensation from the application of this Policy or that waives the right of any member of the Company Group to recovery of any Erroneously Awarded Compensation and this Policy will supersede any such agreement (whether entered into before, on or after the Effective Date).

7. **Administrator Indemnification**. Any members of the Committee, and any other members of the Board who assist in the administration of this Policy, will not be personally liable for any action, determination or interpretation made with respect to this Policy and will be fully indemnified by the Company to the fullest extent under applicable law and Company policy or applicable indemnification agreement with respect to any such action, determination or interpretation. The foregoing sentence will not limit any other rights to indemnification of the members of the Board under applicable law or Company policy or applicable indemnification agreement.

8. **Effective Date**. This Policy is effective as of the Effective Date.

9. **Amendment**; **Termination**. The Committee may unilaterally amend this Policy from time to time in its discretion and will amend this Policy as it deems necessary, including as and when it determines that it is legally required by any federal securities laws, SEC rule, or the rules of any national securities exchange or national securities association on which the Company's securities are listed. The Committee may terminate this Policy at any time. Notwithstanding anything in this Section 9 to the contrary, no amendment or termination of this Policy will be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any federal securities laws, SEC rule, or the rules of any national securities exchange or national securities association on which the Company's securities are listed.

10. **Other Recoupment Rights**; **No Additional Payments; Company Claims**. The Committee intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement, or any other agreement entered into on or after the Effective Date will, as a condition to the grant of any benefit thereunder, require an employee to agree to abide by the terms of this Policy to the extent applicable, and any employment agreement, equity award agreement, or any other agreement entered into with an employee of any member of the Company Group before, on or after the Effective Date may be unilaterally amended by any member of the Company Group to comply with this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to any member of the Company Group under applicable law,

regulation or rule or pursuant to the terms of any similar policy or provision in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the members of the Company Group. Nothing contained in this Policy, and no recoupment or recovery as contemplated by this Policy, will limit any claims, damages or other legal remedies the members of the Company Group or any of their respective affiliates may have against an Executive Officer arising out of or resulting from any actions or omissions by the Executive Officer.

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

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

13. **Governing Law; Interpretation**. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. Except to the extent preempted by federal law, the laws of the State of Delaware, as amended from time to time, will govern the construction and application of this Policy. Words used in the singular include the plural, as appropriate. The words "herein," "hereunder," and other similar compounds of the word "here" refer to this entire Policy, not to a particular section. Any mention of "Sections", unless stated specifically to the contrary, refers to a section in this Policy. All references to statutory sections or rules or standards of any governmental authority, national securities exchange or national securities association include the section, rule or standard so identified, as amended from time to time, or any other applicable statute, rule or standard of similar import and in the case of any statute, all applicable rule and regulations promulgated thereunder. The word "including" (in its various forms) means "including without limitation."