

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

(Mark One)

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

For the quarterly period ended March 31, 2019

OR

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

For the transition period from _____ to _____

Commission File Number 001-36454



KIMBALL ELECTRONICS, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of
incorporation or organization)

1205 Kimball Boulevard, Jasper, Indiana

(Address of principal executive offices)

35-2047713

(I.R.S. Employer Identification No.)

47546

(Zip Code)

(812) 634-4000

Registrant's telephone number, including area code

Not Applicable

Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large accelerated filer

Accelerated filer

Emerging growth company

Non-accelerated filer

Smaller reporting 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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

| <u>Title of each Class</u> | <u>Trading Symbol</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|-----------------------|--|
| Common Stock, no par value | KE | The NASDAQ Stock Market LLC |

The number of shares outstanding of the Registrant's common stock as of April 23, 2019 was 25,418,807 shares.

KIMBALL ELECTRONICS, INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

**KIMBALL ELECTRONICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS**
(Amounts in Thousands, Except for Share Data)

| | (Unaudited) March 31, 2019 | June 30, 2018 |
|--|----------------------------------|------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 47,150 | \$ 46,428 |
| Receivables, net of allowances of \$317 and \$482, respectively | 225,775 | 173,559 |
| Contract assets | 52,222 | — |
| Inventories | 213,200 | 201,596 |
| Prepaid expenses and other current assets | 23,893 | 15,405 |
| Total current assets | 562,240 | 436,988 |
| Property and Equipment, net of accumulated depreciation of \$211,681 and \$198,672, respectively | 140,560 | 137,210 |
| Goodwill | 11,409 | 6,191 |
| Other Intangible Assets, net of accumulated amortization of \$29,063 and \$27,276, respectively | 23,038 | 4,375 |
| Other Assets | 24,633 | 23,994 |
| Total Assets | \$ 761,880 | \$ 608,758 |
| LIABILITIES AND SHARE OWNERS' EQUITY | | |
| Current Liabilities: | | |
| Current portion of borrowings under credit facilities | \$ 35,544 | \$ 8,337 |
| Accounts payable | 209,819 | 187,788 |
| Accrued expenses | 39,385 | 32,446 |
| Total current liabilities | 284,748 | 228,571 |
| Other Liabilities: | | |
| Long-term debt under credit facilities, less current portion | 91,500 | — |
| Long-term income taxes payable | 10,937 | 12,361 |
| Other long-term liabilities | 15,220 | 12,299 |
| Total other liabilities | 117,657 | 24,660 |
| Share Owners' Equity: | | |
| Preferred stock-no par value | | |
| Shares authorized: 15,000,000 | | |
| Shares issued: None | — | — |
| Common stock-no par value | | |
| Shares authorized: 150,000,000 | | |
| Shares issued: 29,430,000 | — | — |
| Additional paid-in capital | 304,515 | 304,215 |
| Retained earnings | 126,457 | 99,374 |
| Accumulated other comprehensive loss | (9,080) | (6,899) |
| Treasury stock, at cost: | | |
| Shares: 4,011,000 and 2,898,000, respectively | (62,417) | (41,163) |
| Total Share Owners' Equity | 359,475 | 355,527 |
| Total Liabilities and Share Owners' Equity | \$ 761,880 | \$ 608,758 |

See [Notes to Condensed Consolidated Financial Statements](#).

KIMBALL ELECTRONICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands, Except for Per Share Data)

| (Unaudited) | Three Months Ended | | Nine Months Ended | |
|---------------------------------------|--------------------|------------|-------------------|------------|
| | March 31 | | March 31 | |
| | 2019 | 2018 | 2019 | 2018 |
| Net Sales | \$ 313,454 | \$ 283,938 | \$ 863,223 | \$ 795,293 |
| Cost of Sales | 286,900 | 261,057 | 798,039 | 732,038 |
| Gross Profit | 26,554 | 22,881 | 65,184 | 63,255 |
| Selling and Administrative Expenses | 12,057 | 11,751 | 33,535 | 32,483 |
| Other General Income | — | — | (92) | — |
| Operating Income | 14,497 | 11,130 | 31,741 | 30,772 |
| Other Income (Expense): | | | | |
| Interest income | 19 | 14 | 42 | 50 |
| Interest expense | (1,165) | (140) | (2,644) | (369) |
| Non-operating income (expense), net | 1,323 | 2,125 | 632 | 4,097 |
| Other income (expense), net | 177 | 1,999 | (1,970) | 3,778 |
| Income Before Taxes on Income | 14,674 | 13,129 | 29,771 | 34,550 |
| Provision for Income Taxes | 2,825 | 2,294 | 5,738 | 23,582 |
| Net Income | \$ 11,849 | \$ 10,835 | \$ 24,033 | \$ 10,968 |
| Earnings Per Share of Common Stock: | | | | |
| Basic | \$ 0.46 | \$ 0.41 | \$ 0.92 | \$ 0.41 |
| Diluted | \$ 0.46 | \$ 0.40 | \$ 0.92 | \$ 0.41 |
| Average Number of Shares Outstanding: | | | | |
| Basic | 25,479 | 26,714 | 25,993 | 26,779 |
| Diluted | 25,568 | 26,846 | 26,181 | 27,006 |

See [Notes to Condensed Consolidated Financial Statements](#).

KIMBALL ELECTRONICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

| (Unaudited) | Three Months Ended March 31, 2019 | | | Three Months Ended March 31, 2018 | | |
|---|--------------------------------------|---------|------------|--------------------------------------|----------|------------|
| | Pre-tax | Tax | Net of Tax | Pre-tax | Tax | Net of Tax |
| Net income | | | \$ 11,849 | | | \$ 10,835 |
| Other comprehensive income (loss): | | | | | | |
| Foreign currency translation adjustments | \$ (1,693) | \$ — | \$ (1,693) | \$ 2,699 | \$ — | \$ 2,699 |
| Tax Reform impact | — | — | — | — | 49 | 49 |
| Postemployment severance actuarial change | 61 | (15) | 46 | 134 | (49) | 85 |
| Derivative gain (loss) | 748 | (161) | 587 | 1,009 | (321) | 688 |
| Reclassification to (earnings) loss: | | | | | | |
| Derivatives | (561) | 110 | (451) | 457 | (57) | 400 |
| Amortization of actuarial change | (120) | 29 | (91) | (93) | 41 | (52) |
| Other comprehensive income (loss) | \$ (1,565) | \$ (37) | \$ (1,602) | \$ 4,206 | \$ (337) | \$ 3,869 |
| Total comprehensive income | | | \$ 10,247 | | | \$ 14,704 |

| (Unaudited) | Nine Months Ended March 31, 2019 | | | Nine Months Ended March 31, 2018 | | |
|---|-------------------------------------|----------|------------|-------------------------------------|--------|------------|
| | Pre-tax | Tax | Net of Tax | Pre-tax | Tax | Net of Tax |
| Net income | | | \$ 24,033 | | | \$ 10,968 |
| Other comprehensive income (loss): | | | | | | |
| Foreign currency translation adjustments | \$ (3,717) | \$ — | \$ (3,717) | \$ 7,561 | \$ — | \$ 7,561 |
| Tax Reform impact | — | — | — | — | 49 | 49 |
| Postemployment severance actuarial change | 371 | (89) | 282 | 398 | (146) | 252 |
| Derivative gain (loss) | 2,487 | (517) | 1,970 | (1,033) | 276 | (757) |
| Reclassification to (earnings) loss: | | | | | | |
| Derivatives | (546) | 94 | (452) | 961 | (56) | 905 |
| Amortization of actuarial change | (348) | 84 | (264) | (258) | 103 | (155) |
| Other comprehensive income (loss) | \$ (1,753) | \$ (428) | \$ (2,181) | \$ 7,629 | \$ 226 | \$ 7,855 |
| Total comprehensive income | | | \$ 21,852 | | | \$ 18,823 |

See [Notes to Condensed Consolidated Financial Statements](#).

KIMBALL ELECTRONICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

| (Unaudited) | Nine Months Ended | |
|--|-------------------|-----------|
| | March 31 | |
| | 2019 | 2018 |
| Cash Flows From Operating Activities: | | |
| Net income | \$ 24,033 | \$ 10,968 |
| Adjustments to reconcile net income to net cash (used for) provided by operating activities: | | |
| Depreciation and amortization | 21,487 | 19,579 |
| Gain on sales of assets | (6) | (17) |
| Deferred income tax and other deferred charges | (1,846) | 2,793 |
| Deferred tax valuation allowance | (410) | — |
| Stock-based compensation | 4,261 | 3,867 |
| Other, net | (278) | 236 |
| Change in operating assets and liabilities: | | |
| Receivables | (37,399) | (18,193) |
| Contract assets | (8,981) | — |
| Inventories | (43,786) | (47,049) |
| Prepaid expenses and other current assets | (4,560) | 3,388 |
| Accounts payable | 24,339 | 36,011 |
| Accrued expenses and taxes payable | 4,166 | 9,305 |
| Net cash (used for) provided by operating activities | (18,980) | 20,888 |
| Cash Flows From Investing Activities: | | |
| Capital expenditures | (15,238) | (21,505) |
| Proceeds from sales of assets | 467 | 218 |
| Payments for acquisitions, net of cash acquired | (43,889) | — |
| Purchases of capitalized software | (792) | (567) |
| Other, net | (12) | 31 |
| Net cash used for investing activities | (59,464) | (21,823) |
| Cash Flows From Financing Activities: | | |
| Proceeds from credit facilities | 91,500 | — |
| Payments on credit facilities | (12,843) | — |
| Additional net change in revolving credit facilities | 27,300 | 6,250 |
| Repurchases of common stock | (23,431) | (6,460) |
| Payments related to tax withholding for stock-based compensation | (1,766) | (1,508) |
| Debt issuance costs | (445) | — |
| Net cash provided by (used for) financing activities | 80,315 | (1,718) |
| Effect of Exchange Rate Change on Cash and Cash Equivalents | (1,149) | 2,342 |
| Net Increase (Decrease) in Cash and Cash Equivalents | 722 | (311) |
| Cash and Cash Equivalents at Beginning of Period | 46,428 | 44,555 |
| Cash and Cash Equivalents at End of Period | \$ 47,150 | \$ 44,244 |
| Supplemental Disclosure of Cash Flow Information | | |
| Cash paid during the period for: | | |
| Income taxes | \$ 7,453 | \$ 12,305 |
| Interest expense | \$ 1,765 | \$ 281 |

See [Notes to Condensed Consolidated Financial Statements](#).

KIMBALL ELECTRONICS, INC.
CONDENSED CONSOLIDATED STATEMENT OF SHARE OWNERS' EQUITY
(Amounts in Thousands, Except for Share Data)

| (Unaudited) | Three Months Ended | | | | |
|--|--------------------------------|----------------------|---|----------------|-------------------------------|
| | Additional Paid- In Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Total Share Owners' Equity |
| Amounts at December 31, 2018 | \$ 303,125 | \$ 114,608 | \$ (7,478) | \$ (57,678) | \$ 352,577 |
| Net income | | 11,849 | | | 11,849 |
| Other comprehensive income (loss) | | | (1,602) | | (1,602) |
| Compensation expense related to stock compensation plans | 1,390 | | | | 1,390 |
| Repurchase of Common Stock (295,000 shares) | | | | (4,739) | (4,739) |
| Amounts at March 31, 2019 | \$ 304,515 | \$ 126,457 | \$ (9,080) | \$ (62,417) | \$ 359,475 |
| Amounts at December 31, 2017 | \$ 301,441 | \$ 82,804 | \$ (5,098) | \$ (38,071) | \$ 341,076 |
| Net income | | 10,835 | | | 10,835 |
| Other comprehensive income | | | 3,869 | | 3,869 |
| Cumulative effect of accounting change | | (49) | | | (49) |
| Compensation expense related to stock compensation plans | 1,387 | | | | 1,387 |
| Amounts at March 31, 2018 | \$ 302,828 | \$ 93,590 | \$ (1,229) | \$ (38,071) | \$ 357,118 |
| | Nine Months Ended | | | | |
| (Unaudited) | Additional Paid- In Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Total Share Owners' Equity |
| Amounts at June 30, 2018 | \$ 304,215 | \$ 99,374 | \$ (6,899) | \$ (41,163) | \$ 355,527 |
| Net income | | 24,033 | | | 24,033 |
| Other comprehensive income (loss) | | | (2,181) | | (2,181) |
| Cumulative effect of accounting change | | 3,050 | | | 3,050 |
| Issuance of non-restricted stock (4,000 shares) | 28 | | | 44 | 72 |
| Compensation expense related to stock compensation plans | 4,167 | | | | 4,167 |
| Performance share issuance (203,000 shares) | (3,895) | | | 2,133 | (1,762) |
| Repurchase of Common Stock (1,320,000 shares) | | | | (23,431) | (23,431) |
| Amounts at March 31, 2019 | \$ 304,515 | \$ 126,457 | \$ (9,080) | \$ (62,417) | \$ 359,475 |
| Amounts at June 30, 2017 | \$ 302,483 | \$ 82,671 | \$ (9,084) | \$ (33,798) | \$ 342,272 |
| Net income | | 10,968 | | | 10,968 |
| Other comprehensive income | | | 7,855 | | 7,855 |
| Cumulative effect of accounting change | | (49) | | | (49) |
| Issuance of non-restricted stock (8,000 shares) | 65 | | | 90 | 155 |
| Compensation expense related to stock compensation plans | 3,751 | | | | 3,751 |
| Performance share issuance (174,000 shares) | (3,471) | | | 1,963 | (1,508) |
| Repurchase of Common Stock (325,000 shares) | | | | (6,326) | (6,326) |
| Amounts at March 31, 2018 | \$ 302,828 | \$ 93,590 | \$ (1,229) | \$ (38,071) | \$ 357,118 |

See [Notes to Condensed Consolidated Financial Statements](#).

KIMBALL ELECTRONICS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Business Description and Summary of Significant Accounting Policies

Business Description:

Kimball Electronics, Inc. (also referred to herein as “Kimball Electronics,” the “Company,” “we,” “us,” or “our”) is a global contract electronics manufacturing services (“EMS”) company that specializes in producing durable electronics for the automotive, medical, industrial, and public safety end markets. We offer a package of value that begins with our core competency of producing “durable electronics” and includes our set of robust processes and procedures that help us ensure that we deliver the highest levels of quality, reliability, and service throughout the entire life cycle of our customers’ products. We have been producing safety critical electronic assemblies for our automotive customers for over 30 years. We further offer diversified contract manufacturing services for non-electronic components, medical disposables, and plastics. The Company acquired GES Holdings, Inc., Global Equipment Services and Manufacturing, Inc., and its subsidiaries (collectively referred to as “GES”) on October 1, 2018, which specialize in production processing and test equipment design, volume contract manufacturing, and global contract services for industrial applications in the semiconductor, electronics, and life sciences industries. We are well recognized by customers and industry trade publications for our excellent quality, reliability, and innovative service.

Basis of Presentation:

The Condensed Consolidated Financial Statements presented herein reflect the consolidated financial position as of March 31, 2019 and June 30, 2018, results of operations for the three and nine months ended March 31, 2019 and 2018, cash flows for the nine months ended March 31, 2019 and 2018, and share owners’ equity for the three and nine months ended March 31, 2019 and 2018. The financial data presented herein is unaudited and should be read in conjunction with the annual Consolidated Financial Statements as of and for the year ended June 30, 2018 and related notes thereto included in our Annual Report on Form 10-K. As such, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted, although we believe that the disclosures are adequate to make the information presented not misleading. Intercompany transactions and balances have been eliminated. Management believes the financial statements include all adjustments (consisting only of normal recurring adjustments) considered necessary to present fairly the financial statements for the interim periods. The results of operations for the interim periods shown in this report are not necessarily indicative of results for any future interim period or for the entire fiscal year.

Revenue Recognition:

We recognize revenue in accordance with the new standard issued by the Financial Accounting Standards Board (“FASB”), Revenue from Contracts with Customers and all the related amendments (“New Revenue Guidance”). Our revenue from contracts with customers is generated primarily from manufacturing services provided for the production of electronic assemblies, components, and medical disposables built to customer’s specifications. Our customer agreements are generally not for a definitive term, but continue for the relevant product’s life cycle. Typically, our customer agreements do not commit the customer to purchase our services until a purchase order is provided, which is generally short-term in nature. Customer purchase orders primarily have a single performance obligation. Generally, the prices stated in the customer purchase orders are agreed upon prices for the manufactured product and do not vary over the term of the order, and therefore, the majority of our contracts do not contain variable consideration. In limited circumstances, we may enter into a contract where we offer our customer a rebate once specific volume thresholds have been met; in these cases, the rebates are accounted for as variable consideration.

The majority of our revenue is recognized over time as manufacturing services are performed as we manufacture a product to customer specifications with no alternative use and we have an enforceable right to payment for performance completed to date. The remaining revenue for manufacturing services is recognized when the customer obtains control of the product, typically either upon shipment or delivery of the product dependent on the terms of the contract, and the customer is able to direct the use of and obtain substantially all of the remaining benefits from the asset. We generally recognize revenue over time using costs based input methods, in which judgment is required to evaluate assumptions including the total estimated costs to determine our progress towards contract completion and to calculate the corresponding amount of revenue to recognize. Estimated costs include material, direct and indirect labor, and appropriate applied overheads. Costs based input methods are considered a faithful depiction of our efforts and progress

toward satisfying our performance obligations for manufacturing services and for which we believe we are entitled to payment for performance completed to date. The cumulative effect of revisions to estimates related to net contract revenues or costs are recorded in the period in which the revisions to estimates are identified and the amounts can be reasonably estimated.

We have elected to account for shipping and handling activities related to contracts with customers as costs to fulfill our promise to transfer the associated services and products. Accordingly, we record customer payments of shipping and handling costs as a component of net sales and classify such costs as a component of cost of sales. We recognize sales net of applicable sales or value add taxes. Based on estimated product returns and price concessions, a reserve for returns and allowances is recorded at the time revenue is recognized, resulting in a reduction of net revenue.

Direct incremental costs to obtain and fulfill a contract are capitalized as a contract asset only if they are material, expected to be recovered, and are not accounted for in accordance with other guidance. Incidental items that are immaterial in the context of the contract are recognized as expense in the period incurred.

See section entitled "New Accounting Standards" below for information on the adoption of the New Revenue Guidance and our Annual Report on Form 10-K for the year ended June 30, 2018 for revenue recognition policies for periods prior to fiscal year 2019.

Notes Receivable and Trade Accounts Receivable:

Notes receivable and trade accounts receivable are recorded per the terms of the agreement or sale, and accrued interest is recognized when earned. We determine on a case-by-case basis the cessation of accruing interest, the resumption of accruing interest, the method of recording payments received on nonaccrual receivables, and the delinquency status for our limited number of notes receivable.

In the ordinary course of business, customers periodically negotiate extended payment terms on trade accounts receivable. Customary terms require payment within 30 to 45 days, with any terms beyond 45 days being considered extended payment terms. We may utilize accounts receivable factoring arrangements with third-party financial institutions in order to extend terms for the customer without negatively impacting our cash flow. These arrangements in all cases do not contain recourse provisions which would obligate us in the event of our customers' failure to pay. Receivables are considered sold when they are transferred beyond the reach of Kimball Electronics and its creditors, the purchaser has the right to pledge or exchange the receivables, and we have surrendered control over the transferred receivables. In the nine months ended March 31, 2019 and 2018, we sold, without recourse, \$191.0 million and \$120.1 million of accounts receivable, respectively. Factoring fees were \$0.4 million and \$0.3 million during the three months ended March 31, 2019 and 2018, respectively, and \$1.3 million and \$0.8 million during the nine months ended March 31, 2019 and 2018, respectively.

The Company's China operation, in limited circumstances, may receive banker's acceptance drafts from customers as payment for their trade accounts receivable. The banker's acceptance drafts are non-interest bearing and primarily mature within six months from the origination date. The Company has the ability to sell the drafts at a discount or transfer the drafts in settlement of current accounts payable prior to the scheduled maturity date. These drafts, which totaled \$2.7 million at March 31, 2019 and \$3.8 million at June 30, 2018, are reflected in Receivables on the Condensed Consolidated Balance Sheets until the banker's drafts are sold at a discount, transferred in settlement of current accounts payable, or cash is received at maturity. Banker's acceptance drafts sold at a discount or transferred in settlement of current accounts payable during the nine months ended March 31, 2019 and 2018 were \$2.3 million and \$4.0 million, respectively. See [Note 6 - Commitments and Contingent Liabilities](#) of Notes to Condensed Consolidated Financial Statements for more information on banker's acceptance drafts.

Other General Income:

Other General Income in the nine months ended March 31, 2019 included \$0.1 million of pre-tax income resulting from a payment received related to a class action lawsuit in which Kimball Electronics was a class member. The lawsuit alleged that certain suppliers to the EMS industry conspired over a number of years to raise and fix the prices of certain electronic capacitors, resulting in overcharges to purchasers of those components. No Other General Income was recorded in the nine months ended March 31, 2018.

Non-operating Income (Expense), net:

Non-operating income (expense), net includes the impact of such items as foreign currency rate movements and related derivative gain or loss, fair value adjustments on supplemental employee retirement plan (“SERP”) investments, government subsidies, bank charges, and other miscellaneous non-operating income and expense items that are not directly related to operations. The gain (loss) on SERP investments is offset by a change in the SERP liability that is recognized in Selling and Administrative Expenses.

Components of Non-operating income (expense), net:

| (Amounts in Thousands) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------|-------------------|----------|
| | March 31 | | March 31 | |
| | 2019 | 2018 | 2019 | 2018 |
| Foreign currency/derivative gain | \$ 746 | \$ 2,093 | \$ 91 | \$ 3,487 |
| Gain on supplemental employee retirement plan investments | 606 | 21 | 99 | 606 |
| Foreign government subsidies | 9 | — | 580 | 54 |
| Other | (38) | 11 | (138) | (50) |
| Non-operating income (expense), net | \$ 1,323 | \$ 2,125 | \$ 632 | \$ 4,097 |

The prior period presentation in the table above has been restated due to the adoption of new guidance issued by the FASB. See section entitled “New Accounting Standards” below for information on the adoption of this new guidance for the presentation of net periodic pension cost and net periodic postretirement benefit cost.

Income Taxes:

In determining the quarterly provision for income taxes, we use an estimated annual effective tax rate which is based on expected annual income, statutory tax rates, and available tax planning opportunities in the various jurisdictions in which we operate. Unusual or infrequently occurring items are separately recognized in the quarter in which they occur.

The U.S. Tax Cuts and Jobs Act (“Tax Reform”) was enacted into law on December 22, 2017. Tax Reform made broad and complex changes to the U.S. tax code, for which complete guidance may have not yet been issued. Tax Reform changes included, but were not limited to, (i) reducing the U.S. corporate statutory tax rate, (ii) requiring a one-time transition tax on certain unremitted earnings of foreign subsidiaries that is payable over an eight-year period, (iii) eliminating U.S. federal income taxes on dividends from foreign subsidiaries, and (iv) bonus depreciation that will allow for full expensing of qualifying property. Tax Reform reduced the U.S. corporate statutory tax rate from 35% to 21% effective upon enactment. The Company has made reasonable estimates of certain effects and, therefore, has recorded provisions for net deferred tax assets at the new applicable rate and the one-time deemed repatriation tax on accumulated unremitted foreign earnings. During the current fiscal year, the Company recorded favorable adjustments to these provisions of \$0.3 million, which were recorded within the twelve-month measurement period ended December 31, 2018. As of March 31, 2019, the remaining provision recorded for the one-time deemed repatriation tax is \$11.9 million, including \$10.9 million recorded in Long-term income taxes payable on the Condensed Consolidated Balance Sheet.

Tax Reform also subjects U.S. corporations to tax on Global Intangible Low-Taxed Income (“GILTI”), which imposes tax on foreign earnings in excess of a deemed return on tangible assets. The Company’s estimates indicate it does not have a material liability under the GILTI tax rules. The Company has elected an accounting policy to record any future GILTI related taxes in the period in which they occur.

The Company entered into a Tax Matters Agreement with Kimball International, Inc. (our “former Parent”) that governs the Company’s rights and obligations after the spin-off from former Parent on October 31, 2014 with respect to tax liabilities and benefits, tax attributes, tax contests, and other tax sharing regarding income taxes, other tax matters, and related tax returns. The Company will continue to have joint and several liabilities with former Parent with the IRS and certain U.S. state tax authorities for U.S. federal income and state taxes for the taxable periods in which the Company was a part of former Parent’s consolidated group. The tax matters agreement specifies the portion, if any, of this liability for which the Company bears responsibility, and former Parent has agreed to indemnify the Company against any amounts for which the Company is not responsible. As of both March 31, 2019 and June 30, 2018, the Company has a receivable from Kimball International recorded for \$0.5 million, of which \$0.4 million is a long-term receivable, and was recorded in Other Assets on the Condensed Consolidated Balance Sheets, relating to benefits from domestic research and development tax credits.

New Accounting Standards:

Adopted in fiscal year 2019:

In August 2018, the FASB issued guidance on changes to the disclosure requirements for fair value measurement. The new guidance modifies the disclosure requirements on fair value measurement which includes among other changes eliminating the requirement to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, eliminating the requirement to disclose the policy for timing of transfers between levels, and added a requirement to disclose changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period. We adopted this guidance early, as permitted, in our first quarter of fiscal year 2019. As this guidance only impacts disclosures related to fair value measurement, the adoption did not impact our consolidated financial position, results of operations, or cash flows.

In March 2017, the FASB issued guidance on improving the presentation of net periodic pension cost and net periodic postretirement benefit cost. The new guidance changes how employers that sponsor defined benefit pension plans and other postretirement plans present net periodic benefit costs in the income statement. An employer is required to report the service cost component in the same line item as other compensation costs arising from services rendered by the affected employees during the period. Other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside of income from operations. The update also allows only the service cost component to be eligible for capitalization, when applicable. The amendments in this guidance were to be applied retrospectively for the presentation of the service cost component and the other components of the net benefit cost in the income statement, and prospectively for the capitalization of the service cost component in assets. We adopted this guidance in our first quarter of fiscal year 2019. We adopted the guidance on a retrospective basis for the presentation of the service cost component and the other components of the net benefit cost in the income statement. The prior period presentation has been restated. The retrospective adoption for the presentation of the service cost component and the other components of the net benefit cost in the income statement decreased our Operating income and increased our Non-operating income (expense), net by the same amount on our Condensed Consolidated Statements of Income of \$110 thousand and \$81 thousand for the three months ended March 31, 2019 and 2018, respectively, and \$316 thousand and \$222 thousand for the nine months ended March 31, 2019 and 2018, respectively. There was no effect to Net income or Earnings per share for the retrospective adoption for the presentation of the service cost component and the other components of the net benefit cost. The impact from the prospective adoption for the capitalization of only the service cost component in assets was not material.

In May 2014, the FASB issued guidance on the recognition of Revenue from Contracts with Customers. The core principle of the guidance is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those goods or services. To achieve this core principle, the guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. The guidance addresses several areas including transfer of control, contracts with multiple performance obligations, and costs to obtain and fulfill contracts. The guidance also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract.

The Company adopted the New Revenue Guidance for all contracts using the modified retrospective transition method. We recognized the net cumulative effect of initially applying the New Revenue Guidance as an adjustment to the opening balance of retained earnings. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods.

A majority of our sales revenue under the New Revenue Guidance will be recognized over time as manufacturing services are performed. This represents a change from our previous revenue recognition pattern as revenue was historically recognized at a point in time when title and risk of loss passed to the customer according to the terms of the contract. The remaining sales revenue for manufactured products will be recognized at a point in time when the customer obtains control of the product if the criteria to recognize revenue over time is not met for a specific contract.

The effect of the adoption of the New Revenue Guidance on our Condensed Consolidated Balance Sheet as of July 1, 2018, our Condensed Consolidated Statements of Income for the three and nine months ended March 31, 2019, and our Condensed Consolidated Balance Sheet as of March 31, 2019, resulting primarily from the change to recognize a majority of our revenue over time as manufacturing services are performed, were as follows:

| (Amounts in Thousands) (Unaudited) | Balance at June 30, 2018 | Adjustments from Adoption of New Revenue Guidance | Balance at July 1, 2018 |
|---|-----------------------------|---|----------------------------|
| ASSETS | | | |
| Contract assets | \$ — | \$ 43,241 | \$ 43,241 |
| Inventories | 201,596 | (39,169) | 162,427 |
| Other Assets | 23,994 | (871) | 23,123 |
| LIABILITIES AND SHARE OWNERS' EQUITY | | | |
| Accrued expenses | 32,446 | 151 | 32,597 |
| Retained earnings | 99,374 | 3,050 | 102,424 |

| (Amounts in Thousands) (Unaudited) | For the Three Months Ended March 31, 2019 | | |
|---|--|--|------------------|
| | As Reported | Amounts Excluding Changes Related to New Revenue Guidance | Effect of Change |
| | Income Statement | | |
| Net Sales | \$ 313,454 | \$ 310,861 | \$ 2,593 |
| Cost of Sales | 286,900 | 284,784 | 2,116 |
| Gross Profit | 26,554 | 26,077 | 477 |
| Operating Income | 14,497 | 14,020 | 477 |
| Income Before Taxes on Income | 14,674 | 14,197 | 477 |
| Provision for Income Taxes | 2,825 | 2,732 | 93 |
| Net Income | \$ 11,849 | \$ 11,465 | \$ 384 |
| Earnings Per Share of Common Stock | | | |
| Basic | \$ 0.46 | \$ 0.45 | \$ 0.01 |
| Diluted | \$ 0.46 | \$ 0.45 | \$ 0.01 |

At or For the Nine Months Ended

March 31, 2019

| (Amounts in Thousands) (Unaudited) | Amounts Excluding Changes Related to New Revenue | | |
|---|--|------------|------------------|
| | As Reported | Guidance | Effect of Change |
| Income Statement | | | |
| Net Sales | \$ 863,223 | \$ 854,242 | \$ 8,981 |
| Cost of Sales | 798,039 | 789,853 | 8,186 |
| Gross Profit | 65,184 | 64,389 | 795 |
| Operating Income | 31,741 | 30,946 | 795 |
| Income Before Taxes on Income | 29,771 | 28,976 | 795 |
| Provision for Income Taxes | 5,738 | 5,583 | 155 |
| Net Income | \$ 24,033 | \$ 23,393 | \$ 640 |
| Earnings Per Share of Common Stock | | | |
| Basic | \$ 0.92 | \$ 0.90 | \$ 0.02 |
| Diluted | \$ 0.92 | \$ 0.89 | \$ 0.03 |
| Balance Sheet | | | |
| ASSETS | | | |
| Contract assets | \$ 52,222 | \$ — | \$ 52,222 |
| Inventories | 213,200 | 260,605 | (47,405) |
| Other Assets | 24,633 | 24,633 | — |
| LIABILITIES AND SHARE OWNERS' EQUITY | | | |
| Accrued expenses | \$ 39,385 | \$ 38,258 | \$ 1,127 |
| Retained earnings | \$ 126,457 | \$ 122,767 | \$ 3,690 |

Not Yet Adopted:

In August 2018, the FASB issued guidance on Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. This new guidance amends the accounting for implementation, setup, and other upfront costs incurred in a cloud computing hosting arrangement. The amendment aligns the requirement for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The amendment also requires companies to expense the capitalized implementation costs of a hosting arrangement that is a service contract over the term of the hosting arrangement, including options to extend the agreement that is in control of the customer. The guidance is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted. The guidance is to be adopted either retrospectively or prospectively to all implementation costs incurred after the date of adoption. We are currently evaluating the impact of the adoption of this guidance on our consolidated financial statements.

In February 2016, the FASB issued guidance on leases with subsequent amendments to this new guidance in January 2018, July 2018, and December 2018. The new guidance requires lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by those leases and requires additional qualitative and quantitative disclosures. Under the current guidance, only capital leases are recognized on the balance sheet. The new guidance will be effective for our fiscal year 2020 interim and annual financial statements. Early application is permitted. The guidance is to be adopted using a modified retrospective transition method, with the option to recognize a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption. The Company will adopt this guidance in the first quarter of fiscal year 2020 using the optional transition method of applying the new guidance at July 1, 2019, and if applicable, recognize a cumulative effect adjustment to the beginning balance of retained earnings in

fiscal year 2020. Upon adoption, this new guidance will impact our consolidated financial position by increasing total assets and total liabilities as we recognize right-of-use assets and operating lease liabilities. We are currently evaluating the practical expedients and accounting policy elections as well as the overall impact of the adoption of this guidance on our consolidated financial statements.

Note 2. Acquisition

On October 1, 2018, the Company completed the acquisition of GES Holdings, Inc., Global Equipment Services and Manufacturing, Inc., and its subsidiaries (collectively referred to as “GES”). The acquisition included purchasing substantially all of the assets and assuming certain liabilities of GES Holdings, Inc., Global Equipment Services and Manufacturing, Inc., GES Infotek Pvt. Ltd., (India), GES Japan KK, Global Equipment Services and Manufacturing (Suzhou) Co., Ltd., (China), Suzhou Global Equipment Services and Trading Co., Ltd. (China), and acquiring 100% of the capital stock of Global Equipment Services & Manufacturing Vietnam Company Limited.

This acquisition supports the Company’s new platform strategy for expansion and diversification to become a multifaceted manufacturing solutions company. GES specializes in production processing and test equipment design, volume contract manufacturing, and global contract services for industrial applications in the semiconductor, electronics, and life sciences industries.

Incremental costs directly related to the acquisition totaled \$1.1 million, which were expensed as incurred, including \$0.2 million during the nine months ended March 31, 2019 and these costs were recorded in Selling and Administrative Expenses on our Condensed Consolidated Statements of Income. The operating results of this acquisition are included in the Company’s consolidated financial statements beginning on the acquisition date of October 1, 2018.

The GES acquisition was accounted for as a business combination. As of March 31, 2019, the Company has recorded a net adjusted purchase price of \$40.1 million which includes reductions for an estimated net working capital adjustment of \$7.6 million and \$2.3 million for cash acquired. Cash paid, net of cash acquired, is \$43.9 million, and a net receivable due from the seller has been recognized for \$3.8 million. The net working capital adjustment is estimated per the asset purchase agreement and is considered preliminary, therefore the purchase price is not final. The acquisition was primarily funded with the Company’s primary credit facility. The Company has determined this acquisition is not a significant subsidiary.

The following table summarizes the preliminary purchase price allocation to assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, with the excess allocated to goodwill. The goodwill is expected to be deductible for tax purposes. The fair values of the assets acquired and the liabilities assumed presented in these financial statements are preliminary and may differ from the final purchase price allocation after the net working capital adjustment is finalized and as the Company obtains additional information during the measurement period, which will end no later than one year from the acquisition date.

| (Amounts in Thousands) | October 1, 2018 | |
|---|-----------------|--------|
| Receivables | \$ | 18,955 |
| Inventories | | 7,850 |
| Prepaid expenses and other current assets | | 1,424 |
| Property and Equipment | | 9,100 |
| Other Intangible Assets | | 19,259 |
| Other Assets | | 498 |
| Goodwill | | 5,218 |
| Total assets acquired | \$ | 62,304 |
| Borrowings under Credit Facilities | \$ | 12,843 |
| Accounts payable | | 4,113 |
| Accrued expenses | | 1,340 |
| Other long-term liabilities | | 3,884 |
| Total liabilities assumed | \$ | 22,180 |
| Net assets acquired | \$ | 40,124 |

Income tax liabilities, indirect tax liabilities, and liabilities for unrecognized tax benefits, including interest and penalties, of \$4.2 million have been recorded related to pre-closing tax periods of Global Equipment Services & Manufacturing Vietnam Company Limited of which \$3.9 million is in Other long-term liabilities and \$0.3 million is included in Accrued expenses. This reflects management’s best assessment of the estimated taxes, interest, and penalties that are more likely than not to be paid, or for indirect

taxes the probable amounts due to the tax authorities, including interest and penalties, under the applicable laws in the various jurisdictions. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. Included in Receivables is a related indemnification asset of \$4.2 million for these estimated tax liabilities. The seller has agreed to indemnify the buyer in the purchase agreements for all taxes allocable to all pre-closing tax periods.

Other Intangible Assets include the estimated fair values for finite-lived intangible assets acquired and are listed in the table below along with their estimated useful lives which are being amortized on a straight-line basis.

| (Amounts in Thousands) | Estimated Fair Value | Estimated useful life (years) |
|------------------------|-------------------------|----------------------------------|
| Software | \$ 379 | 3 to 7 |
| Technology | \$ 5,060 | 5 |
| Trade name | \$ 6,369 | 10 |
| Customer relationships | \$ 7,451 | 15 |

Note 3. Revenue from Contracts with Customers

We recognize revenue in accordance with the New Revenue Guidance. See [Note 1 – Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements for more information regarding our revenue recognition policies and on the adoption of the New Revenue Guidance, including the impact on our Condensed Consolidated Balance Sheet and Condensed Consolidated Statements of Income.

Our revenue from contracts with customers is generated primarily from manufacturing services provided for the production of electronic assemblies, components, and medical disposables in automotive, medical, industrial, and public safety applications, to the specifications and designs of our customers.

The following table disaggregates our revenue by end market vertical for the three and nine months ended March 31, 2019.

| (Amounts in Millions) | Three Months Ended March 31, 2019 | Nine Months Ended March 31, 2019 |
|--------------------------|--------------------------------------|-------------------------------------|
| Vertical Markets: | | |
| Automotive | \$ 127.3 | \$ 345.6 |
| Medical | 99.1 | 267.0 |
| Industrial | 68.0 | 187.6 |
| Public Safety | 15.1 | 50.1 |
| Other | 4.0 | 12.9 |
| Total net sales | <u>\$ 313.5</u> | <u>\$ 863.2</u> |

Approximately 68% and 70% of our net sales were recognized over time under the New Revenue Guidance for the three and nine months ended March 31, 2019, respectively, as manufacturing services were performed. The remaining sales revenue was primarily recognized when the customer obtained control of the manufactured product under the New Revenue Guidance if the criteria to recognize revenue over time was not met for a specific contract. Revenue recognized for tooling, excess inventory, and other services was not material for the three and nine months ended March 31, 2019.

The timing differences of revenue recognition, billings to our customers, and cash collections from our customers result in billed accounts receivable and unbilled accounts receivable. Contract assets on the Condensed Consolidated Balance Sheet relate to unbilled accounts receivable and occur when revenue is recognized over time as manufacturing services are provided and the billing to the customer has not yet occurred as of the balance sheet date. The Contract assets as of March 31, 2019 of \$52.2 million increased from the Contract assets recognized as of the initial adoption of the New Revenue Guidance on July 1, 2018 of \$43.2 million as a result of timing differences between revenue recognized and the billings to our customers.

In limited circumstances, the Company may receive payments from customers in advance of the satisfaction of performance obligations primarily for tooling or other miscellaneous services or costs. These advance payments are recognized as contract liabilities until the performance obligations are completed and are included in Accrued expenses on the Condensed Consolidated Balance Sheets, which amounted to \$6.5 million and \$1.7 million as of March 31, 2019 and June 30, 2018, respectively.

Note 4. Inventories

Inventories were valued using the lower of first-in, first-out (“FIFO”) cost and net realizable value. Inventory components were as follows:

| (Amounts in Thousands) | March 31, 2019 | June 30, 2018 |
|------------------------|-------------------|-------------------|
| Finished products | \$ 4,263 | \$ 25,552 |
| Work-in-process | 4,337 | 17,254 |
| Raw materials | 204,600 | 158,790 |
| Total inventory | <u>\$ 213,200</u> | <u>\$ 201,596</u> |

As a result of the adoption of the New Revenue Guidance, inventories as of March 31, 2019 have been reduced for the contracts which have been recognized in revenue over time as manufacturing services are performed. Total inventory as of March 31, 2019 is \$47.4 million lower than it would have been if we had not adopted the New Revenue Guidance. Inventories as of June 30, 2018 have not been restated and continue to be reported under the accounting guidance in effect at that time. See [Note 1 - Business Description and Significant Accounting Policies](#) and [Note 3 - Revenue from Contracts with Customers](#) for further information on adoption of the New Revenue Guidance.

Note 5. Accumulated Other Comprehensive Income (Loss)

During the nine months ended March 31, 2019 and 2018, the changes in the balances of each component of Accumulated Other Comprehensive Income (Loss), net of tax, were as follows:

Accumulated Other Comprehensive Income (Loss)

| (Amounts in Thousands) | Foreign Currency Translation Adjustments | Derivative Gain (Loss) | Post Employment Benefits Net Actuarial Gain | Accumulated Other Comprehensive Income (Loss) |
|--|---|---------------------------|---|--|
| Balance at June 30, 2018 | \$ (4,357) | \$ (3,379) | \$ 837 | \$ (6,899) |
| Other comprehensive income (loss) before reclassifications | (3,717) | 1,970 | 282 | (1,465) |
| Reclassification to (earnings) loss | — | (452) | (264) | (716) |
| Net current-period other comprehensive income (loss) | (3,717) | 1,518 | 18 | (2,181) |
| Balance at March 31, 2019 | <u>\$ (8,074)</u> | <u>\$ (1,861)</u> | <u>\$ 855</u> | <u>\$ (9,080)</u> |
| Balance at June 30, 2017 | \$ (6,876) | \$ (2,788) | \$ 580 | \$ (9,084) |
| Tax Reform impact ⁽¹⁾ | — | (81) | 130 | 49 |
| Other comprehensive income (loss) before reclassifications | 7,561 | (757) | 252 | 7,056 |
| Reclassification to (earnings) loss | — | 905 | (155) | 750 |
| Net current-period other comprehensive income (loss) | 7,561 | 67 | 227 | 7,855 |
| Balance at March 31, 2018 | <u>\$ 685</u> | <u>\$ (2,721)</u> | <u>\$ 807</u> | <u>\$ (1,229)</u> |

(1) In the third quarter of fiscal year 2018, the Company adopted a new accounting standard on accounting for the reclassification of certain tax effects from accumulated other comprehensive income related to Tax Reform.

The following reclassifications were made from Accumulated Other Comprehensive Income (Loss) to the Condensed Consolidated Statements of Income:

| Reclassifications from Accumulated Other Comprehensive Income (Loss) | Three Months Ended March 31 | | Nine Months Ended March 31 | | Affected Line Item in the Condensed Consolidated Statements of Income |
|---|--------------------------------|----------|-------------------------------|----------|---|
| | 2019 | 2018 | 2019 | 2018 | |
| (Amounts in Thousands) | | | | | |
| Derivative gain (loss) ⁽¹⁾ | \$ 571 | \$ (457) | \$ 541 | \$ (961) | Cost of Sales |
| | (10) | — | 5 | — | Non-operating income (expense), net |
| | (110) | 57 | (94) | 56 | Benefit (Provision) for Income Taxes |
| | \$ 451 | \$ (400) | \$ 452 | \$ (905) | Net of Tax |
| Postemployment Benefits: | | | | | |
| Amortization of actuarial gain ⁽²⁾ | 120 | 93 | 348 | 258 | Non-operating income (expense), net |
| | (29) | (41) | (84) | (103) | Benefit (Provision) for Income Taxes |
| | \$ 91 | \$ 52 | \$ 264 | \$ 155 | Net of Tax |
| Total reclassifications for the period | \$ 542 | \$ (348) | \$ 716 | \$ (750) | Net of Tax |

Amounts in parentheses indicate reductions to income.

(1) See [Note 9 - Derivative Instruments](#) of Notes to Condensed Consolidated Financial Statements for further information on derivative instruments.

(2) See [Note 11 - Postemployment Benefits](#) of Notes to Condensed Consolidated Financial Statements for further information on postemployment benefit plans. See [Note 1 - Business Description and Significant Accounting Policies](#) for further information on the restatement of the prior period presentation in the table above due to the adoption of new guidance issued by the FASB.

Note 6. Commitments and Contingent Liabilities

Standby letters of credit may be issued to third-party suppliers and insurance institutions and can only be drawn upon in the event of the Company's failure to pay its obligations to a beneficiary. As of March 31, 2019, we had a maximum financial exposure from unused standby letters of credit totaling \$0.4 million. We don't expect circumstances to arise that would require us to perform under any of these arrangements and believe that the resolution of any claims that might arise in the future, either individually or in the aggregate, would not materially affect our condensed consolidated financial statements. Accordingly, no liability has been recorded as of March 31, 2019 with respect to the standby letters of credit. The Company also may enter into commercial letters of credit to facilitate payments to vendors and from customers.

The Company's China operation, in limited circumstances, receives banker's acceptance drafts from customers as settlement for their trade accounts receivable. We in turn may transfer the acceptance drafts to a supplier of ours in settlement of current accounts payable. These drafts contain certain recourse provisions afforded to the transferee under laws of The People's Republic of China. If a transferee were to exercise its available recourse rights, the draft would revert back to our China operation and we would be required to satisfy the obligation with the transferee. At March 31, 2019, the drafts transferred and outstanding totaled \$1.5 million. No transferee has exercised their recourse rights against us. For additional information on banker's acceptance drafts, see [Note 1 - Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements.

The Company provides only assurance-type warranties for a limited time period, which cover workmanship and assures the product complies with specifications provided by or agreed upon with the customer. We maintain a provision for limited warranty repair or replacement of products manufactured and sold, which has been established in specific manufacturing contract agreements. We estimate product warranty liability at the time of sale based on historical repair or replacement cost trends in conjunction with the length of the warranty offered. Management refines the warranty liability periodically based on changes in historical cost trends and in certain cases where specific warranty issues become known.

Changes in the product warranty accrual for the nine months ended March 31, 2019 and 2018 were as follows:

| (Amounts in Thousands) | Nine Months Ended | |
|--|-------------------|---------------|
| | March 31 | |
| | 2019 | 2018 |
| Product warranty liability at the beginning of the period | \$ 656 | \$ 593 |
| Additions to warranty accrual (including changes in estimates) | 40 | 396 |
| Settlements made (in cash or in kind) | (40) | (135) |
| Product warranty liability at the end of the period | <u>\$ 656</u> | <u>\$ 854</u> |

Note 7. Credit Facilities

Credit facilities consisted of the following:

| (Amounts in Millions, in U.S. Dollar Equivalents) | Availability to | Borrowings | Borrowings |
|---|-----------------|------------------|-----------------|
| | Borrow at | Outstanding at | Outstanding at |
| | March 31, 2019 | March 31, 2019 | June 30, 2018 |
| Primary credit facility ⁽¹⁾ | \$ 24.8 | \$ 124.8 | \$ 6.0 |
| Thailand overdraft credit facility ⁽²⁾ | 2.8 | — | — |
| China revolving credit facility ⁽²⁾ | 7.5 | — | — |
| Netherlands revolving credit facility ⁽²⁾ | 8.1 | 2.2 | 2.3 |
| Poland revolving credit facility ⁽³⁾ | 16.8 | — | — |
| Total credit facilities | <u>\$ 60.0</u> | <u>\$ 127.0</u> | <u>\$ 8.3</u> |
| Less: current portion | | <u>\$ (35.5)</u> | <u>\$ (8.3)</u> |
| Long-term debt under credit facilities, less current portion ⁽⁴⁾ | | <u>\$ 91.5</u> | <u>\$ —</u> |

- (1) At March 31, 2019, the Company maintains a U.S. primary credit facility (the “primary facility”) dated as of July 27, 2018 and scheduled to mature in July 2023. The primary facility provides for \$150 million in borrowings, with an option to increase the amount available for borrowing to \$225 million upon request, subject to the consent of each lender participating in such increase. This facility is maintained for working capital and general corporate purposes of the Company including capital expenditures and potential acquisitions. A commitment fee is payable on the unused portion of the credit facility at a rate that ranges from 20.0 to 25.0 basis points per annum as determined by the Company’s ratio of consolidated total indebtedness to adjusted consolidated EBITDA, as defined in the primary facility. Types of borrowings available on the primary facility include revolving loans, multi-currency term loans, and swingline loans. The interest rate on borrowings is dependent on the type of borrowings.

The Company’s financial covenants under the primary credit facility require:

- a ratio of consolidated total indebtedness minus unencumbered U.S. cash on hand in the United States in excess of \$15 million to adjusted consolidated EBITDA, determined as of the end of each of its fiscal quarters for the then most recently ended four fiscal quarters, to not be greater than 3.0 to 1.0, and
- a fixed charge coverage ratio, determined as of the end of each of its fiscal quarters for the then most recently ended four fiscal quarters, to not be less than 1.10 to 1.00.

The Company had \$0.4 million in letters of credit contingently committed against the credit facility at March 31, 2019.

- (2) At March 31, 2019, the Company also maintains foreign credit facilities in Thailand, China, and the Netherlands. For more information on these foreign credit facilities, refer to our Annual Report on Form 10-K for the year ended June 30, 2018.
- (3) During the current fiscal year, the Company established an uncommitted revolving credit facility for our Poland operation, which allows for borrowings up to 15 million Euro that can be drawn in Euro, U.S. dollars, or Polish Zloty. Proceeds from the facility are to be used for general working capital purposes. Interest on borrowing under this facility is charged at a rate of interest dependent on the denomination of the currency borrowed. The facility matures on December 20, 2019.
- (4) The amount of Long-term debt, less current maturities at March 31, 2019 reflects the borrowings on the primary facility that the Company intends, and has the ability, to refinance for a period longer than twelve months.

The weighted-average interest rate on the borrowings outstanding under the credit facilities at March 31, 2019 was 4.39%.

Note 8. Fair Value

The Company categorizes assets and liabilities measured at fair value into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas level 3 generally requires significant management judgment. The three levels are defined as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets and liabilities.
- Level 2: Observable inputs other than those included in level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- Level 3: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

There were no changes in the inputs or valuation techniques used to measure fair values during the nine months ended March 31, 2019. For more information on inputs and fair valuation techniques used, refer to our Annual Report on Form 10-K for the year ended June 30, 2018.

Recurring Fair Value Measurements:

As of March 31, 2019 and June 30, 2018, the fair values of financial assets and liabilities that are measured at fair value on a recurring basis using the market approach are categorized as follows:

| (Amounts in Thousands) | March 31, 2019 | | |
|--|------------------|-----------------|------------------|
| | Level 1 | Level 2 | Total |
| Assets | | | |
| Cash equivalents | \$ 1,116 | \$ — | \$ 1,116 |
| Derivatives: foreign exchange contracts | — | 2,578 | 2,578 |
| Trading securities: mutual funds held in nonqualified SERP | 9,030 | — | 9,030 |
| Total assets at fair value | <u>\$ 10,146</u> | <u>\$ 2,578</u> | <u>\$ 12,724</u> |
| Liabilities | | | |
| Derivatives: foreign exchange contracts | \$ — | \$ 432 | \$ 432 |
| Total liabilities at fair value | <u>\$ —</u> | <u>\$ 432</u> | <u>\$ 432</u> |
| June 30, 2018 | | | |
| (Amounts in Thousands) | Level 1 | Level 2 | Total |
| Assets | | | |
| Cash equivalents | \$ 1,099 | \$ — | \$ 1,099 |
| Derivatives: foreign exchange contracts | — | 1,713 | 1,713 |
| Trading securities: mutual funds held in nonqualified SERP | 8,769 | — | 8,769 |
| Total assets at fair value | <u>\$ 9,868</u> | <u>\$ 1,713</u> | <u>\$ 11,581</u> |
| Liabilities | | | |
| Derivatives: foreign exchange contracts | \$ — | \$ 1,867 | \$ 1,867 |
| Total liabilities at fair value | <u>\$ —</u> | <u>\$ 1,867</u> | <u>\$ 1,867</u> |

We had no level 3 assets or liabilities measured at fair value during the nine months ended March 31, 2019.

Nonqualified supplemental employee retirement plan (“SERP”) assets consist primarily of equity funds, balanced funds, bond funds, and a money market fund. The SERP investment assets are offset by a SERP liability which represents Kimball Electronics’ obligation to distribute SERP funds to participants. See [Note 10 - Investments](#) of Notes to Condensed Consolidated Financial Statements for further information regarding the SERP.

Financial Instruments Not Carried At Fair Value:

Financial instruments that are not reflected in the Condensed Consolidated Balance Sheets at fair value that have carrying amounts which approximate fair value include notes receivable and borrowings under credit facilities. There were no changes to the inputs and valuation techniques used to assess the fair value of these financial instruments during the nine months ended March 31, 2019. For more information on inputs and fair valuation techniques used, refer to our Annual Report on Form 10-K for the year ended June 30, 2018.

The carrying value of our cash deposit accounts, trade accounts receivable, and trade accounts payable approximates fair value due to the relatively short maturity and immaterial non-performance risk.

Note 9. Derivative Instruments

Foreign Exchange Contracts:

We operate internationally and are therefore exposed to foreign currency exchange rate fluctuations in the normal course of business. Our primary means of managing this exposure is to utilize natural hedges, such as aligning currencies used in the supply chain with the sale currency. To the extent natural hedging techniques do not fully offset currency risk, we use derivative instruments with the objective of reducing the residual exposure to certain foreign currency rate movements. Factors considered in the decision to hedge an underlying market exposure include the materiality of the risk, the volatility of the market, the duration of the hedge, the degree to which the underlying exposure is committed to, and the availability, effectiveness, and cost of derivative instruments. Derivative instruments are only utilized for risk management purposes and are not used for speculative or trading purposes.

We use forward contracts designated as cash flow hedges to protect against foreign currency exchange rate risks inherent in forecasted transactions denominated in a foreign currency. Foreign exchange contracts are also used to hedge against foreign currency exchange rate risks related to intercompany balances denominated in currencies other than the functional currencies. As of March 31, 2019, we had outstanding foreign exchange contracts to hedge currencies against the U.S. dollar in the aggregate notional amount of \$32.0 million and to hedge currencies against the Euro in the aggregate notional amount of 73.3 million Euro. The notional amounts are indicators of the volume of derivative activities but may not be indicators of the potential gain or loss on the derivatives.

In limited cases due to unexpected changes in forecasted transactions, cash flow hedges may cease to meet the criteria to be designated as cash flow hedges. Depending on the type of exposure hedged, we may either purchase a derivative contract in the opposite position of the undesignated hedge or may retain the hedge until it matures if the hedge continues to provide an adequate offset in earnings against the currency revaluation impact of foreign currency denominated liabilities.

The fair value of outstanding derivative instruments is recognized on the balance sheet as a derivative asset or liability. When derivatives are settled with the counterparty, the derivative asset or liability is relieved and cash flow is impacted for the net settlement. For derivative instruments that meet the criteria of hedging instruments under FASB guidance, the effective portions of the gain or loss on the derivative instrument are initially recorded net of related tax effect in Accumulated Other Comprehensive Income (Loss), a component of Share Owners’ Equity, and are subsequently reclassified into earnings in the period or periods during which the hedged transaction is recognized in earnings. The ineffective portion of the derivative gain or loss is reported immediately in Non-operating income (expense), net on the Condensed Consolidated Statements of Income. The gain or loss associated with derivative instruments that are not designated as hedging instruments or that cease to meet the criteria for hedging under FASB guidance is also reported immediately in Non-operating income (expense), net on the Condensed Consolidated Statements of Income.

Based on fair values as of March 31, 2019, we estimate that approximately \$0.3 million of pre-tax derivative gain deferred in Accumulated Other Comprehensive Loss will be reclassified into earnings, along with the earnings effects of related forecasted transactions, within the next 12 months. Gains on foreign exchange contracts are generally offset by losses in operating income in the income statement when the underlying hedged transaction is recognized in earnings. Because gains or losses on foreign exchange contracts fluctuate partially based on currency spot rates, the future effect on earnings of the cash flow hedges alone is not

determinable, but in conjunction with the underlying hedged transactions, the result is expected to be a decline in currency risk. The maximum length of time we had hedged our exposure to the variability in future cash flows was 12 months as of both March 31, 2019 and June 30, 2018.

See [Note 8 - Fair Value](#) of Notes to Condensed Consolidated Financial Statements for further information regarding the fair value of derivative assets and liabilities and the Condensed Consolidated Statements of Comprehensive Income for the changes in deferred derivative gains and losses. Information on the location and amounts of derivative fair values in the Condensed Consolidated Balance Sheets and derivative gains and losses in the Condensed Consolidated Statements of Income are presented below.

Fair Value of Derivative Instruments on the Condensed Consolidated Balance Sheets

| (Amounts in Thousands) | Asset Derivatives | | | Liability Derivatives | | |
|---|---|------------------|-----------------|------------------------|------------------|-----------------|
| | Balance Sheet Location | Fair Value As of | | Balance Sheet Location | Fair Value As of | |
| | | March 31, 2019 | June 30, 2018 | | March 31, 2019 | June 30, 2018 |
| Derivatives Designated as Hedging Instruments: | | | | | | |
| Foreign exchange contracts | Prepaid expenses and other current assets | \$ 1,309 | \$ 758 | Accrued expenses | \$ 432 | \$ 1,857 |
| Derivatives Not Designated as Hedging Instruments: | | | | | | |
| Foreign exchange contracts | Prepaid expenses and other current assets | 1,269 | 955 | Accrued expenses | — | 10 |
| Total derivatives | | <u>\$ 2,578</u> | <u>\$ 1,713</u> | | <u>\$ 432</u> | <u>\$ 1,867</u> |

The Effect of Derivative Instruments on Other Comprehensive Income (Loss)

| (Amounts in Thousands) | Three Months Ended March 31 | | Nine Months Ended March 31 | |
|---|-----------------------------|----------|----------------------------|------------|
| | 2019 | 2018 | 2019 | 2018 |
| Amount of Pre-Tax Gain or (Loss) Recognized in Other Comprehensive Income (Loss) (OCI) on Derivatives (Effective Portion): | | | | |
| Foreign exchange contracts | \$ 748 | \$ 1,009 | \$ 2,487 | \$ (1,033) |

The Effect of Derivative Instruments on Condensed Consolidated Statements of Income

| (Amounts in Thousands) | Location of Gain or (Loss) | Three Months Ended March 31 | | Nine Months Ended March 31 | |
|--|--------------------------------|-----------------------------|-----------------|----------------------------|-----------------|
| | | 2019 | 2018 | 2019 | 2018 |
| Derivatives in Cash Flow Hedging Relationships | | | | | |
| Amount of Pre-Tax Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion): | | | | | |
| Foreign exchange contracts | Cost of Sales | \$ 571 | \$ (457) | \$ 541 | \$ (961) |
| Foreign exchange contracts | Non-operating income (expense) | (10) | — | — | — |
| Total | | <u>\$ 561</u> | <u>\$ (457)</u> | <u>\$ 541</u> | <u>\$ (961)</u> |

Amount of Pre-Tax Loss Reclassified from Accumulated OCI into Income (Ineffective Portion):

| | | | | | |
|----------------------------|--------------------------------|------|------|------|------|
| Foreign exchange contracts | Non-operating income (expense) | \$ — | \$ — | \$ 5 | \$ — |
|----------------------------|--------------------------------|------|------|------|------|

Derivatives Not Designated as Hedging Instruments

Amount of Pre-Tax Gain or (Loss) Recognized in Income on Derivatives:

| | | | | | |
|--|--------------------------------|-----------------|-------------------|-----------------|-------------------|
| Foreign exchange contracts | Non-operating income (expense) | \$ 1,346 | \$ (663) | \$ 2,838 | \$ (1,744) |
| Total Derivative Pre-Tax Gain (Loss) Recognized in Income | | <u>\$ 1,907</u> | <u>\$ (1,120)</u> | <u>\$ 3,384</u> | <u>\$ (2,705)</u> |

Note 10. Investments

The Company maintains a self-directed supplemental employee retirement plan (“SERP”) for executive and other key employees. The Company SERP utilizes a rabbi trust, and therefore assets in the SERP portfolio are subject to creditor claims in the event of bankruptcy. The Company recognizes SERP investment assets on the balance sheet at current fair value. A SERP liability of the same amount is recorded on the balance sheet representing an obligation to distribute SERP funds to participants. The SERP investment assets are classified as trading, and accordingly, realized and unrealized gains and losses are recognized in income in the other income (expense) category. Adjustments made to revalue the SERP liability are also recognized in income as selling and administrative expenses and offset valuation adjustments on SERP investment assets. The (decrease)/increase in net unrealized holding gains for the nine months ended March 31, 2019 and 2018 was, in thousands, \$(158) and \$480, respectively.

SERP asset and liability balances applicable to Kimball Electronics participants were as follows:

| (Amounts in Thousands) | March 31, 2019 | June 30, 2018 |
|---|-------------------|------------------|
| SERP investments - current asset | \$ 1,708 | \$ 294 |
| SERP investments - other long-term asset | 7,322 | 8,475 |
| Total SERP investments | <u>\$ 9,030</u> | <u>\$ 8,769</u> |
| SERP obligation - current liability | \$ 1,708 | \$ 294 |
| SERP obligation - other long-term liability | 7,322 | 8,475 |
| Total SERP obligation | <u>\$ 9,030</u> | <u>\$ 8,769</u> |

Note 11. Postemployment Benefits

The Company maintains severance plans for all domestic employees. These plans provide severance benefits to eligible employees meeting the plans’ qualifications, primarily involuntary termination without cause. There are no statutory requirements for us to contribute to the plans, nor do employees contribute to the plans. The plans hold no assets. Benefits are paid using available cash on hand when eligible employees meet plan qualifications for payment. Benefits are based upon an employee’s years of service and accumulate up to certain limits specified in the plans and include both salary and an allowance for medical benefits. The net periodic postemployment benefit costs were not material for the nine months ended March 31, 2019 and 2018. Unusual or non-recurring severance actions are not estimable using actuarial methods and are expensed in accordance with the applicable U.S. GAAP.

Note 12. Stock Compensation Plans

The Company maintains a stock compensation plan, the Kimball Electronics, Inc. 2014 Stock Option and Incentive Plan (the “Plan”), which allows for the issuance of up to 4.5 million shares and may be awarded in the form of incentive stock options, stock appreciation rights, restricted shares, unrestricted shares, restricted share units, or performance shares and performance units. The Plan is a ten-year plan with no further awards allowed to be made under the Plan after October 1, 2024. The Company also maintains a nonqualified deferred stock compensation plan, the Kimball Electronics, Inc. Non-Employee Directors Stock Compensation Deferral Plan (the “Deferral Plan”), which allows Non-Employee Directors of the Company’s Board of Directors (the “Board”) to elect to defer all, or a portion of, their retainer fees in stock until retirement or termination from the Board or death. The Deferral Plan allows for issuance of up to 1.0 million shares of the Company’s common stock. For more information on the Plan and the Deferral Plan, refer to our Annual Report on Form 10-K for the year ended June 30, 2018.

During the first nine months of fiscal year 2019, the following stock compensation was awarded under the Plan and the Deferral Plan.

| Stock Compensation Awarded | Quarter Awarded | Shares/Units | Grant Date Fair Value ⁽²⁾ |
|---|------------------------|---------------------|---|
| Long-Term Performance Shares ⁽¹⁾ | 1st Quarter | 192,868 | \$20.05 |
| Unrestricted shares ⁽³⁾ | 2nd Quarter | 4,236 | \$17.69 |
| Deferred share units (Director compensation) ⁽⁴⁾ | 2nd Quarter | 32,758 | \$17.40 |

- (1) Long-term performance shares were awarded to officers and other key employees. Payouts will be based upon a combination of a bonus percentage attainment component calculated under the Company's profit sharing incentive bonus plan, adjusted to a three-year average bonus percentage, and a growth attainment component, which is the Company's growth in sales revenue based on comparison of its three-year compounded annual growth rate ("CAGR") with the Electronics Manufacturing Services Industry's three-year CAGR. The long-term performance shares awarded are based on three successive annual performance measurement periods, with each annual tranche having a grant date when economic profit tiers are established and approved by the Compensation and Governance Committee of the Board near the beginning of the applicable fiscal year and a vesting date shortly after the end of each annual period. The number of shares issued will be less than the maximum shares issuable if one or both of the above-mentioned incentive metric maximum thresholds are not obtained.
- (2) The grant date fair value is based on the stock price at the date of the award and for long-term performance shares is applicable to the first tranche only.
- (3) Unrestricted shares were awarded to a non-employee member of the Company's Board of Directors as compensation for the portion of director's annual retainer fees as a result of the directors' election to be paid in unrestricted shares in lieu of cash payment or deferred share units. Director's fees are expensed over the period that directors earn the compensation. Unrestricted shares were also awarded to a key employee which were expensed immediately. Unrestricted shares do not have vesting periods, holding periods, restrictions on sales, or other restrictions.
- (4) Deferred share units were awarded to non-employee members of the Company's Board of Directors as compensation for the portion of director's annual retainer fees as a result of directors' elections to receive deferred share units in lieu of cash payment or unrestricted shares. Director's fees are expensed over the period that directors earn the compensation. Deferred share units are participating securities and are payable in common stock upon a Director's retirement or termination from the Board or death.

Note 13. Goodwill and Other Intangible Assets

A summary of goodwill is as follows:

(Amounts in Thousands)

Balance as of June 30, 2018

| | | |
|------------------------|----|----------|
| Goodwill | \$ | 19,017 |
| Accumulated impairment | | (12,826) |
| Goodwill, net | | 6,191 |
| Goodwill Acquired | | 5,218 |

Balance as of March 31, 2019

| | | |
|------------------------|----|----------|
| Goodwill | | 24,235 |
| Accumulated impairment | | (12,826) |
| Goodwill, net | \$ | 11,409 |

During the first nine months of fiscal year 2019, we acquired \$5.2 million in goodwill resulting from the GES acquisition. See [Note 2 - Acquisition](#) of Notes to Condensed Consolidated Financial Statements for more information on this acquisition.

A summary of other intangible assets subject to amortization is as follows:

| (Amounts in Thousands) | March 31, 2019 | | | June 30, 2018 | | |
|-------------------------|----------------|--------------------------|-----------|---------------|--------------------------|-----------|
| | Cost | Accumulated Amortization | Net Value | Cost | Accumulated Amortization | Net Value |
| Capitalized Software | \$ 32,054 | \$ 26,854 | \$ 5,200 | \$ 30,484 | \$ 26,154 | \$ 4,330 |
| Customer Relationships | 8,618 | 1,378 | 7,240 | 1,167 | 1,122 | 45 |
| Technology | 5,060 | 513 | 4,547 | — | — | — |
| Trade Name | 6,369 | 318 | 6,051 | — | — | — |
| Other Intangible Assets | \$ 52,101 | \$ 29,063 | \$ 23,038 | \$ 31,651 | \$ 27,276 | \$ 4,375 |

During the three months ended March 31, 2019 and March 31, 2018, amortization expense of other intangible assets was, in thousands, \$855 and \$229, respectively. Amortization expense of other intangible assets during the nine months ended March 31, 2019 and March 31, 2018 was, in thousands, \$1,800 and \$670, respectively.

The estimated useful life of internal-use software ranges from 3 years to 10 years. The amortization period for the customer relationships, technology, and trade name intangible assets is 15 years, 5 years, and 10 years, respectively. We have no intangible assets with indefinite useful lives which are not subject to amortization.

Note 14. Share Owners' Equity

On October 21, 2015, the Company's Board of Directors (the "Board") authorized an 18-month stock repurchase plan (the "Plan") allowing a repurchase of up to \$20 million worth of common stock. On September 29, 2016, the Board extended the Plan to allow the repurchase of up to an additional \$20 million worth of common stock with no expiration date. On August 23, 2017, the Board increased the Plan to allow the repurchase of up to an additional \$20 million worth of common stock with no expiration date. On November 8, 2018, the Board approved another extension of the Plan to allow the repurchase of an additional \$20 million worth of common stock with no expiration date. This latest increase brings the total authorized stock repurchases under the Plan to \$80 million. Purchases may be made under various programs, including in open-market transactions, block transactions on or off an exchange, or in privately negotiated transactions, all in accordance with applicable securities laws and regulations. The Plan may be suspended or discontinued at any time.

During the nine months ended March 31, 2019, the Company repurchased \$23.4 million of common stock at an average price of \$17.75 which was recorded as Treasury stock, at cost in the Condensed Consolidated Balance Sheets. Since the inception of the Plan, the Company has repurchased \$67.9 million of common stock under the Plan at an average cost of \$15.04 per share.

Note 15. Earnings Per Share

Basic and diluted earnings per share were calculated as follows under the two-class method:

| (Amounts in thousands, except per share data) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------------|-------------------|------------------|
| | March 31 | | March 31 | |
| | 2019 | 2018 | 2019 | 2018 |
| Basic and Diluted Earnings Per Share: | | | | |
| Net Income | \$ 11,849 | \$ 10,835 | \$ 24,033 | \$ 10,968 |
| Less: Net Income allocated to participating securities | 15 | 5 | 22 | 6 |
| Net Income allocated to common Share Owners | <u>\$ 11,834</u> | <u>\$ 10,830</u> | <u>\$ 24,011</u> | <u>\$ 10,962</u> |
| Basic weighted average common shares outstanding | 25,479 | 26,714 | 25,993 | 26,779 |
| Dilutive effect of average outstanding performance shares | 81 | 129 | 167 | 221 |
| Dilutive effect of average outstanding deferred stock units | 8 | 3 | 21 | 6 |
| Dilutive weighted average shares outstanding | <u>25,568</u> | <u>26,846</u> | <u>26,181</u> | <u>27,006</u> |
| Earnings Per Share of Common Stock: | | | | |
| Basic | \$ 0.46 | \$ 0.41 | \$ 0.92 | \$ 0.41 |
| Diluted | \$ 0.46 | \$ 0.40 | \$ 0.92 | \$ 0.41 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Business Overview

We are a global contract electronics manufacturing services ("EMS") company that specializes in producing durable electronics for the automotive, medical, industrial, and public safety markets and further offers diversified contract manufacturing services for non-electronic components, medical disposables, and plastics. Our manufacturing services, including engineering and supply chain support, utilize common production and support capabilities globally. We are well recognized by our customers and the EMS industry for our excellent quality, reliability, and innovative service. In 2018, we were recognized for achieving the Highest Overall Customer Rating in CIRCUITS ASSEMBLY's 2018 Service Excellence Awards. CIRCUITS ASSEMBLY is a leading brand and technical publication for electronics manufacturers worldwide.

The EMS industry is very competitive. As a mid-sized player in the EMS market, we can expect to be challenged by the agility and flexibility of the smaller, regional players, and we can expect to be challenged by the scale and price competitiveness of the larger, global players. We enjoy a unique market position between these extremes which allows us to compete with the larger scale players for high-volume projects, but also maintain our competitive position in the generally lower volume durable electronics market space. We expect to continue to effectively operate in this market space; however, one significant challenge will be maintaining our profit margins while we continue our revenue growth. Price increases are uncommon in the market as production efficiencies and material pricing advantages for most projects drive costs and prices down over the life of the projects. This characteristic of the contract electronics marketplace is expected to continue.

We continue to monitor the current economic and industry conditions for uncertainties that may pose a threat to our future growth or cause disruption in business strategy, execution, and timing in the markets in which we compete. One such trend that the EMS industry is experiencing is component shortages and component allocations. Component shortages or allocations could increase component costs and potentially interrupt our operations and negatively impact our ability to meet commitments to customers. We are taking various actions to mitigate the risk and minimize the adverse effect the component shortages or allocations could have on our results and the impact to our customers. In addition, the impact from the recently imposed and additional proposed tariffs on components we utilize in our domestic manufacturing process, of which many currently can only be sourced via China, may adversely affect the competitiveness of our domestic operations.

The 2018 edition of The Worldwide Electronics Manufacturing Services Market, a comprehensive study on the worldwide EMS market published by New Venture Research (“NVR”), provided worldwide forecast trends through 2022. NVR projects worldwide electronics assembly value to grow at a compound annual growth rate (“CAGR”) of 7.5% over the next five years, with the automotive, medical, and industrial markets projected to grow at a CAGR of 8.3%, 6.2%, and 5.9%, respectively.

The March 2019 edition of Manufacturing Market Insider published by NVR indicated that the group of leading EMS companies that comprise its annual list of the 50 largest EMS providers for 2018, of which we are a member, experienced revenue growth of 10.9% in calendar year 2018. During calendar year 2018, we experienced growth of approximately 13%. Our overall expectation for the EMS market is moderate growth with mixed demand. Our focus is on the four key vertical markets of automotive, medical, industrial, and public safety. Our current goal is to grow at an 8% annual organic growth rate.

The automotive end market continues to benefit from the trend of increasing electronic content that is placed in automobiles. The China automotive market has experienced a slowdown when compared to the past several quarters, likely related to tighter credit from increased government regulation on consumer lending practices in China in addition to the continued trade tensions between the United States and China. In the industrial market, growth was driven in large part from the sales of our recent acquisition completed on October 1, 2018, discussed in further detail below, in addition to increased end market demand for climate control products. Overall in the public safety market, we have experienced mixed demand and may continue to see demand fluctuations as we wind down our International Traffic in Arms Regulations (“ITAR”) compliance programs and turn our focus to growth in our non-defense related business. In the medical market, growth was driven largely from an overall strengthening of the market in addition to continued ramp-up of certain new program launches. We continue to monitor the current economic environment and its potential impact on our customers.

We invest in capital expenditures prudently for projects in support of both organic growth and potential acquisitions that would enhance our capabilities and diversification while providing an opportunity for growth and improved profitability. For example, the acquisitions of Medivative Technologies, LLC (“Medivative”) and Aircom Manufacturing, Inc. (“Aircom”) within the last several fiscal years provide capabilities that will enhance our medical end market as well as support our mechanical assembly needs in all four key vertical markets by offering our customers design engineering and diversified contract manufacturing services.

As discussed in [Note 2 - Acquisition](#) of Notes to Condensed Consolidated Financial Statements, we completed the acquisition of GES Holdings, Inc., Global Equipment Services and Manufacturing, Inc., and its subsidiaries (collectively referred to as “GES”) on October 1, 2018. The GES acquisition supports our new platform strategy for expansion and diversification to become a multifaceted manufacturing solutions company. GES specializes in production processing and test equipment design, volume contract manufacturing, and global contract services for industrial applications in the semiconductor, electronics, and life sciences industries. GES has business operations in China, India, Japan, the United States, and Vietnam. The operating results of this acquisition are included in our consolidated financial statements as of the acquisition date.

We have a strong focus on cost control and closely monitor market changes and our liquidity in order to proactively adjust our operating costs and discretionary capital spending as needed. Managing working capital in conjunction with fluctuating demand levels is likewise key. In addition, a long-standing component of our profit sharing incentive bonus plan is that it is linked to our financial performance which results in varying amounts of compensation expense as profits change.

We continue to maintain a strong balance sheet, which included Share Owners’ equity of \$359 million at March 31, 2019. Our short-term liquidity available, represented as cash and cash equivalents plus the unused amount of our credit facilities, totaled \$107.2 million at March 31, 2019. On July 27, 2018, we amended and restated our primary credit facility, which now allows for \$150 million in borrowings, with an option to increase the amount available for borrowings to \$225 million at the Company’s request, subject to the consent of each lender participating in such increase.

In addition to the above discussion related to the current market conditions, management currently considers the following events, trends, and uncertainties to be most important to understanding our financial condition and operating performance:

- Due to the contract and project nature of the EMS industry, fluctuation in the demand for our products and variation in the gross margin on those projects is inherent to our business. Effective management of manufacturing capacity is, and will continue to be, critical to our success.
- The nature of the EMS industry is such that the start-up of new customers and new programs to replace expiring programs occurs frequently. While our agreements with customers generally do not have a definitive term and thus could be canceled at any time with little or no notice, we generally realize relatively few cancellations prior to the end of the product's life cycle. We attribute this to our focus on long-term customer relationships, meeting customer expectations, required capital investment, and product qualification cycle times. As such, our ability to continue contractual relationships with our customers, including our principal customers, is not certain. New customers and program start-ups generally cause losses early in the life of a program, which are generally recovered as the program becomes established and matures. Risk factors within our business include, but are not limited to, general economic and market conditions, customer order delays, globalization, impact related to tariffs and other trade barriers, foreign currency exchange rate fluctuations, rapid technological changes, component availability, supplier and customer financial stability, the contract nature of this industry, the concentration of sales to large customers, and the potential for customers to choose a dual sourcing strategy or to in-source a greater portion of their electronics manufacturing. The continuing success of our business is dependent upon our ability to replace expiring customers/programs with new customers/programs. We monitor our success in this area by tracking the number of customers and the percentage of our net sales generated from them by years of service as depicted in the table below. While variation in the size of program award makes it difficult to directly correlate this data to our sales trends, we believe it does provide useful information regarding our customer loyalty and new business growth. Additional risk factors that could have an effect on our performance are located within the "Risk Factors" section of our Annual Report on Form 10-K for the year ended June 30, 2018.

| Customer Service Years | Nine Months Ended | |
|---------------------------|-------------------|------|
| | March 31 | |
| | 2019 | 2018 |
| More than 10 Years | | |
| % of Net Sales | 76% | 61% |
| # of Customers | 30 | 28 |
| 5 to 10 Years | | |
| % of Net Sales | 9% | 28% |
| # of Customers | 18 | 18 |
| Less than 5 Years | | |
| % of Net Sales | 15% | 11% |
| # of Customers | 29 | 31 |
| Total | | |
| % of Net Sales | 100% | 100% |
| # of Customers | 77 | 77 |

- Globalization continues to reshape not only the industries in which we operate but also for our key customers, suppliers, and competitors.
- Employees throughout our business operations are an integral part of our ability to compete successfully, and the stability of the management team is critical to long-term Share Owner value. Our talent management and succession planning processes help to maintain stability in management.

Certain preceding statements could be considered forward-looking statements under the Private Securities Litigation Reform Act of 1995 and are subject to certain risks and uncertainties including, but not limited to, successful integration of acquisitions and new operations, adverse changes in the global economic conditions, the geopolitical environment, loss of key customers or suppliers, or similar unforeseen events. Additional information on risks is contained in our Annual Report on Form 10-K for the year ended June 30, 2018.

Financial Overview

At or for the Three Months Ended March 31

| (Amounts in Millions, Except for Per Share Data) | 2019 | as a % of Net Sales | 2018 | as a % of Net Sales | % Change |
|--|----------|------------------------|----------|------------------------|----------|
| Net Sales | \$ 313.5 | | \$ 283.9 | | 10% |
| Gross Profit | \$ 26.6 | 8.5% | \$ 22.9 | 8.1% | 16% |
| Selling and Administrative Expenses | \$ 12.1 | 3.9% | \$ 11.8 | 4.2% | 3% |
| Operating Income ⁽¹⁾ | \$ 14.5 | 4.6% | \$ 11.1 | 3.9% | 30% |
| Provision for Income Taxes | \$ 2.8 | | \$ 2.3 | | 23% |
| Net Income | \$ 11.8 | | \$ 10.8 | | 9% |
| Diluted Earnings per Share | \$ 0.46 | | \$ 0.40 | | 15% |
| Open Orders | \$ 379.5 | | \$ 237.0 | | 60% |

For the Nine Months Ended March 31

| (Amounts in Millions, Except for Per Share Data) | 2019 | as a % of Net Sales | 2018 | as a % of Net Sales | % Change |
|--|----------|------------------------|----------|------------------------|----------|
| Net Sales | \$ 863.2 | | \$ 795.3 | | 9% |
| Gross Profit | \$ 65.2 | 7.6% | \$ 63.3 | 8.0% | 3% |
| Selling and Administrative Expenses | \$ 33.5 | 3.9% | \$ 32.5 | 4.1% | 3% |
| Other General Income | \$ 0.1 | | \$ — | | |
| Operating Income ⁽¹⁾ | \$ 31.7 | 3.7% | \$ 30.8 | 3.9% | 3% |
| Provision for Income Taxes | \$ 5.7 | | \$ 23.6 | | (76)% |
| Net Income | \$ 24.0 | | \$ 11.0 | | 119% |
| Diluted Earnings per Share | \$ 0.92 | | \$ 0.41 | | 124% |

(1) Prior period has been restated to reflect the retrospective adoption of new accounting guidance issued by the FASB on improving the presentation of net periodic pension cost and net periodic postretirement benefit cost. See [Note 1 - Business Description and Significant Accounting Policies](#) for further information on the restatement of the prior period presentation. There was no effect to Net Income or Diluted Earnings per Share.

Net Sales by Vertical Market

| (Amounts in Millions) | Three Months Ended March 31 | | | Nine Months Ended March 31 | | |
|-----------------------|--------------------------------|-----------------|----------|-------------------------------|-----------------|----------|
| | 2019 | 2018 | % Change | 2019 | 2018 | % Change |
| Automotive | \$ 127.3 | \$ 136.2 | (7)% | \$ 345.6 | \$ 354.6 | (3)% |
| Medical | 99.1 | 77.8 | 27% | 267.0 | 226.9 | 18% |
| Industrial | 68.0 | 53.3 | 27% | 187.6 | 160.1 | 17% |
| Public Safety | 15.1 | 14.3 | 5% | 50.1 | 45.3 | 10% |
| Other | 4.0 | 2.3 | 74% | 12.9 | 8.4 | 53% |
| Total Net Sales | <u>\$ 313.5</u> | <u>\$ 283.9</u> | 10% | <u>\$ 863.2</u> | <u>\$ 795.3</u> | 9% |

Third quarter and year-to-date fiscal year 2019 consolidated net sales increased compared to the third quarter and year-to-date period of fiscal year 2018 primarily due to the continued ramp-up of certain programs, new product introductions, and an overall increase in

demand. Sales generated from the GES acquisition and the impact from the adoption of new revenue recognition guidance favorably impacted sales by 2% and 1%, respectively, during the third quarter of fiscal year 2019, which were offset by a 3% unfavorable foreign exchange fluctuation. For the year-to-date period of fiscal year 2019, sales generated from the GES acquisition and the impact from the adoption of new revenue recognition guidance favorably impacted sales by 2% and 1%, respectively, which were partially offset by a 2% unfavorable foreign exchange fluctuation. Sales generated from the GES acquisition are primarily included in the industrial end market vertical.

As of July 1, 2018, the Company adopted the new accounting guidance for Revenue from Contracts with Customers. Under the new guidance, a majority of our sales revenue will be recognized over time as manufacturing services are performed. This represents a change from our previous revenue recognition pattern as revenue was historically recognized at a point in time when title and risk of loss passed to the customer according to the terms of the contract. See [Note 1 – Business Description and Summary of Significant Accounting Policies](#) and [Note 3 - Revenue from Contracts with Customers](#) of Notes to Condensed Consolidated Financial Statements for more information on the adoption of the New Revenue Guidance.

Sales to customers in the automotive market declined in the third quarter and year-to-date period of fiscal year 2019 compared to the third quarter and year-to-date period of fiscal year 2018 as declines in China and, to a lesser extent, Europe, more than offset stronger demand in North America. Sales to customers in the medical market experienced double-digit sales growth in the third quarter and year-to-date period of fiscal year 2019 compared to the third quarter and year-to-date period of fiscal year 2018 primarily due to the continued ramp-up of certain product launches and increased demand for existing products. Sales to customers in the industrial market also improved with double-digit sales growth in the third quarter and year-to-date period of the current fiscal year when compared to the third quarter and year-to-date period of fiscal year 2018 from both sales generated through the recent GES acquisition and increased end market demand for climate control products. Sales to customers in the public safety market increased in the third quarter and year-to-date period of fiscal year 2019 compared to the third quarter and year-to-date period of fiscal year 2018 from new program launches and increased demand for existing products.

A significant amount of sales to Philips, ZF, and Nexteer Automotive accounted for the following portions of our net sales:

| | Three Months Ended | | Nine Months Ended | |
|--------------------|--------------------|------|-------------------|------|
| | March 31 | | March 31 | |
| | 2019 | 2018 | 2019 | 2018 |
| Philips | 13% | 12% | 14% | 13% |
| ZF | 12% | 16% | 12% | 15% |
| Nexteer Automotive | 13% | 15% | 12% | 13% |

Open orders were up 60% as of March 31, 2019 compared to March 31, 2018 as open orders in the automotive, medical, and industrial markets increased, more than offsetting a decline in open orders in the public safety market. Open orders from the GES acquisition are included in the industrial market. Open orders in the automotive market significantly increased, which in part is due to new product introductions and certain key customers placing orders with increased lead times. Open orders are the aggregate sales price of production pursuant to unfulfilled customer orders, which may be canceled by the customer subject to contractual termination provisions. Substantially all of the open orders as of March 31, 2019 are expected to be filled within the next twelve months. Open orders at a point in time may not be indicative of future sales trends due to the contract nature of our business.

Third quarter fiscal year 2019 gross profit as a percent of net sales improved when compared to the third quarter of fiscal year 2018 primarily due to favorable product mix, continued ramp-up of programs that generated higher new product introduction support costs in the prior year quarter, and the positive impact from leverage gained on higher revenue, which were partially offset by the higher material costs due to component shortages and the unfavorable impact to gross profit from our recent acquisition. Year-to-date fiscal year 2019 gross profit as a percent of net sales declined when compared to year-to-date fiscal year 2018 primarily due to unfavorable product mix, higher material costs due to component shortages, and the unfavorable impact to gross profit from our recent acquisition, which were partially offset by the positive impact from leverage gained on higher revenue.

Selling and administrative expenses decreased as a percent of net sales but increased in absolute dollars in the third quarter of fiscal year 2019 when compared to the third quarter of fiscal year 2018. The current quarter selling and administrative expenses increased in absolute dollars primarily from an increase in the fair value of the liability for the supplemental employee retirement plan (“SERP”) and higher amortization expense directly resulting from the finite-lived intangible assets acquired in the GES acquisition. The

increase was partially offset by lower incremental costs directly related to the GES acquisition in addition to lower incentive-based compensation. The revaluation of the SERP liability is exactly offset by the revaluation to fair value of the SERP investments recorded in Other Income (Expense).

For the first nine months of fiscal year 2019, selling and administrative expenses increased in absolute dollars when compared to the first nine months of fiscal year 2018 primarily from higher salary and related payroll costs and higher amortization expense directly resulting from the finite-lived intangible assets acquired in the GES acquisition. This increase was partially offset by lower incentive-based bonus expense and lower expense from the supplemental employee retirement plan (“SERP”).

Other General Income in the first nine months of fiscal year 2019 included \$0.1 million of pre-tax income resulting from a payment received related to the settlement of a class action lawsuit in which Kimball Electronics was a class member. The lawsuit alleged that certain suppliers to the EMS industry conspired over a number of years to raise and fix the prices of electronic capacitors, resulting in overcharges to purchasers of those components. No Other General Income was recorded during the first nine months of fiscal year 2018.

Other Income (Expense) consisted of the following:

| (Amounts in Thousands) | Three Months Ended | | Nine Months Ended | |
|--|--------------------|----------|-------------------|----------|
| | March 31 | | March 31 | |
| | 2019 | 2018 | 2019 | 2018 |
| Interest income | \$ 19 | \$ 14 | \$ 42 | \$ 50 |
| Interest expense | (1,165) | (140) | (2,644) | (369) |
| Foreign currency/derivative gain | 746 | 2,093 | 91 | 3,487 |
| Gain on supplemental employee retirement plan (“SERP”) investments | 606 | 21 | 99 | 606 |
| Foreign government subsidies | 9 | — | 580 | 54 |
| Other | (38) | 11 | (138) | (50) |
| Other income (expense), net | \$ 177 | \$ 1,999 | \$ (1,970) | \$ 3,778 |

Interest expense has increased in the third quarter and year-to-date period of fiscal year 2019 compared to the third quarter and year-to-date period of fiscal year 2018 due to increased borrowings on the credit facilities. The foreign currency/derivative gain resulted from net foreign currency exchange rate movements during the period. The revaluation to fair value of the SERP investments recorded in Other Income (Expense) is offset by the revaluation of the SERP liability recorded in Selling and Administrative Expenses, and thus there is no effect on net income. The prior period presentation in the table above has been restated due to the adoption of new guidance by the FASB on net periodic pension cost and net periodic postretirement benefit cost.

Our income before income taxes and effective tax rate were comprised of the following U.S. and foreign components:

| (Amounts in Thousands) | For the Nine Months Ended | | | |
|------------------------|---------------------------|--------------------|---------------------|--------------------|
| | March 31, 2019 | | March 31, 2018 | |
| | Income Before Taxes | Effective Tax Rate | Income Before Taxes | Effective Tax Rate |
| United States | \$ 11,751 | 14.2% | \$ 3,554 | 475.0% |
| Foreign | 18,020 | 22.6% | 30,996 | 21.6% |
| Total | \$ 29,771 | 19.3% | \$ 34,550 | 68.3% |

In December 2017, the U.S. Tax Cuts and Jobs Act (“Tax Reform”) was enacted into law by the United States which lowered the U.S. corporate statutory tax rate from 35% to 21%. When compared to the statutory rate, the domestic effective tax rate and the consolidated effective tax rate for the first nine months of fiscal year 2019 were favorably impacted by discrete income tax adjustments related to the U.S. research and development tax credit, adjustments to provisions related to Tax Reform prior to the end of the measurement period, the excess tax benefit on stock-based compensation granted during the period, and provision to return adjustments.

For the first nine months of fiscal year 2018, the domestic effective tax rate and the consolidated effective tax rate were unfavorably impacted by Tax Reform as we recorded income tax expense of approximately \$12.8 million for the deemed repatriation tax and approximately \$3.7 million for the revaluation of our net deferred tax assets, which were both treated as discrete items and were recognized in Provision for Income Taxes on the Condensed Consolidated Statements of Income for the nine months ended March 31, 2018. The Company considered these provisional recorded amounts to be reasonable estimates as of March 31, 2018. Items partially offsetting the unfavorable impact from Tax Reform on the effective tax rate included the discrete income tax adjustment related to the excess tax benefit on stock-based compensation granted during the nine months ended March 31, 2018, which was recognized in accordance with the new accounting standard for share-based payment transactions, the high mix of earnings in foreign jurisdictions that generally had lower statutory rates than the United States, and the U.S. research and development tax credit. See [Note 1 - Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements for additional information on Tax Reform.

Comparing the balance sheet as of March 31, 2019 to June 30, 2018, the adoption of the New Revenue Guidance on July 1, 2018 and the GES acquisition impacted several balances. Receivables increased \$52.2 million primarily due to increased sales volumes and the GES acquisition. Contract assets, which have a balance of \$52.2 million at March 31, 2019, reflect the unbilled accounts receivable that occur when we recognize revenue over time as manufacturing services are provided and the billing to the customer has not yet occurred as of the balance sheet date. Our inventory balance increased \$11.6 million as a result of increased production volumes, changes in customers' forecasts, additional purchases to help mitigate the potential impact from component shortages, and additions from the GES acquisition, which more than offset a reduction in our inventory balance of \$47.4 million related to the adoption of the New Revenue Guidance. Goodwill has increased \$5.2 million due to the GES acquisition, and the Other Intangibles, net have increased \$18.7 million primarily from the finite-lived intangibles acquired in the GES acquisition. Borrowings under credit facilities increased \$118.7 million largely from borrowings under the U.S. primary credit facility, which were used to finance the GES acquisition in addition to domestic cash needs. At March 31, 2019, Long-term debt, less current maturities reflects the borrowings on the primary facility that the Company intends and has the ability to refinance on a long-term basis. Accounts payable increased \$22.0 million primarily from the increased inventory purchases and the GES acquisition. Treasury stock, at cost increased \$21.3 million due to stock repurchases under an authorized stock repurchase plan. The increase in Retained earnings included an increase of \$3.1 million from the cumulative effect of adoption of the New Revenue Guidance. See [Note 1 - Business Description and Summary of Significant Accounting Policies](#) and [Note 3 - Revenue from Contracts with Customers](#) of Notes to Condensed Consolidated Financial Statements for more information on the adoption of the New Revenue Guidance and [Note 2 - Acquisition](#) for more detail on the GES acquisition.

Liquidity and Capital Resources

Working capital at March 31, 2019 was \$277.5 million compared to working capital of \$208.4 million at June 30, 2018. The current ratio was 2.0 at March 31, 2019 and 1.9 at June 30, 2018. Our short-term liquidity available, represented as cash and cash equivalents plus the unused amount of our credit facilities, totaled \$107.2 million at March 31, 2019 and \$108.7 million at June 30, 2018.

Cash Conversion Days ("CCD") are calculated as the sum of Days Sales Outstanding ("DSO") plus Contract Asset Days ("CAD") plus Production Days Supply on Hand ("PDSOH") less Accounts Payable Days ("APD"). CCD is a metric used to measure the efficiency of managing working capital. CCD for the quarter ended March 31, 2019 was 75 days, which increased from the quarter ended June 30, 2018 and the quarter ended March 31, 2018. The following table summarizes our CCD for the quarterly periods indicated.

| | Three Months Ended | | |
|-------|--------------------|---------------|----------------|
| | March 31, 2019 | June 30, 2018 | March 31, 2018 |
| DSO | 56 | 57 | 58 |
| CAD | 15 | — | — |
| PDSOH | 68 | 72 | 66 |
| APD | 64 | 66 | 62 |
| CCD | 75 | 63 | 62 |

We define DSO as the average of monthly trade accounts and notes receivable divided by an average day's net sales, CAD as the average monthly contract assets divided by an average day's net sales, PDSOH as the average of monthly gross inventory divided by an average day's cost of sales, and APD as the average of monthly accounts payable divided by an average day's cost of sales.

The CAD metric is included in the calculation of the CCD metric beginning in fiscal year 2019 due to the adoption of the New Revenue Guidance on July 1, 2018. Contract assets reflect the unbilled accounts receivable that occur when we recognize revenue over time as manufacturing services are provided and the billing to the customer has not yet occurred as of the balance sheet date. See [Note 1 – Business Description and Summary of Significant Accounting Policies](#) and [Note 3 - Revenue from Contracts with Customers](#) of Notes to Condensed Consolidated Financial Statements for more information on the adoption of the New Revenue Guidance and contract assets.

Cash Flows

The following table reflects the major categories of cash flows for the first nine months of fiscal years 2019 and 2018.

| (Amounts in thousands) | Nine Months Ended | |
|--|-------------------|-------------|
| | March 31 | |
| | 2019 | 2018 |
| Net cash (used for) provided by operating activities | \$ (18,980) | \$ 20,888 |
| Net cash used for investing activities | \$ (59,464) | \$ (21,823) |
| Net cash provided by (used for) financing activities | \$ 80,315 | \$ (1,718) |

Cash Flows from Operating Activities

Net cash used for operating activities for the first nine months of fiscal year 2019 was primarily driven by cash used from changes in operating assets and liabilities which more than offset the cash provided by net income adjusted for non-cash items. Net cash provided by operating activities in the first nine months of fiscal year 2018 was primarily driven by net income and adjustments to net income for non-cash items, including the adjustment for income tax expense resulting from Tax Reform reflected in Deferred income tax and other deferred charges and Accrued expenses and taxes payable on the Condensed Consolidated Statement of Cash Flows, partially offset by the remaining changes in working capital balances. Changes in operating assets and liabilities used \$66.2 million of cash in the first nine months of fiscal year 2019 and \$16.5 million of cash in the first nine months of fiscal year 2018.

The cash used of \$66.2 million from changes in operating assets and liabilities in the first nine months of fiscal year 2019 is largely due to an increase in accounts receivable, which used cash of \$37.4 million primarily due to increased sales volumes, and an increase in inventory, which used cash of \$43.8 million primarily to support increased production volumes and open orders, from a change in customers' forecasts, and from additional purchases to help mitigate the potential impact from component shortages. Partially offsetting this usage was an increase in accounts payable, which provided cash of \$24.3 million largely resulting from the increased inventory purchases to support increased production volumes.

The cash used of \$16.5 million from changes in operating assets and liabilities in the first nine months of fiscal year 2018 was largely due to an increase in inventory, which used cash of \$47.0 million primarily to support increased production volumes and open orders in addition to the implementation of an inventory management program for one of our largest customers in the medical market. Partially offsetting this usage was an increase in accounts payable, which provided cash of \$36.0 million largely resulting from the increased inventory purchases to support increased production volumes. Accrued expenses and taxes payable provided cash of \$9.3 million primarily from the increase in income taxes payable related to the deemed repatriation tax net of income taxes paid, which was partially offset by a reduction in other accrued expenses.

Cash Flows from Investing Activities

For the first nine months of fiscal years 2019 and 2018, net cash used for investing activities was \$59.5 million and \$21.8 million, respectively. During the first nine months of fiscal year 2019, we invested \$43.9 million for the GES acquisition. See [Note 2 - Acquisition](#) of Notes to Condensed Consolidated Financial Statements for more information on cash paid, net of cash acquired, and the preliminary purchase price allocation to assets acquired and liabilities assumed for this acquisition. Also during the first nine months of fiscal years 2019, we reinvested \$16.0 million into capital investments for the future primarily for machinery and equipment for capacity purposes and to support new business awards, replacement of older machinery and equipment, and improvements to our facilities. During the first nine months of fiscal year 2018, we reinvested \$22.1 million into capital investments for the future primarily for machinery and equipment for capacity purposes and to support new business awards.

Cash Flows from Financing Activities

For the first nine months of fiscal year 2019, net cash provided by financing activities of \$80.3 million resulted from net borrowings on our primary credit facility of \$118.8 million, partially offset by repurchases of our common stock under an authorized stock repurchase plan, the remittance of tax withholdings on share-based payments, and debt issuance costs. The borrowings on our primary credit facility in the first nine months of fiscal year 2019 were used to primarily fund the GES acquisition that occurred on October 1, 2018 in addition to other domestic cash needs. Also included in the financing activities for the first nine months of fiscal year 2019 were \$12.8 million of payments on the Vietnam credit facility that was assumed with the GES acquisition. As of March 31, 2019, this Vietnam credit facility has been paid in full. See [Note 2 - Acquisition](#) of Notes to Condensed Consolidated Financial Statements for more information on the GES acquisition. For the first nine months of fiscal year 2018, net cash used for financing activities resulted from repurchases of our common stock under an authorized stock repurchase plan and the remittance of tax withholdings on share-based payments, partially offset by the increased borrowings on our primary credit facility for domestic cash needs.

Credit Facilities

The Company maintains a U.S. primary credit facility (the "primary facility") that has a maturity date of July 27, 2023 and allows for up to \$150 million in borrowings, with an option to increase the amount available for borrowing to \$225 million at the Company's request, subject to the consent of each lender participating in such increase.

The proceeds of the loans on the primary credit facility are to be used for working capital and general corporate purposes of the Company including capital expenditures and potential acquisitions. A portion of the credit facility, not to exceed \$15 million of the principal amount, will be available for the issuance of letters of credit. A commitment fee on the unused portion of the principal amount of the credit facility is payable at a rate that ranges from 20.0 to 25.0 basis points per annum as determined by the Company's ratio of consolidated total indebtedness to adjusted consolidated EBITDA. The interest rate on borrowings is dependent on the type of borrowings.

At March 31, 2019, we had \$124.8 million in borrowings under the primary facility and \$0.4 million in letters of credit against the primary facility. The borrowings under the primary facility were used as the primary source of funding for the GES acquisition as well as for domestic cash needs. At March 31, 2019, \$91.5 million of the borrowings were classified as long-term as the Company intends, and has the ability, to refinance for a period longer than twelve months. At June 30, 2018, we had \$6.0 million in short-term borrowings under the primary facility and \$0.4 million in letters of credit against the primary facility.

The Company's financial covenants under the primary credit facility require:

- a ratio of consolidated total indebtedness minus unencumbered U.S. cash on hand in the United States in excess of \$15 million to adjusted consolidated EBITDA, determined as of the end of each of its fiscal quarters for the then most recently ended four fiscal quarters, to not be greater than 3.0 to 1.0, and
- a fixed charge coverage ratio, determined as of the end of each of its fiscal quarters for the then most recently ended four fiscal quarters, to not be less than 1.10 to 1.00.

We were in compliance with the financial covenants during the nine-month period ended March 31, 2019.

Kimball Electronics has foreign credit facilities available to satisfy short-term cash needs at specific foreign locations rather than funding from intercompany sources. As of March 31, 2019, we maintained a Thailand overdraft credit facility which allows for borrowings up to 90 million Thai Baht (approximately \$2.8 million at March 31, 2019 exchange rates). We had no borrowings under this foreign credit facility as of March 31, 2019 or June 30, 2018. We also maintained a credit facility for our China operation, which allows for borrowings up to \$7.5 million that can be drawn in either U.S. dollars or China Renminbi. We had no borrowings outstanding under this foreign credit facility as of March 31, 2019 or June 30, 2018. In addition, we maintained an uncommitted revolving credit facility for our Netherlands subsidiary, which allows for borrowings of up to 9.2 million Euro (approximately \$10.3 million at March 31, 2019 exchange rates) that can be drawn in Euro, U.S. dollars, or other optional currency. We had \$2.2 million in borrowings outstanding under this Netherlands revolving credit facility as of March 31, 2019 and \$2.3 million as of June 30, 2018. During the first nine months of fiscal year 2019, we established an uncommitted revolving credit facility for our Poland operation, which allows for borrowings of up to 15 million Euro (approximately \$16.8 million at March 31, 2019 exchange rates) that can be drawn in Euro, U.S. dollars, or Polish Zloty. At March 31, 2019, we had no borrowings outstanding under this credit facility. These foreign credit facilities can be canceled at any time by either the bank or us.

Factoring Arrangements

The Company may utilize accounts receivable factoring arrangements with third-party financial institutions in order to extend terms for the customer without negatively impacting our cash flow. These arrangements in all cases do not contain recourse provisions which would obligate us in the event of our customers' failure to pay. Receivables are considered sold when they are transferred beyond the reach of Kimball Electronics and its creditors, the purchaser has the right to pledge or exchange the receivables, and we have surrendered control over the transferred receivables. In the nine months ended March 31, 2019 and 2018, we sold, without recourse, \$191.0 million and \$120.1 million of accounts receivable, respectively. See [Note 1 - Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements for more information regarding the factoring arrangements.

Future Liquidity

We believe our principal sources of liquidity from available funds on hand, cash generated from operations, and the availability of borrowing under our credit facilities will be sufficient to meet our working capital and other operating needs for at least the next 12 months. The ability to borrow in USD equivalent under all of our credit facilities totaled \$60.0 million at March 31, 2019. We expect to continue to invest in capital expenditures prudently, particularly for projects, including potential acquisitions, that would enhance our capabilities and diversification while providing an opportunity for growth and higher profits.

The GES acquisition was accounted for as a business combination. As of March 31, 2019, the Company has recorded a net adjusted purchase price of \$40.1 million which includes reductions for an estimated net working capital adjustment of \$7.6 million and \$2.3 million for cash acquired. We have paid cash, net of the cash acquired, of \$43.9 million, and a net receivable has been recognized for \$3.8 million. The net working capital adjustment was estimated per the agreement and is considered preliminary, therefore the purchase price is not considered final.

We are growing our business in Europe through the expansion of our manufacturing capabilities in the region. We completed the construction of our greenfield facility in Romania in fiscal year 2016 and subsequently began operations. Capacity at this facility will continue to ramp up during the remainder of fiscal year 2019.

At March 31, 2019, our capital expenditure commitments were approximately \$4.9 million, consisting primarily of commitments for capacity purposes in anticipation of future growth, including new program wins. We anticipate our available liquidity will be sufficient to fund these capital expenditures.

At March 31, 2019, our foreign entities held cash totaling \$45.9 million. In December 2017, the U.S. Tax Cuts and Jobs Act ("Tax Reform") was enacted into law by the United States. Tax Reform imposed a one-time deemed repatriation tax on accumulated unremitted foreign earnings. The Company has made reasonable estimates of certain effects and, therefore, has recorded provisions for net deferred tax assets at the new applicable rate and the one-time deemed repatriation tax on accumulated unremitted foreign earnings. As of March 31, 2019, the remaining provision recorded for the one-time deemed repatriation tax is \$11.9 million, including \$10.9 million recorded in Long-term income taxes payable on the Condensed Consolidated Balance Sheet. The Company expects to pay this tax payable with available liquidity. Most of these accumulated unremitted foreign earnings have been invested in active non-U.S. business operations, and it is not anticipated such earnings will be remitted to the United States. Our intent is to permanently reinvest these funds outside of the United States. However, if such funds were repatriated, a portion of the funds remitted would be subject to applicable non-U.S. income and withholding taxes. See [Note 1 - Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements for additional information on the deemed repatriation tax and Tax Reform.

On October 21, 2015, the Company's Board of Directors approved a resolution to authorize an 18-month stock repurchase plan (the "Plan") to allow the repurchase of up to \$20 million of common stock. Then on September 29, 2016, the Board extended the Plan to allow the repurchase of up to an additional \$20 million worth of common stock with no expiration date. On August 23, 2017, the Board increased the Plan to allow the repurchase of up to an additional \$20 million worth of common stock with no expiration date. On November 8, 2018, the Board approved another extension of the Plan to allow the repurchase of an additional \$20 million worth of common stock with no expiration date. This latest increase brings the total authorized stock repurchases under the Plan to \$80 million. The Plan may be suspended or discontinued at any time. The extent to which the Company repurchases its shares, and the timing of such repurchases, will depend upon a variety of factors, including market conditions, regulatory requirements, and other corporate considerations, as determined by the Company's management team. The Company expects to finance the purchases with existing liquidity. The Company has repurchased \$67.9 million of common stock under the Plan through March 31, 2019.

Our ability to generate cash from operations to meet our liquidity obligations could be adversely affected in the future by factors such as general economic and market conditions, lack of availability of raw material components in the supply chain, a decline in demand for our services, loss of key contract customers, unsuccessful integration of acquisitions and new operations, the ability of Kimball Electronics to generate profits, and other unforeseen circumstances. In particular, should demand for our customers' products and, in turn, our services decrease significantly over the next 12 months, the available cash provided by operations could be adversely impacted.

The preceding statements include forward-looking statements under the Private Securities Litigation Reform Act of 1995. Certain factors could cause actual results to differ materially from forward-looking statements.

Fair Value

During the third quarter of fiscal year 2019, no level 1 or level 2 financial instruments were affected by a lack of market liquidity. For level 1 financial assets, readily available market pricing was used to value the financial instruments. Our foreign currency derivative assets and liabilities, which were classified as level 2, were independently valued using observable market inputs such as forward interest rate yield curves, current spot rates, and time value calculations. To verify the reasonableness of the independently determined fair values, these derivative fair values were compared to fair values calculated by the counterparty banks. Our own credit risk and counterparty credit risk had an immaterial impact on the valuation of the foreign currency derivatives. See [Note 8 - Fair Value](#) of Notes to Condensed Consolidated Financial Statements for additional information.

Contractual Obligations

There have been no material changes outside the ordinary course of business to Kimball Electronics' summary of contractual obligations under the caption, "Contractual Obligations" in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended June 30, 2018.

Off-Balance Sheet Arrangements

In limited circumstances, we receive banker's acceptance drafts from customers in our China operation. In turn, we may transfer the acceptance drafts to a supplier in settlement of current accounts payable. These drafts contain certain recourse provisions afforded to the transferee under laws of The People's Republic of China, and if exercised, our China operation would be required to satisfy the obligation with the transferee as the draft would revert back to our China operation. At March 31, 2019, the drafts transferred and outstanding totaled \$1.5 million. No transferee has exercised their recourse rights against us.

We also have standby letters of credit and operating leases entered into in the normal course of business. These arrangements do not have a material current effect and are not reasonably likely to have a material future effect on our financial condition, results of operations, liquidity, capital expenditures, or capital resources.

See [Note 1 – Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements for more information on the banker's acceptance drafts and [Note 6 - Commitments and Contingent Liabilities](#) of Notes to Condensed Consolidated Financial Statements for more information on standby letters of credit. We do not have material exposures to trading activities of non-exchange traded contracts.

The preceding statements are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Certain factors could cause actual results to differ materially from forward-looking statements.

Critical Accounting Policies

Kimball Electronics' Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require the use of estimates and assumptions that affect amounts reported and disclosed in the Condensed Consolidated Financial Statements and related notes. Actual results could differ from these estimates and assumptions. Management uses its best judgment in the assumptions used to value these estimates, which are based on current facts and circumstances, prior experience, and other assumptions that are believed to be reasonable.

Revenue recognition - Kimball Electronics recognizes revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services and products. The majority of our revenue is recognized over time as manufacturing services are performed where we manufacture a product with no alternative use and have an enforceable right to payment for performance completed to date. The remaining revenue is recognized when the customer obtains control of the manufactured product. We have elected to account for shipping and handling activities related to contracts with customers as costs to fulfill our promise to transfer the associated products. Accordingly, we record customer payments of shipping and handling costs as a component of net sales and classify such costs as a component of cost of sales. We recognize sales net of applicable sales or value add taxes. Based on estimated product returns and price concessions, a reserve for returns and allowances is recorded at the time revenue is recognized, resulting in a reduction of revenue.

See [Note 1 – Business Description and Summary of Significant Accounting Policies](#) and [Note 3 - Revenue from Contracts with Customers](#) of Notes to Condensed Consolidated Financial Statements for more information on the adoption of the New Revenue Guidance.

There have been no other material changes to our critical accounting policies since our Annual Report on Form 10-K for the year ended June 30, 2018. For further information regarding our critical accounting policies, refer to “Note 1 - Business Description and Summary of Significant Accounting Policies” of Notes to Consolidated Financial Statements and “Critical Accounting Policies” in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended June 30, 2018.

New Accounting Standards

See [Note 1 - Business Description and Summary of Significant Accounting Policies](#) of Notes to Condensed Consolidated Financial Statements for information regarding New Accounting Standards.

Forward-Looking Statements

Certain statements contained within this document are considered forward-looking under the Private Securities Litigation Reform Act of 1995. The statements may be identified by the use of words such as “believes,” “anticipates,” “expects,” “intends,” “plans,” “projects,” “estimates,” “forecasts,” “seeks,” “likely,” “future,” “may,” “might,” “should,” “would,” “will,” and similar expressions. These forward-looking statements are subject to risks and uncertainties including, but not limited to, successful integration of acquisitions and new operations, adverse changes in the global economic conditions, the geopolitical environment, significant reductions in volumes and order patterns from key contract customers, loss of key customers or suppliers within specific industries, financial stability of key customers and suppliers, availability or cost of raw materials and components, impact related to tariffs and other trade barriers, increased competitive pricing pressures reflecting excess industry capacities, foreign exchange fluctuations, changes in the regulatory environment, or similar unforeseen events. Additional cautionary statements regarding other risk factors that could have an effect on the future performance of Kimball Electronics are contained in our Annual Report on Form 10-K for the year ended June 30, 2018.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Foreign Exchange Rate Risk: Kimball Electronics operates internationally and thus is subject to potentially adverse movements in foreign currency rate changes. Our risk management strategy includes the use of derivative financial instruments to hedge certain foreign currency exposures. Derivatives are used only to manage underlying exposures and are not used in a speculative manner. Further information on derivative financial instruments is provided in [Note 9 - Derivative Instruments](#) of Notes to Condensed Consolidated Financial Statements. We estimate that a hypothetical 10% adverse change in foreign currency exchange rates relative to non-functional currency balances of monetary instruments, to the extent not hedged by derivative instruments, would not have a material impact on profitability over an entire year.

Item 4. Controls and Procedures

- (a) Evaluation of disclosure controls and procedures. We maintain controls and procedures designed to ensure that information required to be disclosed in the reports that are filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation of those controls and procedures performed as of March 31, 2019, our Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective.
- (b) Changes in internal control over financial reporting.

There have been no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2019 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We may, from time to time, be involved in legal proceedings arising in the normal course of business. Other than proceedings incidental to our business, we are not a party to, nor is any of our property the subject of, any material pending legal proceedings and no such proceedings are, to our knowledge, threatened against us.

Item 1A. Risk Factors

We are subject to various risks and uncertainties in the course of our business. A comprehensive disclosure of risk factors related to Kimball Electronics can be found in our Annual Report on Form 10-K. There have been no material changes to the risk factors disclosed in our Form 10-K for the year ended June 30, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table contains information about our purchases of equity securities during the three months ended March 31, 2019.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plan | Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plan ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ |
|--------------------------------------|----------------------------------|------------------------------|---|---|
| January 1, 2019 - January 31, 2019 | 208,038 | \$ 16.00 | 208,038 | \$ 13,496,391 |
| February 1, 2019 - February 28, 2019 | 86,995 | \$ 16.22 | 86,995 | \$ 12,085,191 |
| March 1, 2019 - March 31, 2019 | — | \$ — | — | \$ 12,085,191 |
| Total | <u>295,033</u> | <u>\$ 16.06</u> | <u>295,033</u> | |

(1) On October 21, 2015, our Board of Directors (the “Board”) approved an 18-month stock repurchase plan (the “Plan”), authorizing the repurchase of up to \$20 million worth of our common stock.

(2) On September 29, 2016, the Board extended the Plan to allow the repurchase of up to an additional \$20 million worth of common stock with no expiration date.

(3) On August 23, 2017, the Board approved another extension of the Plan to allow the repurchase of an additional \$20 million worth of common stock with no expiration date.

(4) On November 8, 2018, the Board approved another extension of the Plan to allow the repurchase of an additional \$20 million worth of common stock with no expiration date, which brings the total amount of stock repurchases authorized under the Plan to \$80 million.

Item 6. Exhibits

Exhibits (numbered in accordance with Item 601 of Regulation S-K)

- 3.1 [Amended and Restated Articles of Incorporation of the Company \(Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K/A filed October 23, 2014, File No. 001-36454\)](#)
- 3.2 [Amended and Restated By-laws of the Company \(Incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed November 13, 2017, File No. 001-36454\)](#)
- 10.1(a)(b) [Summary of Director and Named Executive Officer Compensation](#)
- 31.1(b) [Certification filed by Chief Executive Officer pursuant to Rule 13a-14\(a\)/15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 31.2(b) [Certification filed by Chief Financial Officer pursuant to Rule 13a-14\(a\)/15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 32.1(b)(c) [Certification furnished by the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2(b)(c) [Certification furnished by the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

- 101.INS(b) XBRL Instance Document
- 101.SCH(b) XBRL Taxonomy Extension Schema Document
- 101.CAL(b) XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF(b) XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB(b) XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE(b) XBRL Taxonomy Extension Presentation Linkbase Document

(a) Constitutes management contract or compensatory arrangement

(b) Filed herewith

(c) In accordance with Item 601(b)(32)(ii) of Regulation S-K, the certifications furnished in Exhibit 32.1 and 32.2 will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KIMBALL ELECTRONICS, INC.

By: /s/ DONALD D. CHARRON

Donald D. Charron
Chairman of the Board,
Chief Executive Officer
May 8, 2019

By: /s/ MICHAEL K. SERGESKETTER

Michael K. Sergesketter
Vice President,
Chief Financial Officer
May 8, 2019

Exhibit 10.1

SUMMARY OF DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

This summary sets forth the compensation of the Directors of Kimball Electronics, Inc. (the “Company”). The summary also includes compensation of the Company’s current Chief Executive Officer, Chief Financial Officer, and the three other most highly compensated executive officers, who will be referred to herein as our “Named Executive Officers.”

Director Compensation

All Non-Employee Directors receive annual retainer fees of \$75,000 plus an additional \$65,000 of retainer fees paid in shares of Common Stock of the Company for service as Directors. The Lead Independent Director of the Board of Directors, the Chairperson of the Audit Committee of the Board of Directors, and the Chairperson of the Compensation and Governance Committee of the Board of Directors each receive an additional \$10,000 annual retainer fee.

The Directors can elect to receive some or all of the \$75,000 portion of their annual retainer fees and the additional \$10,000 annual retainer fee, if applicable, in shares of the Company’s Common Stock. The additional \$65,000 of annual retainer fees shall be paid in shares of the Company’s Common Stock. The Company maintains a Non-Employee Directors Stock Compensation Deferral Plan, which allows Non-Employee Directors to elect to defer all, or a portion of, their stock retainer fees until termination of service from the Board. Shares of Common Stock will be issued either under the Company’s 2014 Stock Option and Incentive Plan or the Non-Employee Directors Stock Compensation Deferral Plan. Directors are also reimbursed for reasonable travel expenses incurred in connection with Board and Committee meeting attendance.

Donald D. Charron, Chairman of the Board and Chief Executive Officer, is a Director and also an employee of the Company but does not receive compensation for his service as a Director.

Named Executive Officer Compensation

Base Pay

Periodically, the Compensation and Governance Committee of the Board of Directors reviews and approves the salaries that are paid to the Company’s executive officers. The following are the current annualized base salaries for the Company’s Named Executive Officers:

| | |
|---|------------|
| Donald D. Charron, Chairman of the Board, Chief Executive Officer | \$ 709,752 |
| John H. Kahle, Vice President, General Counsel, Chief Compliance Officer, Secretary | \$ 397,800 |
| Steven T. Korn, Vice President, North American Operations | \$ 323,179 |
| Michael K. Sergesketter, Vice President, Chief Financial Officer | \$ 322,264 |
| Christopher J. Thyen, Vice President, New Platforms | \$ 302,271 |

Cash Incentive Compensation

Each of the Named Executive Officers was eligible to participate in the Company’s 2014 Profit Sharing Incentive Bonus Plan (the “Plan”) during fiscal year 2018. Under the Plan, cash incentives are accrued annually and paid in five installments over the succeeding fiscal year. Except for provisions relating to retirement, death, permanent disability, and certain other circumstances described in a participant’s employment agreement, participants must be actively employed on each payment date to be eligible to receive any unpaid cash incentive installment. The total amount of cash incentives accrued and authorized to be paid to the Named Executive Officers based on fiscal year 2018 results is listed below. The Named Executive Officers received an installment of 50% of the payment in August 2018 and 12.5% each in September 2018, January 2019, and April 2019. The remaining portion of 12.5% will be paid in June 2019.

| | |
|---|------------|
| Donald D. Charron, Chairman of the Board, Chief Executive Officer | \$ 461,584 |
| John H. Kahle, Vice President, General Counsel, Chief Compliance Officer, Secretary | \$ 270,504 |
| Steven T. Korn, Vice President, North American Operations | \$ 210,279 |
| Michael K. Sergesketter, Vice President, Chief Financial Officer | \$ 207,871 |
| Christopher J. Thyen, Vice President, New Platforms | \$ 196,675 |

Stock Compensation

The Named Executive Officers may also receive a variety of stock incentive benefits under the Company's 2014 Stock Option and Incentive Plan consisting of: incentive stock options, stock appreciation rights, restricted shares, unrestricted shares, restricted share units, or performance shares and performance units.

The following table summarizes the long-term performance shares ("LTPS") issued in the Company's Common Stock during August 2018 to the Company's Named Executive Officers pursuant to their fiscal year 2018 performance share awards:

| | LTPS Grant (Shares Issued) ⁽¹⁾ |
|---|--|
| Donald D. Charron, Chairman of the Board, Chief Executive Officer | 74,351 |
| John H. Kahle, Vice President, General Counsel, Chief Compliance Officer, Secretary | 26,802 |
| Steven T. Korn, Vice President, North American Operations | 15,493 |
| Michael K. Sergesketter, Vice President, Chief Financial Officer | 14,948 |
| Christopher J. Thyen, Vice President, New Platforms | 14,590 |

(1) Shares have not been reduced by the number of shares withheld to satisfy tax withholding obligations.

During August 2018, the Compensation and Governance Committee awarded LTPS grants for fiscal year 2019 to key employees, including the Named Executive Officers, under the Company's 2014 Stock Option and Incentive Plan. One-third (1/3) of the August 2018 LTPS awards will vest annually over the succeeding three-year period.

The following table summarizes the maximum number of performance shares granted in August 2018 to the Company's Named Executive Officers for fiscal year 2019:

| | LTPS Award (number of shares) |
|---|--|
| Donald D. Charron, Chairman of the Board, Chief Executive Officer | 65,692 |
| John H. Kahle, Vice President, General Counsel, Chief Compliance Officer, Secretary | 16,746 |
| Steven T. Korn, Vice President, North American Operations | 13,181 |
| Michael K. Sergesketter, Vice President, Chief Financial Officer | 12,934 |
| Christopher J. Thyen, Vice President, New Platforms | 12,351 |

The number of shares to be issued to each participant is based upon a combination of the bonus percentage attainment component calculated under the Company's profit sharing incentive bonus plan, adjusted to a three-year average bonus percentage, and a growth attainment component, which is the Company's growth in sales revenue based on comparison of its three-year compounded annual growth rate ("CAGR") with the Electronics Manufacturing Services Industry's three-year CAGR.

Retirement Plans

The Named Executive Officers participate in a defined contribution, participant-directed retirement plan that all domestic employees are eligible to participate in (the "Retirement Plan"). The Retirement Plan provides for voluntary employee contributions as well as a discretionary Company contribution which is determined annually by the Compensation and Governance Committee of the Board of Directors. Each eligible employee's Company contribution is defined as a percent of eligible compensation, the percent being identical for all eligible employees, including Named Executive Officers. Participant contributions are fully vested immediately, and Company contributions are fully vested after five years of participation. All Named Executive Officers are fully vested. The Retirement Plan is fully funded. For those eligible employees who, under the 1986 Tax Reform Act, are deemed to be highly compensated, their individual Company contribution under the Retirement Plan is reduced. For employees who are eligible, including all Named Executive Officers, there is a nonqualified, supplemental employee retirement plan ("SERP") in which the Company contributes to the account of each individual an amount equal to the reduction in the contribution under the Retirement Plan arising from the provisions of the 1986 Tax Reform Act. The SERP investment is primarily composed of employee contributions.

Exhibit 31.1

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Donald D. Charron, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kimball Electronics, 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: May 8, 2019

/s/ DONALD D. CHARRON

DONALD D. CHARRON
Chairman of the Board,
Chief Executive Officer

Exhibit 31.2

**CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael K. Sergesketter, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kimball Electronics, 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: May 8, 2019

/s/ MICHAEL K. SERGESKETTER

MICHAEL K. SERGESKETTER
Vice President,
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of Kimball Electronics, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Donald D. Charron, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2019

/s/ DONALD D. CHARRON

DONALD D. CHARRON
Chairman of the Board,
Chief Executive Officer

Exhibit 32.2

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

In connection with the Quarterly Report of Kimball Electronics, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael K. Sergesketter, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2019

/s/ MICHAEL K. SERGESKETTER

MICHAEL K. SERGESKETTER
Vice President,
Chief Financial Officer