



AMERICA'S[™] CAR-MART

Keeping You on the Road

2024 Annual Report



OUR MISSION

We strive to earn the **repeat business** of our customers by providing quality vehicles, affordable payment terms, and excellent service.

OUR VISION

To be America's best auto sales and finance company in the eyes of our associates and customers while improving the communities we serve.

OUR VALUES

Integrity • Respect • Compassion • Excellence



**AMERICA'S
CAR-MART**

Keeping You on the Road

Douglas W. Campbell
President and Chief Executive Officer
America's Car-Mart
07-03-24

Dear Shareholders,

I am honored to address you for the first time as the Chief Executive Officer of America's Car-Mart. As we navigate through a challenging period in the automotive and finance sectors, I am filled with optimism and have confidence in the strategies put in place for this fiscal year.

The persistent inflationary environment of the past year tested our industry, this company, and especially strained the finances of our customers and consumers who lack access to credit and homeownership. These pressures were especially evident in the second quarter, when credit losses peaked. As a company, we were faced with several key operational decisions. Against this industry backdrop of rising delinquency and default rates we elected to tighten our lending standards rather than roll struggling customers into new loans with even longer terms. We kept as many of our existing customers in their cars, while prospectively originating loans to customers based on new, tighter credit standards. These twin duties demanded both large-scale change management and wide-spread adoption. We took this direction notwithstanding the certain impact on unit sales: our volumes bottomed out in the third quarter. We recovered a portion of the lost sales in the fourth quarter as volumes improved sequentially by 30%, from 11,664 units to 15,251 units. Despite the sequential improvement, our efforts still left a volume shortfall of 13.6% versus the prior year's fourth quarter - the best sales period in the company's history. As I look back and reflect, I believe emphasizing prudent underwriting, given the current environment and cost of capital, was the correct decision.

Despite these challenges, Car-Mart completed the rollout of several technology projects years in the making. Our associates demonstrated remarkable agility and commitment, navigating this environment while maintaining our market position as one of the country's largest used car retailers.

Our impact on the communities we serve is paramount, and last year America's Car-Mart was recognized for several achievements:

- Subprime Auto Finance News 2024 Honoree for our work in special finance
- Stevie Award for our outstanding work within communities
- Newsweek's award for America's Greatest Workplaces
- Named to AR500's most influential companies for the third consecutive year
- Several employees with individual achievement awards
- Newsweek's award for Most Trusted Companies

This recognition is testament to the hard work and dedication of our employees, the trust of our customers, and the support of our shareholders and directors. Looking ahead, several key initiatives will drive our success and strengthen our position in the market:

- 1. Leveraging New Technology:** We are committed to providing an unparalleled customer and associate experience by leveraging digital technologies, including our new Enterprise Resource Planning (“ERP”) and Customer Relationship Management (“CRM”) systems rolled out shortly after the close of the fiscal year. Our new ERP system replaces the aging technology which both capped our growth and required an abundance of manual processes. Our new system is versatile, provides critical capacity for future growth, the ability to reimagine workflows throughout our finance organization, and a reduction of back-office work processes in our stores. The CRM system is store-facing and will enable us to more quickly and efficiently respond to consumers who apply for credit. Collectively, in fiscal 2024 we received more than 250,000 applications across different channels. We have a responsibility to help prospective customers who reach out for assistance. Even more importantly, we need to manage their experience thoughtfully, whether or not we can help them buy a car today. These applications represent tens of thousands of sales opportunities and the potential to lower customer acquisition cost.
- 2. Improved Affordability:** I believe this to be the largest challenge for our industry today. The largest drivers behind our losses are the escalating prices of food, auto insurance, housing, and childcare. These costs are reflected in the average overall income levels observed on credit applications. While the most important factors vary regionally across the country, there is a general consensus that average vehicle selling prices need to be 8-10% lower by the end of the fiscal year to stem the affordability crisis. We’ve put in place several initiatives in the vehicle value chain to lower our vehicle acquisition costs. These initiatives include optimized agreements with both vehicle repair shops and transportation companies. Further, our procurement teams are diligently streamlining the number of vendors we utilize, providing a higher volume of vehicles at a reduced cost. These efforts have been underway for a year and aided in a 120-basis point increase in gross profit margin. The success of our affordability initiatives will be reflected in gross margin improvement over the coming years.
- 3. Loan Origination System:** One of our most significant advancements is the implementation of a new loan origination system. This modernized platform leverages advanced analytics to assess credit risk more accurately and efficiently. The automated, data-driven approach increases our sales capacity by shortening the approval and sales process while enabling well-informed lending decisions. We have implemented tighter controls at the local, area, regional, and enterprise levels; we were previously limited to varying controls solely at the enterprise level. This system has made us more agile, and we plan to add new functions such as a more predictive scorecard and risk-based pricing, allowing us to offer competitive loan terms while minimizing the risk of defaults. We will also gain enhanced insights into the preferences and behaviors of customers who do not complete a purchase, enabling us to make more informed decisions and better address their needs in the future. The loan origination system has already shown promising results, reducing both the frequency and severity of defaults, amounting to a 20% reduction in credit losses relative to the losses incurred on static pools originated by our legacy system. Sharper, faster, more flexible underwriting enhances our ability to provide financing to a broader range of customers and maintain strong financial health. Projected cash-on-cash returns from loans originated in the fourth quarter of 2024 are nearly 70%. We are focused

on utilizing the system to intelligently win back volume. In June, we welcomed a new Head of Credit and Risk to accelerate knowledge of the system with the singular aim of growing the portfolio profitably.

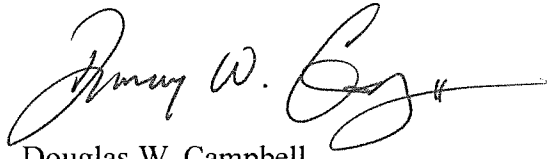
4. **Cox Automotive Inc. (CAI) Strategic Partnership:** We started our partnership with CAI during the fourth quarter of 2024. CAI is the world's largest automotive services and technology provider with solutions for car shoppers, automakers, dealers, retailers, lenders, and fleet owners. The initial structure of the partnership involves logistics, vehicle repair, and procurement solutions. This partnership will aid in increasing speed to market, provide both additional insight into and lower cost of vehicle repairs, and a flexible solution to vehicle procurement providing incremental low-cost vehicles. This partnership will scale throughout the fiscal year, and we anticipate its benefits to impact our business broadly, from improving gross margin and lowering administrative expenses to enhancing data and analytics. This expansion both aligns with growing consumer demand for affordable transportation solutions and positions us as a forward-thinking leader in the industry.
5. **Prudent Capital Allocation:** As we continue to navigate an evolving retail landscape, it is critical that we remain nimble and strategic in our approach to business operations. During the last fiscal year, we undertook a comprehensive review of our store portfolio to ensure that each location aligns with our long-term objectives and contributes positively to our financial health. This analysis led us to the difficult decision to close certain underperforming stores, three of which were completed last year. We do not take this decision lightly, as we understand the impact it has on our employees, customers, and communities. However, it is a necessary step to enhance our overall performance and position our company for sustainable growth given the current cost of capital.

Consolidating our resources and focusing on successful locations improves operational efficiency and strengthens our market presence. This strategic realignment will allow us to invest in areas that offer the greatest potential for organic growth, including the management of consumer leads, vehicle cost and quality, and other innovative product offerings. We are also improving our system by taking capital from underperforming stores and redeploying it in the acquisition of highly productive dealerships. This strategy allows us to optimize our geographic footprint, gain access to new markets, and benefit from economies of scale. We have a pipeline of opportunities under evaluation and expect this to be part of our ongoing strategy for growth.

The sum of these changes is greater value for our shareholders, enabling us to better serve our customers and communities while enhancing our competitive position. Thank you for your continued trust and support as we work towards a stronger and more prosperous future for our company. We are fully dedicated to delivering sustainable growth and long-term value. Our team is passionate, and we have a renewed sense of purpose with regard to taking on new challenges and seizing opportunities: trouble is opportunity.

I am grateful for your continued support and confidence in America's Car-Mart. Together, we will navigate the dynamic landscape and I look forward to sharing our progress and celebrating our achievements with you in the coming months. Thank you for your trust and partnership.

We appreciate you,

A handwritten signature in black ink, appearing to read "Douglas W. Campbell". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Douglas W. Campbell
President and Chief Executive Officer

Executive Officers



From left to right: Doug Campbell, President and Chief Executive Officer, Vickie Judy, Chief Financial Officer

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended April 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission file number 0-14939

AMERICA'S CAR-MART, INC.

(Exact name of registrant as specified in its charter)

Texas

63-0851141

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No)

1805 North 2nd Street, Suite 401

Rogers, Arkansas

72756

(Address of principal executive offices)

(Zip Code)

(479) 464-9944

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	CRMT	NASDAQ Global Select Market

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

None

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company Emerging growth company

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

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

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

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

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates on October 31, 2023 was \$390,091,664 (5,824,002 shares), based on the closing price of the registrant's common stock on October 31, 2023 of \$66.98.

There were 6,396,757 shares of the registrant's common stock outstanding as of July 11, 2024.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to stockholders in connection with its 2024 Annual Meeting of Stockholders are incorporated by reference in response to Part III of this report.

AMERICA'S CAR-MART, INC.
FORM 10-K
FOR FISCAL YEAR ENDED APRIL 30, 2024
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PART I

Forward-Looking Statements

This Annual Report on Form 10-K and the documents incorporated by reference in this Annual Report on Form 10-K contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements address the Company’s future events, objectives, plans and goals, as well as the Company’s intent, beliefs and current expectations regarding future operating performance and can generally be identified by words such as “may,” “will,” “should,” “could,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” and other similar words or phrases. Specific events addressed by these forward-looking statements may include, but are not limited to:

- operational infrastructure investments;
- same dealership sales and revenue growth;
- customer growth;
- gross profit margin percentages;
- gross profit per retail unit sold;
- business acquisitions;
- technological investments and initiatives;
- future revenue growth;
- receivables growth as related to revenue growth;
- new dealership openings;
- performance of new dealerships;
- interest rates;
- future credit losses;
- the Company’s collection results, including but not limited to collections during income tax refund periods;
- future supply and demand for used vehicles;
- availability of used vehicle financing;
- seasonality; and
- the Company’s business, operating and growth strategies and expectations.

These forward-looking statements are based on the Company’s current estimates and assumptions and involve various risks and uncertainties. As a result, you are cautioned that these forward-looking statements are not guarantees of future performance, and that actual results could differ materially from those projected in these forward-looking statements. Factors that may cause actual results to differ materially from the Company’s projections include, but are not limited to:

- general economic conditions in the markets in which the Company operates, including but not limited to fluctuations in gas prices, grocery prices and employment levels;
- the availability of quality used vehicles at prices that will be affordable to our customers, including the impacts of changes in new vehicle production and sales;
- the availability of credit facilities and access to capital through securitization financings or other sources on terms acceptable to us, and any increase in the cost of capital, to support the Company’s business;
- the Company’s ability to underwrite and collect its contracts effectively, including whether anticipated benefits from the Company’s recently implemented loan origination system are achieved as expected or at all;
- competition;
- dependence on existing management;
- ability to attract, develop, and retain qualified general managers;
- changes in consumer finance laws or regulations, including but not limited to rules and regulations that have recently been enacted or could be enacted by federal and state governments;

- the ability to keep pace with technological advances and changes in consumer behavior affecting our business;
- security breaches, cyber-attacks, or fraudulent activity;
- the ability to identify and obtain favorable locations for new or relocated dealerships at reasonable cost;
- the ability to successfully identify, complete and integrate new acquisitions;
- the occurrence and impact of any adverse weather events or other natural disasters affecting the Company’s dealerships or customers; and
- potential business and economic disruptions and uncertainty that may result from any future public health crises and any efforts to mitigate the financial impact and health risks associated with such developments.

The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they are made.

Item 1. Business

Business and Organization

America’s Car-Mart, Inc., a Texas corporation initially formed in 1981 (the “Company”), is one of the largest publicly held automotive retailers in the United States focused exclusively on the “Integrated Auto Sales and Finance” segment of the used car market. References to the “Company” include the Company’s consolidated subsidiaries. The Company’s operations are principally conducted through its two operating subsidiaries, America’s Car Mart, Inc., an Arkansas corporation (“Car-Mart of Arkansas”), and Colonial Auto Finance, Inc., an Arkansas corporation (“Colonial”). Collectively, Car-Mart of Arkansas and Colonial are referred to herein as “Car-Mart.” The Company primarily sells older model used vehicles and provides financing for substantially all of its customers. Many of the Company’s customers have limited financial resources and would not qualify for conventional financing as a result of limited credit histories or past credit problems. As of April 30, 2024, the Company operated 154 dealerships located primarily in small cities throughout the South-Central United States.

Business Strategy

In general, it is the Company’s objective to continue to expand its business using the same business model that has been developed and used by Car-Mart for over 40 years with enhancements to our technology and core products to better serve our customers. This business strategy focuses on:

Collecting Customer Accounts. Collecting customer accounts is perhaps the single most important aspect of operating an Integrated Auto Sales and Finance used car business and is a focal point for dealership level and corporate office personnel on a daily basis. The Company measures and monitors the collection results of its dealerships using internally developed delinquency and account loss standards. A large part of dealership management and account representatives’ incentive compensation is tied directly or indirectly to collection results. The Company has a collections department and support staff at the corporate level to work with field operators to improve collection results. This team monitors efficiencies and the effectiveness of account representatives as they work to improve customer success rates. The Company also utilizes several collection efforts centrally at the corporate office through texting, phone calls and other methods to supplement the field efforts. Over the last five fiscal years, the Company’s annual provision for credit losses as a percentage of sales have ranged from a low of 19.31% in fiscal 2021 to 36.48% in fiscal 2024 (average of 26.36%). During fiscal 2024, credit losses signaled a return to more normal pre-pandemic levels, but customers are still faced with continued inflationary pressure and increasing interest rates from federal monetary policy. The percentage of credit loss as a percentage of sales was impacted by the lower sales revenue in fiscal 2024. See Item 1A, Risk Factors, for further discussion.

Maintaining a Decentralized Operation. The Company’s dealerships operate on a decentralized basis. Each dealership is ultimately responsible for the quality of its vehicles, making sales contacts, making credit

decisions with our loan origination system, and collecting the contracts it originates in accordance with established policies and procedures. Approximately 50% of customers make their payments in person at one of the Company's dealerships. This decentralized structure is complemented by the oversight and involvement of corporate office management and the maintenance of centralized financial controls, including monitoring proprietary credit scoring, establishing standards for down-payments and contract terms, and an internal compliance function.

Expanding Through Controlled Organic Growth and Strategic Acquisitions. The Company grows by increasing revenues at existing dealerships and opening or acquiring new dealerships. The Company has historically viewed organic growth at its existing dealerships as its primary source for growth. The Company continues to make infrastructure investments in order to improve performance of existing dealerships and to support growth of its customer count. The Company acquired one new dealership during the year ending fiscal 2024 with 154 locations. The Company intends to continue to add new dealerships primarily through the pursuit of strategic acquisition opportunities that it believes will enhance its brand and maximize the return to its shareholders. The Company has successfully completed acquisitions in each of the last three fiscal years and anticipates that future acquisitions will likely contribute to its growth. These plans are subject to change based on both internal and external factors.

Selling Basic Transportation. The Company focuses on selling basic and affordable transportation to its customers. The Company's average retail sales price was \$19,113 per unit in fiscal 2024, compared to \$18,080 in fiscal 2023. Used vehicle pricing continued to increase due to the high demand and tight supply of used vehicles. In general, the demand for quality, used vehicles has increased due to a shortage of new vehicles leading to inventory constraints in both the new and used vehicle markets. Management expects continued pressure on the supply and price of used vehicles for the near term. The Company focuses on providing a quality vehicle with affordable payment terms while maintaining relatively shorter-term lengths compared to others in the industry on its installment sales contracts (overall portfolio weighted average of 47.9 months).

Operating in Smaller Communities. As of April 30, 2024, approximately 71% of the Company's dealerships were located in cities with populations of 50,000 or less. The Company believes that by operating in smaller communities it develops strong personal relationships, resulting in better collection results. Further, the Company believes that operating costs, such as salaries, rent and advertising, are lower in smaller communities than in major metropolitan areas. As the Company builds its infrastructure and certain aspects of the business become more centralized, we may expand and operate in larger cities.

Enhanced Management Talent and Experience. The Company seeks to hire honest and hardworking individuals to fill entry-level positions, nurture and develop these associates, and promote them to managerial positions from within the Company. By promoting from within, the Company believes it is able to train its associates in the Car-Mart way of doing business, maintain the Company's unique culture and develop the loyalty of its associates by providing opportunities for advancement. Due to growth, the Company has, to a larger extent, also had to look outside of the Company for associates possessing requisite skills and core competencies and who share the values and appreciate the unique culture the Company has developed over the years. The Company has also been able to attract quality individuals via its Training and Development Team and Recruiting Team. Management has determined that it will be increasingly difficult to grow the Company without looking for outside talent. The Company's operating success has been a benefit for recruiting outside talent; however, the Company expects the hiring environment to continue to be challenging as a result of increasing wages, competition for qualified workers, and the impact of inflation on our business and operations.

Cultivating Customer Relationships. The Company believes that developing and maintaining a relationship with its customers is critical to the success of the Company. A large percentage of sales at mature dealerships are made to repeat customers, and additional sales result from customer referrals. By developing a personal relationship with its customers, the Company believes it is in a better position to assist a customer, and the customer is more likely to cooperate with the Company should the customer experience financial difficulty during the term of his or her installment contract. The Company is able to cultivate these relationships through a variety of communication channels, including our recently developed customer relationship management technology and

direct face-to-face interactions as a high percentage of customers visit Company dealerships in-person to make payments and for account and vehicle servicing needs.

Business Strengths

The Company believes it possesses a number of strengths or advantages that distinguish it from most of its competitors. These business strengths include:

Experienced and Motivated Management. The Company has a strong senior management team with extensive experience in the automotive industry and expertise in understanding the unique needs and preferences of subprime customers. The Company's management team is driven to continuously innovate and adapt to changing market dynamics, embrace technology, explore new avenues for growth and make a positive impact on customers' lives. This extensive industry experience and strong motivation, coupled with strategic decision-making, operational efficiency, and customer focus, enable the Company to tailor its operations to best serve its customers and help drive value for the Company and solidify its position in the used car market.

Proven Business Practices. The Company's operations are highly structured. While dealerships operate on a decentralized basis, the Company has established policies, procedures, and business practices for virtually every aspect of a dealership's operations. Detailed online operating manuals are available to assist the dealership manager and office, sales and collections personnel in performing their daily tasks. As a result, each dealership is operated in a uniform manner. Further, corporate office personnel monitor the dealerships' operations through weekly visits and a number of daily, weekly and monthly communications and reports.

Low-Cost Operator. The Company has structured its dealership and corporate office operations to minimize operating costs. The number of associates employed at the dealership level is dictated by the number of active customer accounts each dealership services. Associate compensation is standardized for each dealership position and adjusted for various markets. Other operating costs are closely monitored and scrutinized. Technology is utilized to maximize efficiency. Our recent technology investments in a new loan origination system and an enterprise resource planning system have been foundational in improving efficiencies and operational flexibility as the Company grows. The Company monitors operating costs as a percentage of revenues and per customer served and strives to provide excellent service at a low cost.

Well-Capitalized. The Company believes it can fund its planned growth from net income generated from operations supplemented by its external capital resources. To the extent external capital is needed to fund growth, the Company plans to draw on its existing credit facilities, or renewals or replacements of those facilities, and to participate in the securitization market from time to time, when appropriate. The Company may also choose to access other debt or equity markets if needed or if market conditions are favorable to pursue its growth and acquisition strategies. Management will continue to scrutinize capital deployment to manage appropriate liquidity and access to capital to support growth. As of April 30, 2024, the Company's ratio of debt to finance receivables (revolving credit facilities and non-recourse notes payable divided by principal balance of finance receivables) was 52.6%. Excluding the amount of total cash, the Company's adjusted ratio of debt to finance receivables (a non-GAAP measure) as of April 30, 2024 was 46.0% which the Company believes is lower than many of its competitors. For a reconciliation of the adjusted debt to finance receivables ratio to the most directly comparable GAAP financial measure, see "Non-GAAP Financial Measure" included in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Significant Expansion Opportunities. The Company historically targets smaller communities in which to locate its dealerships (i.e., populations from 20,000 to 50,000), but has operations in larger cities such as Tulsa, Oklahoma; Lexington, Kentucky; Springfield, Missouri; Chattanooga and Knoxville, Tennessee and Little Rock, Arkansas. The Company believes there are numerous suitable communities to expand our physical footprint within the twelve states in which the Company currently operates and other contiguous states to satisfy anticipated dealership growth for the next several years. In addition, the Company is leveraging its growing online presence,

including an intuitive website, online inventory browsing, and seamless online application process, to improve the buying experience while also reaching beyond physical dealership locations.

Operations

Operating Segment. Each dealership is an operating segment with its results regularly reviewed by the Company’s Head of Operations in an effort to make decisions about resources to be allocated to the segment and to assess its performance. Individual dealerships meet the aggregation criteria for reporting purposes under the current accounting guidance. The Company operates in the Integrated Auto Sales and Finance segment of the used car market. In this industry, the nature of the sale and the financing of the transaction, financing processes, the type of customer and the methods used to distribute the Company’s products and services, including the actual servicing of the contracts as well as the regulatory environment in which the Company operates, all have similar characteristics. Each dealership is similar in nature and only engages in the selling and financing of used vehicles. All individual dealerships have similar operating characteristics. As such, individual dealerships have been aggregated into one reportable segment.

Dealership Organization. Dealerships operate on a decentralized basis. Each dealership is responsible for selling vehicles, making credit decisions, and servicing and collecting the installment contracts it originates, with assistance from the corporate office. Dealership-level financial statements are prepared by the corporate office on a monthly basis and reviewed by various levels of management. Depending on the number of active customer accounts, a dealership may have as few as four or as many as thirty-eight full-time associates employed at that location. Associate positions at a large dealership may include a general manager, assistant manager(s), office manager, office clerk(s), service manager, purchasing agent, collections personnel, sales personnel, inventory associates (detailers), and on-call drivers. Dealerships are generally open Monday through Saturday from 9:00 a.m. to 6:00 p.m.

Dealership Locations and Facilities. Below is a summary of dealerships operating during the fiscal years ended April 30, 2024, 2023 and 2022:

	Years Ended April 30,		
	2024	2023	2022
Dealerships at beginning of year	156	154	151
Dealerships opened or acquired	1	3	3
Dealerships closed	(3)	(1)	-
Dealerships at end of year	154	156	154

Below is a summary of dealership locations by state as of April 30, 2024, 2023 and 2022:

Dealerships by State	As of April 30,		
	2024	2023	2022
Arkansas	37	37	38
Oklahoma	29	30	30
Missouri	18	18	18
Alabama	16	16	16
Texas	14	14	13
Kentucky	12	12	12
Georgia	9	9	9
Tennessee	9	10	8
Mississippi	5	5	5
Illinois	3	3	3
Indiana	1	1	1
Iowa	1	1	1
Total	154	156	154

Dealerships are located on leased or owned property between one and four acres in size. When opening a new dealership, the Company will either remodel an existing structure on the property to conduct business or construct a new facility. Dealership facilities typically range in size from 1,500 to 5,000 square feet.

Purchasing. The Company purchases vehicles primarily from wholesalers, new car dealers, rental/fleet companies, auctions and the general public. Vehicle purchasing is performed by corporate buyers as well as purchasing agents in our local communities. Dealership managers are authorized to purchase vehicles as needed. The Company centrally sets purchasing guidelines and monitors the quantity and quality of vehicles purchased and holds responsible parties accountable for results. When purchasing inventory, focus is given to three general areas:

- Compliance with Company standards, including an internal condition report;
- Costs and physical characteristics of the vehicle, based on market values; and
- Vehicle reliability and historical performance, based on market conditions.

Generally, the Company purchases vehicles between 5 and 12 years of age with 70,000 to 150,000 miles and pays between \$7,000 and \$15,000 per vehicle with an average cost of \$7,300 per vehicle. The Company focuses on providing basic transportation to its customers. The Company sells a variety of vehicles that include primarily sport utility vehicles, trucks, and sedans. The Company typically does not purchase sports cars or luxury cars. A member of dealership management inspects and test-drives vehicles prior to a sale. The Company strives to purchase vehicles that require little or no repair as the Company has limited facilities to repair or recondition vehicles. As part of the strategy to obtain quality, affordable vehicles, the Company has formed relationships with reconditioning companies leveraging volumes to negotiate improved labor rates and consistent condition reports to recondition vehicles, in particular repossessions and trades, in order to have access to a larger quantity of and lower cost vehicles.

Selling, Marketing and Advertising. Dealerships generally maintain an inventory of 20 to 90 vehicles depending on the size and maturity of the dealership and also the time of the year. Inventory turns over approximately 7 times each year. Selling is done predominantly by the dealership manager, assistant manager, manager trainee or sales associate. Sales associates are paid a commission for sales in addition to an hourly wage. Sales are made on an “as is” basis; however, customers are given an option to purchase a service contract, which covers certain vehicle components and assemblies. For covered components and assemblies, the Company coordinates service with third-party service centers with which the Company typically has previously negotiated labor rates. The vast majority of the Company’s customers elect to purchase a service contract when purchasing a vehicle. Additionally, the Company offers its customers to whom financing is extended an accident protection plan

("APP") product. The APP product contractually obligates the Company to cancel the remaining amount owed on a contract where the vehicle has been totaled, as defined in the plan, or the vehicle has been stolen. APP is available in most of the states in which the Company operates, and the vast majority of financed customers elect to purchase this product when purchasing a vehicle in those states.

The Company has a 7-day vehicle exchange policy. If a customer is not satisfied with their purchase, the customer has the option to return the vehicle within 7 days after purchasing the vehicle or before having driven the car for 500 miles (whichever occurs first), and the Company will exchange it for another vehicle of equal or lesser value.

The Company's objective is to offer its customers basic transportation at a fair price and treat each customer in such a manner as to earn his or her repeat business. The Company attempts to build a positive reputation in each community where it operates and generate new business from such reputation as well as from customer referrals. For mature dealerships, a large percentage of sales are to repeat customers.

The Company primarily advertises using television, radio, digital and social media. In addition, the Company periodically conducts promotional sales campaigns in an effort to increase sales or promote the brand. The Company uses an outside marketing firm to enhance its brand strategy and broaden the Company's usage of digital and social media channels.

Underwriting and Finance. The Company provides financing to substantially all of its customers who purchase a vehicle at one of its dealerships. The Company only provides financing to its customers for the purchase of its vehicles and selected ancillary products, and the Company does not provide any type of financing to non-customers. The Company's installment sales contracts as of April 30, 2024, typically include down payments ranging from 0% to 20% (average of 5.4%), terms ranging from 18 months to 69 months (average of 47.9 months), and a fixed annual interest rate of 18.25% for contracts originating after early December 2023 (up from 18.0%) for all states except Arkansas, Illinois and acquired dealerships in Tennessee. The interest rate for sales in Arkansas, which account for approximately 27.1% of the Company's revenues, is subject to a usury cap of 17%, and therefore, these sales are originated at 16.75%. The interest rate for sales in Illinois and the acquired Tennessee dealerships range from 19.5% to 23.0%. The portfolio weighted average interest rate is 16.9%.

The Company requires that payments be made on a weekly, bi-weekly, semi-monthly or monthly basis, scheduled to coincide with the day the customer is paid by his or her employer, with approximately 78% of payments being due on either a weekly or bi-weekly basis. Upon the customer and the Company reaching a preliminary agreement as to financing terms, the Company obtains a credit application from the customer which includes information regarding employment, residence and credit history and personal references. These items are entered into the origination system and then certain information is verified by Company personnel. After the verification process, the dealership manager makes the decision to accept, reject or modify (perhaps obtain a greater down payment or suggest a lower priced vehicle) the proposed transaction. The refinements to the underwriting guidelines in the origination system improved the dealership manager's ability to assess the stability and character of the applicant. The dealership manager who makes the credit decision is ultimately responsible for collecting the contract, and his or her compensation is directly related to the collection results of his or her dealership. The Company provides centralized support to the dealership manager by assisting in underwriting decisions when needed, as well as providing training and reporting used for monitoring customer accounts on a daily, weekly and monthly basis.

Collections. All of the Company's retail installment contracts are serviced by Company personnel at the dealership level. Approximately half of the Company's customers make their payments in person at the dealership where they purchased their vehicle; however, in an effort to make paying convenient for its customers, the Company offers a variety of payment options. Customers can send their payments through the mail, set up ACH auto draft, make mobile and online payments, and make payments at certain money service centers. Each dealership closely monitors its customer accounts using the Company's proprietary receivables and collections software that stratifies past due accounts by the number of days past due. The vice presidents of operations and the area operations

managers routinely review and monitor the status of customer collections to ensure collection activities are conducted in compliance with applicable policies and procedures. The Company believes that the timely response to past due accounts is critical to its collections success.

The Company has established standards with respect to the percentage of accounts one and two weeks past due, 15 or more days past due and 30 or more days past due (delinquency standards), and the percentage of accounts where the vehicle was repossessed, or the account was charged off that month (account loss standard).

The Company works diligently to keep its delinquency percentages low and not to repossess vehicles. Accounts one to three days late are contacted by telephone or text message. Notes from each contact are electronically maintained in the Company's computer system. The Company centrally utilizes text messaging notifications which allows customers to elect to receive payment reminders and late notices via text message.

The Company attempts to resolve payment delinquencies amicably prior to repossessing a vehicle. If a customer becomes severely delinquent in his or her payments, and management determines that timely collection of future payments is not probable, the Company will take steps to repossess the vehicle. Periodically, the Company enters into contract modifications with its customers to extend or modify the payment terms. The Company only enters into a contract modification or extension if it believes such action will increase the amount of monies the Company will ultimately realize on the customer's account and will increase the likelihood of the customer being able to pay off the vehicle contract. At the time of modification, the Company expects to collect amounts due including accrued interest at the contractual interest rate for the period of delay. No other concessions are granted to customers, beyond the extension of additional time at the time of modification. Modifications are minor and are made for pay day changes, minor vehicle repairs and other reasons. For those vehicles that are repossessed, a large portion are returned or surrendered by the customer on a voluntary basis. Other repossessions are performed by Company personnel or third-party repossession agents. Depending on the condition of a repossessed vehicle, it is either resold on a retail basis through a Company dealership or sold for cash on a wholesale basis, primarily through physical or online auctions.

New Dealership Openings. Along with strategic dealership acquisitions, the Company continues to explore opportunities for new dealership openings. When opening new dealerships, senior management, with the assistance of the corporate office staff, will make decisions with respect to the communities in which to locate a new dealership and the specific sites within those communities. New dealerships have historically been located in the general proximity of existing dealerships to facilitate the corporate office's oversight of the Company's dealerships.

Dealership Acquisitions. Since 2020, the Company has actively pursued strategic dealership acquisitions to expand its market presence and enhance its business operations. Most recently, the Company continued its expansion efforts by acquiring used car dealerships in Tennessee, Texas and Arkansas. These acquisitions helped the Company further strengthen its footprint and increase its market share. By strategically acquiring established dealerships, the Company believes it can accelerate its growth and solidify its position as a key player in the used auto industry. The Company's recent acquisitions have not only expanded the Company's geographic reach but also allowed the Company to leverage the acquired dealerships' operational efficiencies, experienced personnel, and customer relationships, leading to enhanced value for both the Company and its customers. Management continues to actively pursue additional acquisitions, including in regions beyond the Company's existing geographic footprint, and believes that disruptions in the current competitive landscape will provide unique opportunities to acquire productive dealerships in good markets managed by experienced owners and their staff.

Corporate Office Oversight and Management. The corporate office, based in Rogers, Arkansas, consists of regional vice presidents of operations, area operations managers, as well as regional support personnel in inventory, sales, collections, compliance and human resources. The corporate office also provides training and development personnel, accounting and management information systems personnel, compliance and risk personnel, administrative personnel and senior management. The corporate office monitors and oversees dealership operations. The corporate office has access to operating and financial information and reports on each dealership

on a daily, weekly, monthly, quarterly, and annual basis. This information includes cash receipts and disbursements, inventory and receivables levels and statistics, receivables aging, sales and account loss data. The corporate office uses this information to compile Company-wide reports, plan dealership visits and prepare monthly financial statements.

Periodically, area operations managers, regional vice presidents, compliance auditors, loss prevention associates, and senior management visit the Company's dealerships to inspect, review and comment on operations. The corporate office provides the overall training plan and assists in training new managers and other dealership level associates. Compliance auditors and loss prevention associates visit dealerships to ensure policies and procedures are being followed and that the Company's assets are being safe-guarded. In addition to financial results, the corporate office uses delinquency and account loss standards and a point system to evaluate a dealership's performance. Also, bankrupt and legal action accounts and other accounts that have been written off at dealerships are handled by the corporate office to allow dealership personnel time to focus on more current accounts.

The Company's dealership managers meet monthly on an area, regional or Company-wide basis. At these meetings, corporate office personnel provide training and recognize the achievements of dealership managers. Near the end of every fiscal year, the respective area operations manager, regional vice president and senior management conduct "projection" meetings with each dealership manager. At these meetings, the year's results are reviewed and ranked relative to other dealerships, and both quantitative and qualitative goals are established for the upcoming year. The qualitative goals may focus on staff development, effective delegation, and leadership and organization skills. Quantitatively, the Company establishes unit sales goals and profit goals based on invested capital and, depending on the circumstances, may establish delinquency, account loss or expense goals.

The corporate office is also responsible for establishing policy, maintaining the Company's management information systems, conducting compliance audits, orchestrating new dealership openings and setting the strategic direction for the Company.

Industry

Used Car Sales. The market for used car sales in the United States is significant. Used car retail sales typically occur through franchised new car dealerships that sell used cars or independent used car dealerships. The Company operates in the Integrated Auto Sales and Finance segment of the independent used car sales and finance market. Integrated Auto Sales and Finance dealers sell, and finance used cars to individuals that often have limited credit histories or past credit problems. Integrated Auto Sales and Finance dealers typically offer their customers certain advantages over more traditional financing sources, such as less restrictive underwriting guidelines, flexible payment terms (including scheduling payments on a weekly or bi-weekly basis to coincide with a customer's payday), and the ability to make payments in person, an important feature to individuals who may not have a checking account.

Used Car Financing. The used automobile financing industry is served by traditional lending sources such as banks, savings and loans, and captive finance subsidiaries of automobile manufacturers, as well as by independent finance companies and Integrated Auto Sales and Finance dealers. Many loans that flow through the more traditional sources have historically ended up packaged in the securitization markets. Despite significant opportunities, many of the traditional lending sources have not historically been consistent in providing financing to individuals with limited credit histories or past credit problems. Management believes traditional lenders have historically avoided this market because of its high credit risk and the associated collections efforts. Beginning in 2012, funding for the deep subprime automobile market increased significantly and has remained elevated compared to historic levels, likely due to the ultra-low interest rate environment combined with the historical credit performance of the used automobile financing market during and after the recession of the prior decade. However, as a result of the recent inflationary environment, increased funding costs, and increased insurance costs, credit availability for used vehicle financing has tightened. Management expects this to continue for the foreseeable future and believes the reduced availability of used vehicle financing will provide the Company an opportunity to gain market share and better serve an increasing customer base.

Competition

The used automotive retail industry is fragmented and highly competitive. The Company competes principally with other independent Integrated Auto Sales and Finance dealers, as well as with (i) the used vehicle retail operations of franchised automobile dealerships, (ii) independent used vehicle dealers, and (iii) individuals who sell used vehicles in private transactions. The Company competes for both the purchase and resale of used vehicles. The tight supply of used vehicles in our market has led to higher purchase and retail prices which have been the primary contributors to the Company's decision in recent periods to allow longer term lengths and slightly lower down payments in connection with our customer financing contracts.

Management believes the principal competitive factors in the sale of its used vehicles include (i) the availability of financing to consumers with limited credit histories or past credit problems, (ii) the breadth and quality of vehicle selection, (iii) pricing, (iv) the convenience of a dealership's location, (v) the option to purchase a service contract and an accident protection plan, and (vi) customer service. Management believes that its dealerships are not only competitive in each of these areas, but have some distinct advantages, specifically related to the provision of strong customer service for a credit challenged consumer. The Company's local face-to-face presence combined with some centralized support through digital and phone allows it to serve customers at a higher level by forming strong personal relationships.

Seasonality

Historically, the Company's third fiscal quarter (November through January) has been the slowest period for vehicle sales. Conversely, the Company's first and fourth fiscal quarters (May through July and February through April) have historically been the busiest times for vehicle sales. Therefore, the Company generally realizes a higher proportion of its revenue and operating profit during the first and fourth fiscal quarters. The Company expects this pattern to continue in future years.

If conditions arise that impair vehicle sales during the first or fourth fiscal quarters, the adverse effect on the Company's revenues and operating results for the year could be disproportionately large.

Regulation and Licensing

The Company is committed to a culture of compliance by promoting and supporting efforts to design, implement, manage, and maintain compliance initiatives. The Company's operations are subject to various federal, state and local laws, ordinances and regulations pertaining to the sale and financing of vehicles. Under various state laws, the Company's dealerships must obtain a license in order to operate or relocate. These laws also regulate advertising and sales practices. The Company's financing activities are subject to federal laws such as truth-in-lending and equal credit opportunity laws and regulations as well as state and local motor vehicle finance laws, installment finance laws, usury laws and other installment sales laws. Among other things, these laws require that the Company limit or prescribe terms of the contracts it originates, require specified disclosures to customers, restrict collections practices, limit the Company's right to repossess and sell collateral, and prohibit discrimination against customers on the basis of certain characteristics including age, race, gender and marital status.

The Company's consumer financing and collection activities are also subject to oversight by the federal Consumer Financial Protection Bureau ("CFPB"), which has broad regulatory powers over consumer credit products and services such as those offered by the Company. Under applicable CFPB rules, the Company's finance subsidiary, Colonial, is deemed a "larger participant" in the automobile financing market and is therefore subject to examination and supervision by the CFPB.

The states in which the Company operates impose limits on interest rates the Company can charge on its installment contracts. These limits have generally been based on either (i) a specified margin above the federal primary credit rate, (ii) the age of the vehicle, or (iii) a fixed rate.

The Company is also subject to a variety of federal, state and local laws and regulations that pertain to the environment, including compliance with regulations concerning the use, handling and disposal of hazardous substances and wastes.

Management believes the Company is in compliance in all material respects with all applicable federal, state and local laws, ordinances and regulations; however, the adoption of additional laws, changes in the interpretation of existing laws, or the Company's entrance into jurisdictions with more stringent regulatory requirements could have a material adverse effect on the Company's used vehicle sales and finance business.

Human Capital Resources

At America's Car-Mart, Inc., our associates are the heart of our business. Our associates are committed to making a difference for customers, their communities and each other. As of April 30, 2024, the Company, including its consolidated subsidiaries, employed a diverse associate base of approximately 2,280 fulltime associates. None of the Company's employees are covered by a collective bargaining agreement, and the Company believes that its relations with its employees are positive.

Diversity and Inclusion

The Company's culture is one that fosters diversity, equity and inclusion. We view diversity as an important factor in reflecting the values and cultures of all our associates. Each of our dealerships is a locally operated business, and our diversity must represent the communities in which we serve. The Company is an equal opportunity employer that strives to provide an inclusive environment, including associates that represent a wide range of backgrounds, cultures, and experiences. The Company's hiring practices are designed to find and promote candidates reflecting the various communities in which we operate. As of April 30, 2024, 53% of the Company's associates were women and 33% of our associates were racially or ethnically diverse.

Employee Safety and Health

Ensuring the safety of all associates is a critical priority for the Company. Associates are expected to stay informed about safety initiatives and to report unsafe conditions to their supervisor. Suppliers are expected to ensure that employees working on behalf of Car-Mart adhere to all of the Company's health and safety policies, requirements and regulations. The Company's specific annual safety goals are to eliminate all preventable work-related injuries, illnesses and property damage and achieve 100% compliance with all established safety procedures. Internally, we track workplace injuries among associates, customers and other third parties at our facilities. With our comprehensive safety and education program and attention to proper procedures at our dealerships, the number of incidents is below industry standards for all retail locations. Our Legal and Compliance departments are responsible for safety education and training, and regularly reviews indicators and areas where risks and injuries can occur, helping to eliminate hazards. General Managers at each dealership are responsible for safety at their location on a daily basis, and members of the safety committee at our corporate office are trained on CPR and other emergency procedures and regularly conduct drills for events such as a fire or tornado.

From a health perspective, the Company believes it is important to support the physical, mental, social, environmental and financial well-being of our Car-Mart associates at work and at home. The Company is committed to doing so with key initiatives that inspire associates to strive for long-term sustainable health and wellness for themselves and their families. We seek to educate and empower associates to improve and maintain their overall health. Further, we offer resources for preventive care, such as flu shots, vaccinations and other preventative health screenings. Associates have access to retirement investment plans and legal consultants to help them save for their future needs. The Company also offers professional resources that promote associates' mental health and general well-being at no cost to the associates and their immediate families.

Talent and Development

The Company is committed to building a working environment and culture that attracts, develops and retains motivated associates. The Company strives to provide associates with broader challenging opportunities, an environment that encourages entrepreneurial thinking and the ability to develop their career. The success of our growth strategy and the operation of an organization that supports dealerships throughout 12 states requires that we continue to seek, attract, hire and retain top talent at all levels of the Company. We offer a competitive compensation and benefits program, and an opportunity for our associates to grow personally and professionally, with an eye toward retirement and financial planning.

The Company provides each associate with a comprehensive compensation package that is based on the role he or she fills. Our compensation philosophy is based on performance, both individually and as a company. Many of our associates have the opportunity to earn additional compensation through commissions, performance-based salary increases and bonuses. All associates earn above minimum wage requirements under both state and federal law requirements. In addition, associates have a menu of benefit options to choose from to meet their needs.

The Company offers multiple programs for associate training, mentoring, and advancement. All associates are required to complete orientation courses in culture, safety, sexual harassment and discrimination awareness, and other compliance topics. Associates also have access to online training programs for the development of job-specific skills, leadership behaviors, and advanced topics such as unconscious bias. The Company's Future Manager training program allows associates to learn all facets of operating a Car-Mart store from vehicle inventory and facility management to effective collection techniques, while acquiring leadership skills. In addition, the Company maintains its "Car-Mart U" training program which builds on the foundation established in the Future Manager program by providing a series of blended learning solutions preparing assistant managers for a general manager or other elevated management role by introducing new curriculum focused on advanced leadership training, business concepts and customer experience. We believe such programs demonstrate the Company's commitment to the long-term growth, motivation, and success of our associates.

Available Information

The Company's website is located at www.car-mart.com. The Company makes available on this website, free of charge, access to its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports, as well as proxy statements and other information the Company files with, or furnishes to, the Securities and Exchange Commission ("SEC") as soon as reasonably practicable after the Company electronically submits this material to the SEC. The information contained on the website or available by hyperlink from the website is not incorporated into this Annual Report on Form 10-K or other documents the Company files with, or furnishes to, the SEC.

Executive Officers of the Registrant

The following table provides information regarding the executive officers of the Company as of April 30, 2024:

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>
Douglas Campbell	48	Chief Executive Officer and President
Vickie D. Judy.....	58	Chief Financial Officer
Jeffrey A. Williams.....	61	CEO Emeritus

Douglas Campbell became Chief Executive Officer, President and a director of the Company in October 2023, after serving as President of the Company for the prior year. Before joining the Company, Mr. Campbell was Senior Vice President, Head of Fleet Services for the Americas, at Avis Budget Group (“Avis”) since June 2022, previously serving in roles as Head of Fleet Services for the Americas since June 2021 and Vice President, Remarketing for the Americas, at Avis from March 2018 to June 2021. Prior to joining Avis, Mr. Campbell held management positions at AutoNation from September 2014 to March 2018 serving as Used Vehicle Director, Eastern Region, in AutoNation’s corporate office and later as General Manager of its Honda Dulles dealership. Preceding AutoNation, Mr. Campbell served fifteen years with Coral Springs Auto Mall, most recently serving as Executive General Manager.

Vickie D. Judy has served as Chief Financial Officer of the Company since January 2018. Before becoming Chief Financial Officer in January 2018, Ms. Judy served as Principal Accounting Officer since March 2016 and Vice President of Accounting since August 2015. Since joining the Company in May 2010, Ms. Judy has also served as Controller and Director of Financial Reporting. Ms. Judy is a Certified Public Accountant and prior to joining the Company her experience included approximately five years in public accounting with Arthur Andersen & Co. and approximately 17 years at National Home Centers, Inc., a home improvement product and building materials retailer, most recently as Vice President of Financial Reporting.

Jeffrey A. Williams served as CEO Emeritus through April 30, 2024 and currently serves as a director of the Company. He previously served as Chief Executive Officer of the Company from January 2018 to September 2023, and President of the Company from March 2016 until October 2022. He has served as a director since August 2011. Mr. Williams also served as Chief Financial Officer of the Company from 2005 to January 2018. He also served as Vice President Finance from 2005 to March 2016 and as Secretary of the Company from 2005 to May 2018. Mr. Williams is a Certified Public Accountant, inactive, and prior to joining the Company, his experience included approximately seven years in public accounting with Arthur Andersen & Co. and Coopers and Lybrand LLC in Tulsa, Oklahoma and Dallas, Texas. His experience also includes approximately five years as Chief Financial Officer and Vice President of Operations of Wynco, LLC, a nationwide distributor of animal health products.

Item 1A. Risk Factors

The Company is subject to various risks. The following is a discussion of risks that could materially and adversely affect the Company's business, operating results, and financial condition.

Risks Related to the Company's Business, Industry, and Markets

Recent and future disruptions in domestic and global economic and market conditions could have adverse consequences for the used automotive retail industry in the future and may have greater consequences for the non-prime segment of the industry.

In the normal course of business, the used automotive retail industry is subject to changes in regional U.S. economic conditions, including, but not limited to, interest rates, gasoline prices, inflation, personal discretionary spending levels, and consumer sentiment about the economy in general. Recent and future disruptions in domestic and global economic and market conditions, including rising interest rates and higher grocery and gasoline prices, or significant changes in the political environment (such as the ongoing military conflicts in the Middle East, and Ukraine) and/or public policy, could adversely affect consumer demand or increase the Company's costs, resulting in lower profitability for the Company. Due to the Company's focus on non-prime customers, its actual rate of delinquencies, repossessions and credit losses on contracts could be higher under adverse economic conditions than those experienced in the automotive retail finance industry in general.

The outlook for the U.S. economy and the impacts of efforts to reduce inflation through interest rate increases remains uncertain, which may adversely affect the Company's financial condition, results of operations and liquidity. Periods of economic slowdown or recession are often characterized by high unemployment and diminished availability of credit, generally resulting in increases in delinquencies, defaults, repossessions and credit losses. Further, periods of economic slowdown may also be accompanied by temporary or prolonged decreased consumer demand for motor vehicles and declining used vehicle prices. Significant increases in the inventory of used vehicles during periods of economic slowdown or recession may also depress the prices at which repossessed automobiles may be sold or delay the timing of these sales. The prices of used vehicles are variable and a rise or decline in the used vehicle prices may have an adverse effect on the Company's business. The Company is unable to predict with certainty the future impact of the most recent global and domestic economic conditions on consumer demand in our markets or on the Company's costs.

A reduction in the availability or access to sources of inventory could adversely affect the Company's business by increasing the costs of vehicles purchased.

The Company acquires vehicles primarily through wholesalers, new car dealers, individuals and auctions. There can be no assurance that sufficient inventory will continue to be available to the Company or will be available at comparable costs. Any reduction in the availability of inventory or increases in the cost of vehicles could adversely affect gross margin percentages as the Company focuses on keeping payments affordable to its customer base. The Company could have to absorb a portion of cost increases. The supply of vehicles at appropriate prices available to the Company is significantly affected by overall new car sales volumes, which were negatively impacted by the business and economic and supply chain disruptions following the outbreak of the COVID-19 pandemic and have historically been materially and adversely affected by prior economic downturns. Any future decline in new car sales could further adversely affect the Company's access to and costs of inventory. Our ability to source vehicles could also be impacted by the closure of auctions and wholesalers as a result of any future public health crisis, adverse economic conditions, or other factors.

The used automotive retail industry is fragmented and highly competitive, which could result in increased costs to the Company for vehicles and adverse price competition. Increased competition on the financing side of the business could result in increased credit losses.

The Company competes principally with other independent Integrated Auto Sales and Finance dealers, and with (i) the used vehicle retail operations of franchised automobile dealerships, (ii) independent used vehicle dealers, and (iii) individuals who sell used vehicles in private transactions. The Company competes for both the purchase and resale, which includes, in most cases, financing for the customer, of used vehicles. The Company's competitors may sell the same or similar makes of vehicles that Car-Mart offers in the same or similar markets at competitive prices. Increased competition in the market, including new entrants to the market, could result in increased wholesale costs for used vehicles and lower-than-expected vehicle sales and margins. Further, if any of the Company's competitors seek to gain or retain market share by reducing prices for used vehicles, the Company would likely reduce its prices in order to remain competitive, which may result in a decrease in its sales and profitability and require a change in its operating strategies. Increased competition on the financing side puts pressure on contract structures and increases the risk for higher credit losses. More qualified applicants have more financing options on the front-end, and if events adversely affecting the borrower occur after the sale, the increased competition may tempt the borrower to default on their contract with the Company in favor of other financing options, which in turn increases the likelihood of the Company not being able to save that account.

The used automotive retail industry operates in a highly regulated environment with significant attendant compliance costs and penalties for non-compliance.

The used automotive retail industry is subject to a wide range of federal, state, and local laws and regulations, such as local licensing requirements and laws regarding advertising, vehicle sales, financing, and employment practices. Facilities and operations are also subject to federal, state, and local laws and regulations relating to environmental protection and human health and safety. The violation of these laws and regulations could result in administrative, civil, or criminal penalties against the Company or in a cease and desist order. As a result, the Company has incurred, and will continue to incur, capital and operating expenditures, and other costs of complying with these laws and regulations. Further, over the past several years, private plaintiffs and federal, state, and local regulatory and law enforcement authorities have increased their scrutiny of advertising, sales and finance activities in the sale of motor vehicles. Additionally, the Company's finance subsidiary, Colonial, is deemed a "larger participant" in the automobile finance market and is therefore subject to examination and supervision by the CFPB, which has broad regulatory powers over consumer credit products and services such as those offered by the Company.

The Company's business is geographically concentrated; therefore, the Company's results of operations may be adversely affected by unfavorable conditions in its local markets.

The Company's performance is subject to local economic, competitive, and other conditions prevailing in the twelve states where the Company operates. The Company provides financing in connection with the sale of substantially all of its vehicles. These sales are made primarily to customers residing in Alabama, Arkansas, Georgia, Illinois, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee and Texas with approximately 27.1% of revenues resulting from sales to Arkansas customers. The Company's current results of operations depend substantially on general economic conditions and consumer spending habits in these local markets. Any decline in the general economic conditions or decreased consumer spending in these markets may have a negative effect on the Company's results of operations.

The Company's growth strategy is dependent upon the following factors:

- *Favorable operating performance.* Our ability to increase revenues at existing dealerships or expand our business through additional dealership openings or strategic acquisitions is dependent on a sufficiently favorable level of operating performance to support the management, personnel and capital resources necessary to successfully grow existing locations, open and operate new locations, or acquire new locations.

- *Ability to successfully identify, complete and integrate new acquisitions.* Part of our current growth strategy includes strategic acquisitions of dealerships. We could have difficulty identifying attractive target dealerships, completing the acquisition or integrating the acquired business' assets, personnel and operations with our own. Acquisitions are accompanied by a number of inherent risks, including, without limitation, the difficulty of integrating acquired companies and operations; potential disruption of our ongoing business and distraction of our management or the management of the target company; difficulties in maintaining controls, procedures and policies; potential impairment of relationships with associates and partners as a result of any integration of new personnel; potential inability to manage an increased number of locations and associates; failure to realize expected efficiencies, synergies and cost savings; reaction to the transaction among the companies' customers and potential customers; and the effect of any government regulations which relate to the businesses acquired.
- *Availability of suitable dealership sites.* Our ability to open new dealerships is subject to the availability of suitable dealership sites in locations and on terms favorable to the Company. If and when the Company decides to open new dealerships, the inability to acquire suitable real estate, either through lease or purchase, at favorable terms could limit the expansion of the Company's dealership base. In addition, if a new dealership is unsuccessful and we are forced to close the dealership, we could incur additional costs if we are unable to dispose of the property in a timely manner or on terms favorable to the Company. Any of these circumstances could have a material adverse effect on the Company's expansion strategy and future operating results.
- *Ability to attract and retain management for new and existing dealerships.* The success of new dealerships is dependent upon the Company being able to hire and retain additional competent personnel. The market for qualified employees in the industry and in the regions in which the Company operates is highly competitive. If we are unable to hire and retain qualified and competent personnel to operate our new dealerships, these dealerships may not be profitable, which could have a material adverse effect on our future financial condition and operating results.
- *Availability and cost of vehicles.* The cost and availability of sources of inventory could affect the Company's ability to open new dealerships. The long-term impacts of the economic downturn due to COVID-19 on new car sales volumes and the ability of auctions and wholesalers to continue to operate is uncertain. Any of these factors could potentially have a significant negative effect on the supply of vehicles at appropriate prices available to the Company in future periods. This could also make it difficult for the Company to supply appropriate levels of inventory for an increasing number of dealerships without significant additional costs, which could limit our future sales or reduce future profit margins if we are required to incur substantially higher costs to maintain appropriate inventory levels.
- *Acceptable levels of credit losses at new dealerships.* Credit losses tend to be higher at new dealerships due to fewer repeat customers and less experienced associates; therefore, the opening of new dealerships tends to increase the Company's overall credit losses. This may require the Company to incur additional costs to reduce future credit losses or to close the underperforming locations altogether. Any of these circumstances could have a material adverse effect on the Company's future financial condition and operating results.

The Company's business is subject to seasonal fluctuations.

Historically, the Company's third fiscal quarter (November through January) has been the slowest period for vehicle sales. Conversely, the Company's first and fourth fiscal quarters (May through July and February through April) have historically been the busiest times for vehicle sales. Therefore, the Company generally realizes a higher proportion of its revenue and operating profit during the first and fourth fiscal quarters. The Company expects this pattern to continue in future years.

If conditions arise that impair vehicle sales during the first or fourth fiscal quarters, the adverse effect on the Company's revenues and operating results for the year could be disproportionately large.

The effects of any future public health crisis could have a significant impact on our business, sales, results of operations and financial condition.

The global outbreak of COVID-19 led to severe disruptions in general economic activities, particularly retail operations, as businesses and federal, state, and local governments implemented mandates to mitigate this public health crisis. The pandemic has affected consumer demand and the overall health of the U.S. economy. The effects of any future outbreaks of the pandemic or similar health crises could negatively impact all aspects of our business, including used vehicle sales and financing, finance receivable collections, repossession activity and inventory acquisition. Our business is also dependent on the continued health and productivity of our associates, including management teams, throughout this crisis. The consequences of any future adverse public health developments could have a material adverse effect on our business, sales, results of operations and financial condition.

Additionally, our liquidity could be negatively impacted if economic conditions were to once again deteriorate due to a future COVID-19 outbreak or other public health crisis, which could require us to pursue additional sources of financing to obtain working capital, maintain appropriate inventory levels, support the origination of vehicle financing, and meet our financial obligations. Capital and credit markets were significantly affected by onset of the crisis and could be disrupted once again by any future wave of the virus or outbreak of a new coronavirus variant, and our ability to obtain any new or additional financing is not guaranteed and largely dependent upon evolving market conditions and other factors.

Risks Related to the Company's Operations

The Company may have a higher risk of delinquency and default than traditional lenders because it finances its sales of used vehicles to credit-impaired borrowers.

Substantially all of the Company's automobile contracts involve financing to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Financing made to borrowers who are restricted in their ability to obtain financing from traditional lenders generally entails a higher risk of delinquency, default and repossession, and higher losses than financing made to borrowers with better credit. Delinquency interrupts the flow of projected interest income and repayment of principal from a contract, and a default can ultimately lead to a loss if the net realizable value of the automobile securing the contract is insufficient to cover the principal and interest due on the contract or if the vehicle cannot be recovered. The Company's profitability depends, in part, upon its ability to properly evaluate the creditworthiness of non-prime borrowers and efficiently service such contracts. Although the Company believes that its underwriting criteria and collection methods enable it to manage the higher risks inherent in financing made to non-prime borrowers, no assurance can be given that such criteria or methods will afford adequate protection against such risks. If the Company experiences higher losses than anticipated, its financial condition, results of operations and business prospects could be materially and adversely affected.

The Company's allowance for credit losses may not be sufficient to cover actual credit losses, which could adversely affect its financial condition and operating results.

When applicable, the Company has to recognize losses resulting from the inability of certain borrowers to pay contracts and the insufficient realizable value of the collateral securing contracts. The Company maintains an allowance for credit losses in an attempt to cover net credit losses expected over the remaining life of the contracts in the portfolio at the measurement date. Additional credit losses will likely occur in the future and may occur at a rate greater than the Company has experienced to date. The allowance for credit losses represents management's best estimate of lifetime expected losses based on reasonable and supportable forecasts, historical credit loss experience, changes in contractual characteristics (i.e., average amount financed, term, and interest rates), and other

qualitative considerations, such as credit quality trends, collateral values, current and forecasted economic conditions, underwriting and collections practices, concentration risk, credit review, and other external factors. This evaluation is inherently subjective as it requires estimates of material factors that may be susceptible to significant change. If the Company's assumptions and judgments prove to be incorrect, its current allowance for credit losses may not be sufficient and adjustments may be necessary to allow for different economic conditions or adverse developments in its contract portfolio which could adversely affect the Company's financial condition and results of operations. At April 30, 2024 the Company had an allowance for credit losses at 25.32% (compared to 23.91% at April 30, 2023) of the principal balance of finance receivables, net of deferred revenue and pending APP claims. The increase in the allowance for credit losses was primarily due to continuing inflationary pressure on customers and the update to our calculation methodology and the performance of our loan portfolio in the second quarter of the fiscal year 2024. Any future deterioration in economic conditions or consumer financial health may result in additional future credit losses that may not be fully reflected in the allowance for credit losses.

The Company's success depends upon the continued contributions of its management teams and the ability to attract and retain qualified employees.

The Company is dependent upon the continued contributions of its management teams. Because the Company maintains a decentralized operation in which each dealership is responsible for inspecting and selling its own vehicles, making credit decisions and collecting contracts it originates, the key employees at each dealership are important factors in the Company's ability to implement its business strategy. Consequently, the loss of the services of key employees could have a material adverse effect on the Company's results of operations. In addition, when the Company decides to open new dealerships, the Company will need to hire additional personnel. The market for qualified employees in the industry and in the regions in which the Company operates is highly competitive and may subject the Company to increased labor costs during periods of low unemployment or times of increased competition for labor.

The Company's business is dependent upon the efficient operation of its information systems.

The Company relies on its information systems in managing its sales, inventory, consumer financing, and customer information effectively. The failure of the Company's information systems to perform as designed, or the failure to maintain and continually enhance or protect the integrity of these systems, could disrupt the Company's business, impact sales and profitability, or expose the Company to customer or third-party claims.

Security breaches, cyber-attacks or fraudulent activity could result in damage to the Company's operations or lead to reputational damage.

Our information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by our employees, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A security breach of the Company's computer systems could also interrupt or damage its operations or harm its reputation. In addition, the Company could be subject to liability if confidential customer information is misappropriated from its computer systems. Any compromise of security, including security breaches perpetrated on persons with whom the Company has commercial relationships, that result in the unauthorized release of its users' personal information, could result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to the Company's reputation, and a loss of confidence in the Company's security measures, which could harm its business. Any compromise of security could deter people from entering into transactions that involve transmitting confidential information to the Company's systems and could harm relationships with the Company's suppliers, which could have a material adverse effect on the Company's business. Actual or anticipated attacks may cause the Company to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees, and engage third-party experts and consultants. Despite the implementation of security measures, these systems may still be vulnerable to physical break-ins, computer viruses, programming errors, attacks by third parties or similar disruptive problems. The Company may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks.

Most of the Company's customers provide personal information when applying for financing. The Company relies on encryption and authentication technology to provide security to effectively store and securely transmit confidential information. Advances in computer capabilities, new discoveries in the field of cryptography or other developments may result in the technology used by the Company to protect transaction data being breached or compromised.

In addition, many of the third parties who provide products, services, or support to the Company could also experience any of the above cyber risks or security breaches, which could impact the Company's customers and its business and could result in a loss of customers, suppliers, or revenue.

We may be unable to keep pace with technological advances and changes in consumer behavior affecting our business, which could adversely affect our business, financial condition and results of operations.

We rely on our information technology systems to facilitate digital sales leads. Our ability to optimize our digital sales platform is affected by online search engines and classified sites that are not direct competitors but that may direct online traffic to the websites of competing automotive retailers. These third-party sites could make it more difficult for us to market our vehicles online and attract customers to our online offerings. Further, to address changes in consumer buying preferences and to improve customer experience, inventory procurement and recruiting and training, we make corresponding technology and systems upgrades. We may not be able to establish sufficient technological upgrades to support evolving consumer buying preferences and to keep pace with our competitors. If these systems fail to perform as designed or if we fail to respond effectively to consumer buying preferences or keep pace with technological advances by our competitors, it could have a material adverse effect on our business, financial condition and results of operations.

Changes in the availability or cost of capital and working capital financing could adversely affect the Company's growth and business strategies, and volatility and disruption of the capital and credit markets and adverse changes in the global economy could have a negative impact on the Company's ability to access the credit markets in the future and/or obtain credit on favorable terms.

The Company generates cash from income from continuing operations. The cash is primarily used to fund finance receivables growth. To the extent finance receivables growth exceeds income from continuing operations, the Company generally increases its borrowings under its revolving credit facilities and, more recently, has issued non-recourse notes through asset-back securitization transactions to provide the cash necessary to fund operations. On a long-term basis, the Company expects its principal sources of liquidity to consist of income from continuing operations and borrowings under revolving credit facilities and/or term securitizations. Any adverse changes in the Company's ability to borrow under revolving credit facilities or by accessing the securitization market, or any increase in the cost of such borrowings, would likely have a negative impact on the Company's ability to finance receivables growth which would adversely affect the Company's growth and business strategies. Further, the Company's current credit facilities and non-recourse notes payable contain various reporting and/or financial performance covenants. Any failure of the Company to comply with these covenants could have a material adverse effect on the Company's operating results, financial condition, cash flow and ability to implement its business strategy.

If the capital and credit markets experience disruptions and/or the availability of funds becomes restricted, it is possible that the Company's ability to access the capital and credit markets may be limited or available on less favorable terms which could have an impact on the Company's ability to refinance maturing debt or react to changing economic and business conditions. In addition, if negative domestic or global economic conditions persist for an extended period of time or worsen substantially, the Company's business may suffer in a manner which could cause the Company to fail to satisfy the financial and other restrictive covenants under its credit facilities.

The impact of climate-change related events, including efforts to reduce or mitigate the effects of climate change and inclement weather can adversely impact the Company's operating results.

The effects of climate change such as natural disasters or the occurrence of weather events, such as rain, snow, wind, storms, hurricanes, or other natural disasters, which can adversely affect consumer traffic and operations at the Company's automotive dealerships as well as customers' ability to make their car payments, could negatively impact the Company's operating results. Further, the pricing of used vehicles is affected by, among other factors, consumer preferences, which may be impacted by consumer perceptions of climate change and consumer efforts to mitigate or reduce climate change-related events by purchasing vehicles that are viewed as more fuel efficient (including vehicles powered primarily or solely through electricity). An increase in the supply or a decrease in the demand for used vehicles may impact the resale value of the vehicles the Company sells. Moreover, the implementation of new or revised laws or regulations designed to address or mitigate the potential impacts of climate change (including laws which may adversely impact the auto industry in particular as a result of efforts to mitigate the factors contributing to climate change) could have a significant impact on the Company. Consequently, the impact of climate change-related events, including efforts to reduce or mitigate the effects of climate change, may adversely impact the Company's operating results.

Risks Related to the Company's Common Stock

The Company's stock trading volume may result in greater volatility in the market price of the Company's common stock and may not provide adequate liquidity for investors.

Although shares of the Company's common stock are traded on the NASDAQ Global Select Market, the average daily trading volume in the Company's common stock is less than that of other larger automotive retail companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of a sufficient number of willing buyers and sellers of the common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which the Company has no control. Given the average daily trading volume of the Company's common stock, the market price of the Company's common stock may be subject to greater volatility than companies with larger trading volumes as smaller transactions can more significantly impact the Company's stock price. Significant sales of the Company's common stock in a brief period of time, or the expectation of these sales, could cause a decline in the price of the Company's common stock. The price of the Company's common stock may also be subject to wide fluctuations based upon the Company's operating results, general economic and market conditions, general trends and prospects for our industry, announcements by competitors, the Company's ability to achieve any long-term targets or performance metrics and other factors. Any such fluctuations could increase the Company's risk of being subject to securities class action litigation, which could result in substantial costs, divert management's attention and resources and have other material adverse impacts on the Company's business. Additionally, low trading volumes may limit a stockholder's ability to sell shares of the Company's common stock.

The Company currently does not intend to pay future dividends on its common stock.

The Company historically has not paid cash dividends on its common stock and currently does not anticipate paying future cash dividends on its common stock. Any determination to pay future dividends and other distributions in cash, stock, or property by the Company in the future will be at the discretion of the Company's Board of Directors and will be dependent on then-existing conditions, including the Company's financial condition and results of operations and contractual restrictions. The Company is also limited in its ability to pay dividends or make other distributions to its shareholders without the consent of its lender. Therefore, stockholders should not rely on future dividend income from shares of the Company's common stock.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 1C. Cybersecurity

Material Effects of Cybersecurity Incidents

Risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected us, including our business strategy, results of operations, or financial condition. Further information regarding cybersecurity risks can be found in Item 1A. Risk Factors, of this Annual Report on Form 10-K.

Cybersecurity Risk Management and Strategy

We consider the protection of our customers' and corporate data to be a priority within our business. We continually monitor and assess the cybersecurity landscape and invest in enhancing our cybersecurity capabilities and strengthening our partnerships with appropriate business partners, service partners, and government and law enforcement agencies to understand the range of cybersecurity risks in the operating environment, enhance defenses, and improve resiliency against cybersecurity threats. Through these partnerships, we incorporate threat intelligence, security operations, continuous training, and penetration testing. We strive to reduce the threat landscape for both the Company and our customers, through vigilantly monitoring systems and general technology controls.

Our efforts focus on protecting and enhancing the security of our information systems, software, networks, and other assets, whether commercial products or custom solutions. Our cybersecurity program focuses on protecting and enhancing the security of our information systems, software, networks, and other assets, whether commercial products or custom solutions. These efforts are under continuous review for improvement within the changing threat landscape and are designed to protect against, and mitigate the effects of, cybersecurity incidents that could result in unauthorized access to confidential, sensitive, or personal information of associates or customers or proprietary company information and potentially disrupt or impede our operations or otherwise cause harm to the Company, our customers, suppliers, dealers, or other key stakeholders.

Our cybersecurity program leverages both internal and external techniques and expertise across the cybersecurity spectrum. We maintain and utilize industry best practice capabilities, processes, and other security-related measures, based upon National Institute of Standards and Technology (NIST) and Control Objectives for Information Technologies (CoBIT) frameworks. Our capabilities, processes, and other security measures include, among others:

- Threat detection through the use of security information and event management software;
- Incident management processes for any security-related activity, requiring senior management signoff;
- Corporate endpoint detection and response software, which monitors for malicious activities on external-facing endpoints;
- Cloud monitoring tools, running on primary public and private cloud environments;
- Data encryption at rest and during transit and immutable data backups; and
- Business continuity, disaster recovery and incident response plans.

We also expect our suppliers to follow the same industry-standard security practices that we follow. Despite having thorough due diligence, onboarding, and cybersecurity assessment processes in place for our suppliers, the responsibility ultimately rests with our suppliers to establish and uphold their respective cybersecurity programs. The ability and availability of information to monitor the cybersecurity practices and controls of our suppliers is limited, and there can be no assurance that we can prevent or mitigate the risk of any compromise or failure in information systems, software, networks, and other assets owned or controlled by our suppliers. Although the Company attempts to manage its exposure to such events through the purchase of cyber liability insurance, such events are inherently unpredictable, and insurance may not be sufficient to protect the Company against all losses.

There is no assurance that the Company's security systems or processes will prevent or mitigate future break-ins, tampering, security breaches or other cyber-related attacks.

Cybersecurity Governance

Our Board of Directors oversees the management of risks inherent in the operation of our business, with a focus on the most significant risks that we face, including those related to cybersecurity. Our Board of Directors has delegated oversight of cybersecurity, including privacy and information security, as well as enterprise risk management to the Innovation and Technology Committee. In connection with that oversight responsibility, our Senior Vice President of Technology and Chief Legal Officer meet with the Innovation and Technology Committee on a quarterly basis to provide information and updates on a range of cybersecurity topics which may include our cybersecurity program and governance processes; cyber risk monitoring and management; the status of projects to strengthen our cybersecurity and privacy capabilities; recent significant incidents or threats impacting our operations, industry, or third-party suppliers; and the emerging threat landscape.

Our information security team works closely with key stakeholders, including regulators, government agencies, law enforcement, peer institutions, industry groups, and develops and invests in talent and innovative technology to manage cybersecurity risk.

When a cybersecurity threat or incident is identified, the Senior Vice President of Technology and the security team works closely with cross functional committees, leveraging subject matter expertise across the organization, as part of our incident response plans and promptly provides information to senior management, with the goal of timely assessing such incidents, determining applicable disclosure requirements and communicating with the Chairs of the Innovation and Technology Committee and the Audit Committee, regarding any significant cybersecurity incidents, including those experienced by third party service providers, which may pose significant risk to our business, customers, clients, associates and stakeholders, and continues to provide regular reports until such incidents are concluded. The above framework tracks and allows team members to monitor each incident throughout its lifecycle to ensure the Company is informed about and following cybersecurity incidents as they are mitigated and remediated. Post-incident reviews are also performed to determine if there are any additional controls that may feasibly be implemented to prevent recurrence.

Item 2. Properties

As of April 30, 2024, the Company leased approximately 86% of its facilities, including dealerships and the Company's corporate offices. These facilities are located principally in the states of Alabama, Arkansas, Georgia, Illinois, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee and Texas. The Company's corporate offices are located in approximately 50,000 square feet of leased space in Rogers, Arkansas. For additional information regarding the Company's properties, see "Operations-Dealership Locations and Facilities" under Item 1 above.

Item 3. Legal Proceedings

In the ordinary course of business, the Company has become a defendant in various types of legal proceedings. While the outcome of these proceedings cannot be predicted with certainty, the Company does not expect the final outcome of any of these proceedings, individually or in the aggregate, to have a material adverse effect on the Company's financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosure

Not applicable.

PART II

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

Market Information for Common Equity

The Company's common stock is traded on the NASDAQ Global Select Market under the symbol CRMT.

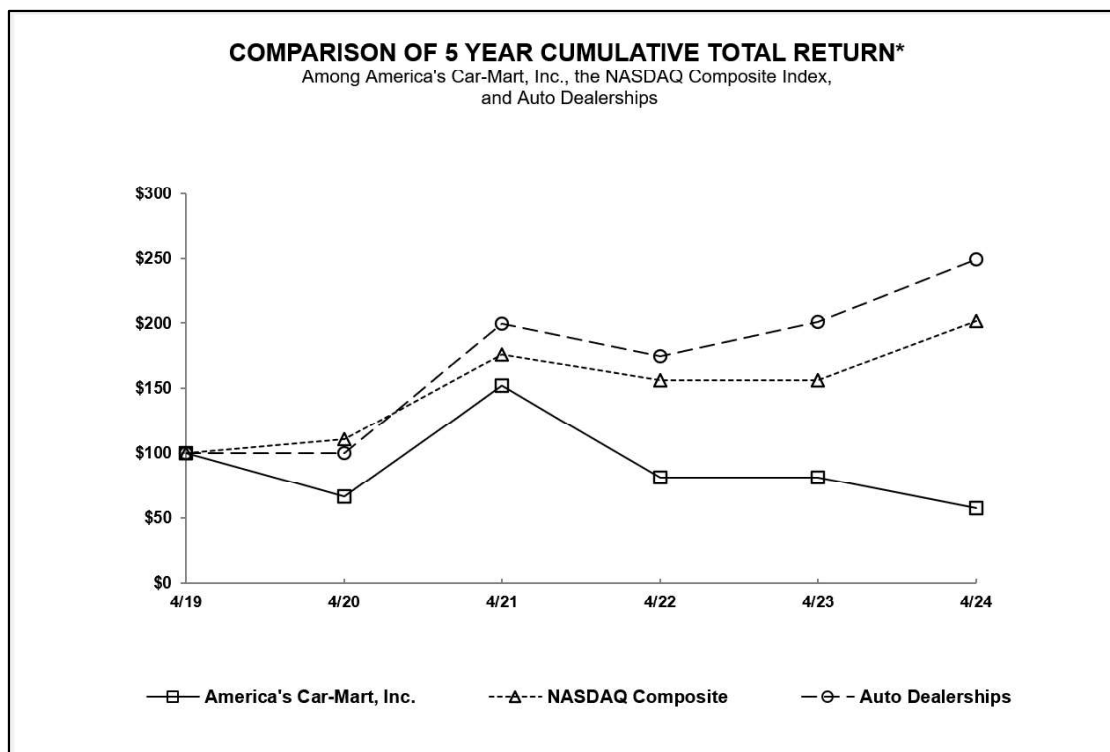
Holders of Record

As of June 19, 2024, there were approximately 988 shareholders of record. This number excludes stockholders holding the Company's common stock as "beneficial owners" under nominee security position listings.

Stockholder Return Performance Graph

Set forth below is a line graph comparing the fiscal year end percentage change in the cumulative total stockholder return on the Company's common stock to (i) the cumulative total return of the NASDAQ Market Index (U.S. companies), and (ii) the market-weighted value of a customized peer group of automotive dealership companies ("Auto Dealerships") composed of the common stock of Asbury Automotive Group, Inc.; AutoNation, Inc.; CarMax, Inc.; Copart, Inc.; Group 1 Automotive, Inc.; Lithia Motors, Inc.; Penske Automotive Group, Inc.; Rush Enterprises, Inc.; and Sonic Automotive, Inc. for the period of five fiscal years commencing on May 1, 2019 and ending on April 30, 2024.

The graph assumes that the value of the investment in the Company's common stock and each index or peer group was \$100 on April 30, 2019.



* \$100 invested on 4/30/2019 in stock or index, including reinvestment of dividends. Fiscal year ending April 30.

The dollar value at April 30, 2024 of \$100 invested in the Company's common stock on April 30, 2019 was \$57.79, compared to \$201.71 for the NASDAQ Market Index (U.S. Companies) and \$249.06 for the Auto Dealerships peer group.

Dividend Policy

Since its inception, the Company has paid no cash dividends on its common stock. The Company currently intends for the foreseeable future to continue its policy of retaining earnings to finance future growth. Payment of cash dividends in the future will be determined by the Company's Board of Directors and will depend upon, among other things, the Company's future earnings, operations, capital requirements and surplus, general financial condition, contractual restrictions that may exist, and such other factors as the Board of Directors may deem relevant. The Company is also limited in its ability to pay dividends or make other distributions to its shareholders without the consent of its lender. Please see "Liquidity and Capital Resources" under Item 7 of Part II for more information regarding this limitation.

Issuer Purchases of Equity Securities

The Company is authorized to repurchase shares of its common stock under its common stock repurchase program. On December 14, 2020, the Board of Directors authorized the repurchase of up to an additional one million shares along with the balance remaining under its previous authorization approved and announced on November 16, 2017. No shares of the Company's common stock were purchased under the Company's stock repurchase program during fiscal 2024.

Item 6. [Reserved]

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

The following discussion should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto appearing in Item 8 of this Annual Report on Form 10-K.

Overview

America's Car-Mart, Inc., a Texas corporation (the "Company"), is one of the largest publicly held automotive retailers in the United States focused exclusively on the "Integrated Auto Sales and Finance" segment of the used car market. References to the Company include the Company's consolidated subsidiaries. The Company's operations are principally conducted through its two operating subsidiaries, America's Car Mart, Inc., an Arkansas corporation ("Car-Mart of Arkansas"), and Colonial Auto Finance, Inc., an Arkansas corporation ("Colonial"). Collectively, Car-Mart of Arkansas and Colonial are referred to herein as "Car-Mart." The Company primarily sells older model used vehicles and provides financing for substantially all of its customers. Many of the Company's customers have limited financial resources and would not qualify for conventional financing as a result of limited credit histories or past credit problems. As of April 30, 2024, the Company operated 154 dealerships located primarily in small cities throughout the South-Central United States.

Car-Mart has been operating since 1981. While Car-Mart has grown its revenues between approximately 3.5% and 31.2% per year over the last ten years preceding 2024 (average 12.0%), revenue for the fiscal year ended April 30, 2024, declined slightly compared to fiscal 2023 primarily due to an 8.8% decrease in retail units sold. The decrease was partially offset by a 5.7% increase in the average retail sales price and an 18.8% increase in interest income.

The Company earns revenue from the sale of used vehicles, and in most cases a related service contract and an accident protection plan product, as well as interest income and late fees from the related financing. The Company's cost structure is more fixed in nature and is sensitive to volume changes. Revenue can be affected by our level of competition, which is influenced to a large extent by the availability of funding to the sub-prime automobile industry, together with the availability and resulting purchase cost of the types of vehicles the Company purchases for resale. Revenues can also be affected by the macro-economic environment. Down payments, contract term lengths and credit scoring are critical to helping customers succeed and are monitored closely by corporate management at the point of sale. After the sale, collections, delinquencies, and charge-offs are crucial elements of the Company's evaluation of its financial condition and results of operations and are monitored and reviewed on a continuous basis. Management believes that developing and maintaining a relationship with its customers and earning their repeat business is critical to the success and growth of the Company and can serve to offset the effects of increased competition and negative macro-economic factors.

The Company focuses on the benefits of excellent customer service and its "local" face-to-face offering in an effort to help customers succeed, while continuing to enhance the Company's digital services and offerings to meet growing demands for an integrated digital-online sales and service experience. The Company, over recent years, has focused on providing a good mix of vehicles in various price ranges to increase affordability for customers.

The purchase price the Company pays for its vehicles can also have a significant effect on revenues, liquidity and capital resources. Because the Company bases its selling price on the purchase cost of the vehicle, increases in purchase costs result in increased selling prices. As the selling price increases, it becomes more difficult to keep the gross margin percentage and contract term in line with historical results because the Company's customers have limited incomes, and their car payments must remain affordable within their individual budgets. Decreases in the overall volume of new car sales, particularly domestic brands, lead to decreased supply and generally increased prices in the wholesale used car market. Also, expansions or constrictions in consumer credit, as well as general economic conditions, can have an overall effect on the demand and the resulting purchase cost of the types of vehicles the Company purchases for resale.

The COVID-19 global pandemic and the resulting macroeconomic effects have negatively impacted the availability and prices of the vehicles the Company purchases. Over the past three years, the reduction in new car production and fewer off-lease vehicles have negatively impacted the availability of used vehicle inventory and resulted in higher purchase costs. The Company constantly reviews and adjusts purchasing avenues to ensure an appropriate flow of vehicles. While the Company anticipates that the availability of used vehicles will remain constricted and keep purchase costs elevated in the near future, any decline in overall market pressures affecting the availability and costs of used vehicles could result in lower inventory purchase costs and present an opportunity for the Company to purchase slightly newer, lower mileage vehicle for its customers.

The Company consistently focuses on collections. Each dealership is responsible for its own collections with supervisory involvement of the corporate office. Over the last five fiscal years, the Company's provision for credit losses as a percentage of sales has ranged from a low of approximately 19.31% in fiscal 2021 to 36.48% in fiscal 2024 (average of 26.36%). Credit loss results improved substantially in fiscal 2021 due to a lower frequency of losses and lower severity of loss amounts relative to the principal balance as the CARES Act enhanced unemployment and stimulus funds, combined with the Company's commitment to working with customers, aided customers' ability to make their vehicle payments. The improvement in credit losses as a percentage of sales for fiscal 2021 was further accelerated by the Company's decision during the fourth quarter of fiscal 2021 to reduce the allowance for credit losses back to 23.55% of finance receivables, net of deferred revenue, which resulted in a \$14.2 million pretax decrease in the provision for credit losses. The fiscal year 2022 credit losses began to normalize to pre-pandemic levels but were still below historical levels despite the increase in the average retail sales price. During fiscal year 2023, credit losses exceeded pre-pandemic levels, partially driven by the lack of federal stimulus payments in the current fiscal year as compared to prior fiscal years due to the expiration of the CARES Act and the Consolidated Appropriations Act of 2021, and partially driven by the current macro-economic environment at that time. During fiscal 2024, the provision for credit losses as a percentage of sales increased to 36.5%, primarily due to the \$28 million increase in provision for credit losses during the three months ended October 31, 2023. The allowance for credit losses as a percentage of finance receivables, net of deferred revenue and pending accident protection plan ("APP") claims, increased from 23.91% at April 30, 2023 to 26.04% at October 31, 2023 due to the implementation of the third-party software to assist in calculating the allowance for credit losses as well as the performance of the loan portfolio during the first six months of fiscal 2024. Based on the Company's current analysis of credit losses, the allowance for credit losses at April 30, 2024 decreased to 25.32% of finance receivables, net of deferred revenue and pending APP claims, which was primarily driven by changes in the underwriting process and refinement to the underwriting guidelines due to the implementation of the Company's new loan origination system. Following the implementation of our new loan origination system (LOS), we have experienced a notable decrease in the frequency and loss rate in charge-offs for loans originated through the LOS as compared to loans that were originated during the same period and the same dealership state using the legacy system. All the underwriting information for loans originated through the LOS is centrally located in the system, allowing dealerships to view internal scores, down-payment percentages, pre-qualification credit reports and other customer information. Historically, dealerships have had to obtain this information from several sources. These changes to the underwriting process and refinement to our underwriting guidelines facilitate better-informed underwriting decisions due to all the information being readily available in a single location.

Historically, credit losses, on a percentage basis, tend to be higher at new and developing dealerships than at mature dealerships. Generally, this is because the management at new and developing dealerships tends to be less experienced in making credit decisions and collecting customer accounts and the customer base is less seasoned. More mature dealerships have more repeat customers and, on average, repeat customers are a better credit risk than non-repeat customers. Credit losses and charge-offs can also be impacted by market and economic factors, including a competitive used vehicle financing environment and macro-economic conditions such as inflation in the price of childcare, insurance, rent, gasoline, groceries, and other staple items. Negative macro-economic issues, however, do not always lead to higher credit loss results for the Company because the Company provides basic affordable transportation which in many cases is not a discretionary expenditure for customers.

The Company continuously looks for ways to operate more efficiently, improve its business practices and adjust underwriting and collection procedures. The Company has a proprietary credit scoring system which enables

the Company to monitor the quality of contracts. Corporate office personnel monitor proprietary credit scores and work with dealerships when the distribution of scores falls outside of prescribed thresholds. The Company also uses credit reporting and the use of global positioning system (“GPS”) units on vehicles. Additionally, the Company’s training department continuously strengthens its training for collections. The Company’s collections department and support staff oversee collections and provide timely oversight and additional accountability on a consistent basis. Collections growth is included in quarterly earnings reports. The Company believes that the proper execution of its business practices is the single most important determinant of its long-term credit loss experience.

Over the last five fiscal years, the Company’s gross margin as a percentage of sales has ranged from a high of approximately 40.2% in fiscal 2021 to a low of 33.5% in fiscal 2023 (average of 36.9%). The gross margin percentage increased in fiscal 2024 to 34.7%. The Company’s initiatives around inventory life cycle efficiencies and a decrease in wholesale losses also contributed to the increase in gross profit percent. The total gross dollars per retail unit sold increased from the prior fiscal year by \$593, primarily as a result of the Company selling on average a higher priced vehicle in fiscal 2024. The Company’s gross margin is based upon the cost of the vehicle purchased, with lower-priced vehicles typically having higher gross margin percentages but lower gross profit dollars. Gross margin is also affected by the percentage of wholesale sales to retail sales, which relates for the most part to repossessed vehicles sold at or near cost. The Company plans to continue to focus on improving gross margin dollars in the near term, as demonstrated by the increases during fiscal 2024 as well as continuing to focus on improving wholesale results through its partnership with reconditioning companies, cost controls, and operational improvement around the acquisition and disposal of vehicles.

Hiring, training and retaining qualified associates is critical to the Company’s success. The Company’s ability to add new dealerships and implement operating initiatives is dependent on having a sufficient number of trained managers and support personnel. Excessive turnover, particularly at the dealership manager level, could impact the Company’s ability to add new dealerships and to meet operational initiatives. The landscape for hiring remains very competitive. The Company has continued to add resources to recruit, train, and develop personnel, especially personnel targeted to fill dealership manager positions. The Company expects to continue to invest in the development of its workforce.

Consolidated Operations
(Operating Statement Dollars in Thousands)

	Years Ended April 30,			% Change		As a % of Sales		
				2024	2023			
	2024	2023	2022	2024 vs. 2023	2023 vs. 2022	2024	2023	2022
Operating Statement:								
Revenues:								
Sales	\$ 1,160,798	\$ 1,204,194	\$ 1,038,682	(3.6) %	15.9 %	100.0 %	100.0 %	100.0 %
Interest and other income	233,096	196,219	151,853	18.8	29.2	20.1	16.3	14.6
Total	1,393,894	1,400,413	1,190,535	(0.5)	17.6	120.1	116.3	114.6
Costs and expenses:								
Cost of sales, excluding depreciation shown below	758,546	800,788	658,615	(5.3) %	21.6 %	65.3	66.5	63.4
Selling, general and administrative	179,421	176,696	156,130	1.5	13.2	15.5	14.7	15.0
Provision for credit losses	423,406	352,860	238,054	20.0	48.2	36.5	29.3	22.9
Interest expense	65,348	38,312	10,919	70.6	250.9	5.6	3.2	1.1
Depreciation and amortization	6,871	5,602	4,033	22.7	38.9	0.6	0.5	0.4
Loss on disposal of property and equipment	437	361	149	21.1	142.3	-	-	-
Total	1,434,029	1,374,619	1,067,900	4.3	28.7	123.5	114.2	102.8
(Loss) income before income taxes	\$ (40,135)	\$ 25,794	\$ 122,635			(3.5) %	2.1 %	11.8 %
Operating Data (Unaudited):								
Retail units sold	57,989	63,584	60,595	(8.8) %	4.9 %			
Average dealerships in operation	154	155	152	(0.6)	2.0			
Average units sold per dealership per month	31.4	34.2	33.2	(8.2)	3.0			
Average retail sales price	\$ 19,113	\$ 18,080	\$ 16,372	5.7	10.4			
Gross profit per retail unit sold	\$ 6,937	\$ 6,344	\$ 6,272	9.3	1.1			
Same store revenue growth	(1.0)%	16.7%	30.1%					
Receivables average yield	16.2%	15.7%	15.8%					

Fiscal 2024 Compared to Fiscal 2023

Total revenues decreased \$6.5 million, or 0.5%, in fiscal 2024, as compared to revenue growth of 17.6% in fiscal 2023, principally as a result of declines in revenue from (i) dealerships that operated a full twelve months in both fiscal years (\$13.8 million), and (ii) dealerships that were closed during or after the year ended April 30, 2023 (\$14.9 million), partially offset by revenue growth from (iii) dealerships opened or acquired after April 30, 2023 (\$22.2 million). The decline in revenue for fiscal 2024 is attributable to an 8.8% decrease in retail units sold, largely reflecting the challenging macroeconomic environment for our customers, partially offset by an 18.8% increase in interest and other income and a 5.7% increase in the average retail sales price. Interest income increased approximately \$36.9 million compared to fiscal 2023, due to the \$187.9 million increase in average finance receivables.

Cost of sales, as a percentage of sales, decreased to 65.3% compared to 66.5% in fiscal 2023, resulting in an increase in the gross margin percentage to 34.7% of sales in fiscal 2024 from 33.5% of sales in fiscal 2023. On a dollar basis, our gross margin per retail unit sold increased by \$593 in fiscal 2024 compared to fiscal 2023. The average retail sales price for fiscal 2024 was \$19,113, a \$1,033 increase over the prior fiscal year, with over half of the increase attributable to vehicle price and the remaining related to ancillary products. As purchase costs increase, the margin between the purchase cost and the sales price of the vehicles we sell generally narrows on a percentage basis because the Company must offer affordable prices to our customers. The Company initiated a strategic partnership with an industry leader and implemented initiatives around vehicle reconditioning efforts, transportation and scaling are expected to provide a better volume of affordable units.

Selling, general and administrative expenses, as a percentage of sales increased to 15.5% in fiscal 2024 from 14.7% for fiscal 2023. Selling, general and administrative expenses are, for the most part, more fixed in nature. In dollar terms, selling, general and administrative expenses increased \$2.8 million from fiscal 2023. The increase resulted from increased collections costs due primarily to a higher frequency of repossessions and increased

spending in professional services around improvements in technology, as well as operating in a higher inflationary environment, which was partially offset by operational improvements and cost-cutting measures implemented in fiscal 2024. These efforts resulted in the lowest percentage change in annual selling, general and administrative expenses in over five years at just a 1.5% increase.

Provision for credit losses as a percentage of sales increased to 36.5% for fiscal 2024 compared to 29.3% for fiscal 2023. The provision for credit losses as a percentage of sales was higher during the current year due to the growth in the balance of finance receivables, net of deferred revenue of \$61.7 million, coupled with a decrease in sales of \$43.4 million. An increase in net charge-offs also contributed to the higher provision. Net charge-offs as a percentage of average finance receivables increased to 27.2% for fiscal 2024 compared to 23.3% for the prior year. The Company experienced continued increases in both the frequency and severity of losses, with the frequency increase accounting for over 80% of the increase as the Company's customers continue to face pressures on higher average costs of everyday items. Severity was also higher due to the longer terms and lower recovery values. The increased frequency and severity of losses was partially mitigated by improved collection results from loans originated using our new LOS system compared to our outstanding loans originated under our legacy system. Approximately 20% of the portfolio balance of April 30, 2024 originated under the new LOS system.

Interest expense for fiscal 2024 as a percentage of sales increased to 5.6% in fiscal 2024 from 3.2% in fiscal 2023. The increase in interest expense is primarily due to the higher interest rates in 2024 as well as the higher average borrowings in fiscal 2024 (\$730.3 million in fiscal 2024 compared to \$568.3 million for fiscal 2023). 60% of the increase in interest expense is attributable to the higher interest rates in 2024 and 40% is attributable to the increase in borrowings.

Fiscal 2023 Compared to Fiscal 2022

Total revenues increased \$209.9 million, or 17.6%, in fiscal 2023, as compared to revenue growth of 31.2% in fiscal 2022, principally as a result of (i) revenue growth from dealerships that operated a full twelve months in both fiscal years (\$196.7 million), and (ii) revenue from stores opened or acquired during or after the year ended April 30, 2022 (\$15.3 million), partially offset by (iii) decreased revenue from dealerships closed during or after the year ended April 30, 2022 (\$2.1 million). The increase in revenue for fiscal 2023 is attributable to (i) a 10.4% increase in average retail sales price, (ii) a 4.9% increase in retail units sold and (iii) a 29.2% increase in interest and other income, due to the \$289.2 million increase in average finance receivables.

Cost of sales, as a percentage of sales, increased to 66.5% compared to 63.4% in fiscal 2022, resulting in a decrease in the gross margin percentage to 33.5% of sales in fiscal 2023 from 36.6% of sales in fiscal 2022. On a dollar basis, our gross margin per retail unit sold increased by \$72 in fiscal 2023 compared to fiscal 2022. The average retail sales price for fiscal 2023 was \$18,080, a \$1,708 increase over the prior fiscal year, reflecting the high demand for used cars, especially in the market we serve. As purchase costs increase, the margin between the purchase cost and the sales price of the vehicles we sell generally narrows on a percentage basis because the Company must offer affordable prices to our customers. Demand for the vehicles we purchase for resale remained high during fiscal 2023 and the supply continued to be restricted primarily due to lower levels of new car production. The inflationary environment during fiscal 2023 also contributed to the lower gross margin percentage due to increased costs of vehicle parts, shop labor rates and transport services.

Selling, general and administrative expenses, as a percentage of sales decreased to 14.7% in fiscal 2023 from 15.0% for fiscal 2022. Selling, general and administrative expenses are, for the most part, more fixed in nature. During fiscal 2023 we continued investments in inventory procurement, technology and digital areas as well as investing in key additions to our leadership team. In dollar terms, selling, general and administrative expenses increased \$20.6 million from fiscal 2022. These investments are expected to be leveraged, creating efficiencies in the business allowing us to serve more customers in future years.

Provision for credit losses as a percentage of sales increased to 29.3% for fiscal 2023 compared to 22.9%

for fiscal 2022. Net charge-offs as a percentage of average finance receivables increased to 23.3% for fiscal 2023 compared to 18.3% for the prior year. The stimulus payments during fiscal 2022 had positive impacts on collections and net charge-off metrics, while in fiscal 2023, the absence of stimulus payments, added inflationary pressures and the current macro-economic environment had a negative impact on collections and net charge-off metrics. Net charge offs began to normalize to pre-pandemic levels in late fiscal 2022 and continued to normalize during fiscal 2023. The primary driver was an increased frequency of losses; however, the relative severity of losses also increased.

Interest expense for fiscal 2023 as a percentage of sales increased to 3.2% from 1.1% in fiscal 2022. The increase in interest expense is primarily due to the higher interest rates in 2023 as well as the higher average borrowings in fiscal 2023 (\$568.3 million in fiscal 2023 compared to \$331.6 million for fiscal 2022). 71% of the increase in interest expense is attributable to the higher interest rates in 2023 and 29% is attributable to the increase in borrowings.

Financial Condition

The following table sets forth the major balance sheet accounts of the Company at April 30, 2024, 2023 and 2022 (in thousands):

	April 30,		
	2024	2023	2022
Assets:			
Finance receivables, net	\$ 1,098,591	\$ 1,063,460	\$ 856,114
Inventory	107,470	109,290	115,302
Income taxes receivable, net	2,958	9,259	274
Property and equipment, net ⁽¹⁾	60,361	61,682	45,412
Liabilities:			
Accounts payable and accrued liabilities	49,207	55,108	47,925
Deferred revenue	120,781	120,469	92,491
Deferred income tax liabilities, net	17,808	39,315	30,449
Non-recourse notes payable, net	553,629	471,367	395,986
Revolving line of credit, net	200,819	167,231	44,670

- (1) Prepaid expenses and other assets at April 30, 2022, reflects an immaterial reclassification of approximately \$6.0 million of capitalized implementation costs related to a cloud-computing arrangement previously recorded in Property and equipment, net, and did not impact operating income.

The following table shows receivables growth compared to revenue growth during each of the past three fiscal years. For fiscal year 2024, growth in finance receivables, net of deferred revenue, of 4.9% exceeded revenue decline of 0.5%, due primarily to the increases in term lengths of our installment sales contracts as the Company strives to keep payments affordable for our customers. The Company currently anticipates that the growth in finance receivables will generally be slightly higher than overall revenue growth on an annual basis due to overall term length increases in our installment sales contracts, partially offset by improvements in underwriting and collection procedures in an effort to reduce credit losses. The average term for installment sales contracts at April 30, 2024 was 47.9 months, compared to 46.3. months for April 30, 2023.

	Years Ended April 30,		
	2024	2023	2022
Growth in finance receivables, net of deferred revenue	4.9%	24.2%	34.1%
Revenue growth	(0.5)%	17.6%	31.2%

At fiscal year-end 2024, inventory decreased 1.7% (\$1.8 million), compared to fiscal year-end 2023. The decrease in inventory reflects the Company's initiatives around inventory life cycle efficiencies from procurement, reconditioning, wholesale efficiencies and repairs after the sale. Annualized inventory turns for fiscal year-end 2024 were 7.0 consistent with 7.1 for the prior year. The Company strives to improve the quality of the inventory and maintain adequate turns while maintaining inventory levels to ensure an adequate supply of vehicles, in volume and mix, and to meet sales demand.

Property and equipment, net, decreased by approximately \$1.3 million as of April 30, 2024 as compared to fiscal 2023. The Company incurred approximately \$6.1 million in expenditures during fiscal year 2024, primarily related to remodeling of existing locations. These expenditures were offset by \$6.9 million in depreciation expense during fiscal 2024.

Accounts payable and accrued liabilities decreased by approximately \$5.9 million at April 30, 2024 as compared to April 30, 2023 primarily due to lower accounts payable related to decreased inventory and sales activity.

Deferred revenue increased \$312,000 at April 30, 2024 over April 30, 2023, primarily resulting from the increase in average retail sales price as well as the increased terms on the service contracts, partially offset by the decrease in retail unit sold.

Deferred income tax liabilities, net, decreased approximately \$21.5 million on April 30, 2024, compared to April 30, 2023. As of April 30, 2024, the Company had an expected federal net operating loss carryforward of \$83 million, which may be carried forward indefinitely until the loss is fully recovered.

The Company had \$553.6 million and \$471.4 million of non-recourse notes payable outstanding related to asset-backed term funding transactions as of April 30, 2024 and 2023, respectively. These notes accrue interest at fixed rates with a weighted average rate of 9.0% as of April 30, 2024.

The Company also maintains a revolving line of credit with a group of lenders with available borrowings based on and secured by eligible finance receivables and inventory. Interest under the revolving credit facilities is payable monthly at an interest rate determined based on the Company's consolidated leverage ratio for the preceding fiscal quarter. The current applicable interest rate under the credit facilities is generally the Secured Overnight Financing Rate (SOFR) plus 3.50%. Borrowings on the Company's revolving credit facilities fluctuate primarily based upon a number of factors including (i) net income, (ii) finance receivables changes, (iii) funds available from asset-backed securitization offerings and/or warehouse facilities, (iv) income taxes, (v) capital expenditures, and (vi) common stock repurchases. At April 30, 2024 and 2023 the Company had \$200.8 million and \$167.2 million, respectively, in outstanding borrowings under the revolving credit facilities.

Historically, income from continuing operations, as well as borrowings on the revolving credit facilities, have funded the Company's finance receivables growth, capital asset purchases, and common stock repurchases. The Company also utilizes the securitization market and has recently entered into a warehouse facility to increase its borrowing capacities, with issuances of asset-backed non-recourse notes which may cause the revolving line of credit to fluctuate between securitization issuances. The overall increase in total borrowings during fiscal 2024 was made to support an increase in finance receivables, with longer terms, and a growing customer base. This was partially offset by the payoff of the April 2022 asset-backed notes in the third quarter of fiscal 2024.

During fiscal 2024, the Company grew finance receivables by \$62.0 million, decreased inventory by \$1.8 million, and purchased investments and fixed assets of \$11.0 million with a \$115.8 million increase in total debt and a \$89.4 million increase in debt, net of cash (a non-GAAP Measure). See "Non-GAAP Financial Measures" below for a reconciliation of debt, net of cash, to the most directly comparable GAAP financial measure. These investments reflect our commitment to providing the necessary inventory and facilities to support a growing customer base.

Liquidity and Capital Resources

The following table sets forth certain historical information with respect to the Company's Statements of Cash Flows (in thousands):

	Years Ended April 30,		
	2024	2023	2022
Operating activities:			
Net income	\$ (31,393)	\$ 20,432	\$ 95,014
Provision for credit losses	423,406	352,860	238,054
Losses on claims for accident protection plan	34,504	25,107	21,871
Depreciation and amortization	6,871	5,602	4,033
Amortization of debt issuance costs	5,139	5,461	775
Stock based compensation	4,174	5,314	5,496
Deferred income taxes	(21,507)	8,866	8,750
Finance receivable originations	(1,079,946)	(1,161,132)	(1,009,858)
Finance receivable collections	455,828	434,458	417,796
Accrued interest on finance receivables	(792)	(1,188)	(1,559)
Inventory	139,186	133,047	51,057
Accounts payable and accrued liabilities	(9,338)	8,621	5,167
Deferred accident protection plan revenue	(1,229)	17,150	21,850
Deferred service contract revenue	1,540	24,542	30,645
Income taxes, net	6,301	(8,984)	(424)
Other ⁽¹⁾	(6,642)	(5,884)	(7,845)
Total	(73,898)	(135,728)	(119,178)
Investing activities:			
Purchase of investments	(4,815)	(5,549)	(1,574)
Purchase of property and equipment ⁽¹⁾	(6,146)	(22,106)	(15,796)
Proceeds from sale of property and equipment	316	84	20
Total	(10,645)	(27,571)	(17,350)
Financing activities:			
Debt facilities, net	27,330	119,580	(186,037)
Non-recourse debt, net	83,381	72,900	399,994
Change in cash overdrafts	823	-	(1,802)
Purchase of common stock	(365)	(5,196)	(34,698)
Dividend payments	(40)	(40)	(40)
Exercise of stock options, including tax benefits and issuance of common stock	(173)	1,502	(1,195)
Total	110,956	188,746	176,222
Increase in cash, cash equivalents, and restricted cash	\$ 26,413	\$ 25,447	\$ 39,694

(1) Prepaid expenses and other assets at April 30, 2022, reflects an immaterial reclassification of approximately \$6.0 million of capitalized implementation costs related to a cloud-computing arrangement previously recorded in Property and equipment, net, and did not impact operating income.

The primary drivers of operating profits and cash flows include (i) top line sales (ii) interest income on finance receivables, (iii) gross margin percentages on vehicle sales, and (iv) credit losses, a significant portion of which relates to the collection of principal on finance receivables. Historically, most of the cash generated from operations has been used to fund finance receivables growth, capital expenditures and common stock repurchases. To the extent finance receivables growth, common stock repurchases, and capital expenditures exceed income from operations, the Company has increased borrowings under our revolving credit facilities and secured additional funding through the issuance of asset-backed non-recourse notes.

Cash flows used in operating activities for fiscal 2024 compared to fiscal 2023 decreased primarily as a result of (i) an increase in the provision for credit losses and (ii) a decrease in finance receivable originations, partially offset by an (iii) increase in cash used for accounts payable and accrued liabilities and (iv) a net loss.

Cash flows used in operating activities for fiscal 2023 compared to fiscal 2022 increased primarily as a result of (i) an increase in finance receivable originations and (ii) a decrease in deferred revenue, partially offset by an increase in (iii) finance receivable collections.

The purchase price the Company pays for a vehicle has a significant effect on liquidity and capital resources. Because the Company bases its selling price on the purchase cost for the vehicle, increases in purchase costs result in higher selling prices. As the selling price increases, it generally becomes more difficult to keep the gross margin percentage and contract term in line with historical results because the Company's customers have limited incomes, and their car payments must remain affordable within their individual budgets. Several external factors can negatively affect the purchase cost of vehicles. Decreases in the overall volume of new car sales, particularly domestic brands, lead to decreased supply in the used car market. Also, constrictions in consumer credit, as well as general economic conditions, can increase overall demand for the types of vehicles the Company purchases for resale as used vehicles become more attractive than new vehicles in times of economic instability. A negative shift in used vehicle supply, combined with strong demand for used vehicles, results in increased used vehicle prices and thus higher purchase costs for the Company.

Sustained macro-economic pressures affecting our customers have helped keep demand high in recent years for the types of vehicles we purchase. This strong demand for used vehicles, coupled with modest levels of new vehicle sales in recent years, have led to a generally ongoing tight supply of used vehicles available to the Company in both quality and quantity. Wholesale prices continued to soften in calendar year 2024 but remain high compared to the last several years. The Company expects the tight used vehicle supply and strong demand for the types of vehicles we purchase to continue to keep purchase costs and resulting sales prices elevated for the short term but anticipates that an increase in marketplace wages for our customers could enhance affordability.

The Company has devoted significant efforts to improving its purchasing processes to ensure adequate supply at appropriate prices which includes the new partnership with an industry leader, expanding its purchasing territories to larger cities in close proximity to its dealerships and forming relationships with reconditioning partners to reduce purchasing costs. The Company has also increased the level of accountability for its purchasing agents including updates to sourcing and pricing guidelines. The Company continues to build relationships with national vendors that can supply a large quantity of high-quality vehicles.

The Company's liquidity is also impacted by our credit losses. Macro-economic factors such as unemployment levels and general inflation on core and discretionary items can significantly affect our collection results and ultimately credit losses. Currently, as our customers look to cover rising costs of non-discretionary items, such as childcare, insurance, groceries and gasoline, it may impact their ability to make their car payments. The Company has made improvements to its business processes via the implementation of the loan origination system during the last two years to strengthen controls and provide stronger infrastructure to support its collections efforts. The Company continues to strive to reduce credit losses in spite of the current economic challenges and continued competitive pressures by improving deal structures. Management continues to focus on improved execution at the dealership level, specifically as related to working individually with customers concerning collection issues.

The Company's collection results, credit losses and liquidity are also affected by the availability of funding to the sub-prime auto industry. In recent years, increased competition as well as the increasing used car prices resulting from the availability of funding to the sub-prime auto industry has contributed to the Company reducing down payments and lengthening contract terms for our customers, which negatively pressured collection percentages and credit losses and increased our need for external sources of liquidity. During fiscal years 2023 and 2024, the availability of credit to the Company's customer base was somewhat dampened but remained near recent historical levels. The Company believes that the amount of credit available for the sub-prime auto industry, even

with it tightening in 2023 and 2024, will remain relatively consistent with levels in recent years, which management expects will contribute to continued demand for most, if not all, of the vehicles the Company purchases for resale.

The Company's business model relies on leasing the majority – approximately 86% as of April 30, 2024 – of the properties where its dealerships are located. At April 30, 2024 the Company had \$82.9 million of operating lease commitments, including \$23.8 million of non-cancelable lease commitments under the lease terms, and \$59.1 million of lease commitments for renewal periods at the Company's option that are reasonably assured. Of the \$82.9 million in lease obligations, \$42.4 million of these commitments will become due in more than five years. The Company expects to continue to lease the majority of the properties where its dealerships are located.

The Company's revolving credit facilities generally restrict distributions by the Company to its shareholders. The distribution limitations under the credit facilities allow the Company to repurchase the Company's stock if either: (a) the aggregate amount of such repurchases after September 30, 2021 does not exceed \$50 million, net of proceeds received from the exercise of stock options, and the total availability under the credit facilities is equal to or greater than 20% of the sum of the borrowing bases, in each case after giving effect to such repurchases (repurchases under this item are excluded from fixed charges for covenant calculations), or (b) the aggregate amount of such repurchases does not exceed 75% of the consolidated net income of the Company measured on a trailing twelve month basis; provided that immediately before and after giving effect to the stock repurchases, at least 12.5% of the aggregate funds committed under the credit facilities remain available. Thus, although the Company does routinely repurchase stock, the Company is limited in its ability to pay dividends or make other distributions to its shareholders without the consent of the Company's lenders.

At April 30, 2024, the Company had approximately \$5.5 million of cash on hand and \$73.4 million of availability under its revolving credit facilities (see Note F to the Consolidated Financial Statements in Item 8). On a short-term basis, the Company's principal sources of liquidity include income from operations, proceeds from non-recourse notes payable issued under asset-back securitization transactions, warehouse facilities, borrowings under its revolving credit facilities, and other potential financing sources. On a longer-term basis, the Company expects its principal sources of liquidity to consist of income from operations, funding from asset-back securitization transactions, warehouse facilities, borrowings under revolving credit facilities or fixed interest term loans, and other potential financing sources. In February 2024, the Company entered into Amendment No. 6 to its revolving credit agreement (see Note F to the Consolidated Financial Statements) which extends the term of the Company's revolving credit facilities to September 30, 2025, and reduces the total permitted borrowings from \$600 million to \$340 million. The reduction in the facility size relates primarily to the Company's utilization of funding from recent issuances of asset-backed non-recourse notes, as well as two lenders withdrawing from the facility in connection with the Amendment. In July 2024, the Company entered into Amendment No. 7 to its revolving credit agreement to allow for, among other things, the entry into an amortizing warehouse agreement with recourse against the Company with respect to up to 10% of the aggregate amount borrowed under the warehouse facility and to amend the fixed charge coverage ratio under the credit agreement.

The Company expects to use cash from operations and borrowings to (i) grow its finance receivables portfolio, (ii) purchase fixed assets of approximately \$6 million in the next 12 months as we complete facility updates and general fixed asset requirements, (iii) repurchase shares of common stock when favorable conditions exist and (iv) reduce debt to the extent excess cash is available. The Company projects total interest payments of 69.6 million over the next twelve months as of April 30, 2024, and approximately \$34.5 million to be paid thereafter based on its current total outstanding debt facilities as of the date of this report.

In July 2024, the Company entered into a \$150 million amortizing warehouse agreement backed by a portion of its finance receivables. The warehouse facility accrues interest at a rate of SOFR plus 350 basis points, with payments of principal and interest due monthly and a scheduled maturity date of July 12, 2026. The company primarily plans to use the funds from the warehouse facility to pay down the current revolving loan balance. The Company believes it will have adequate liquidity to continue to grow its revenues and satisfy its capital needs for the foreseeable future.

Off-Balance Sheet Arrangements

The Company has two standby letters of credit relating to insurance policies totaling \$3.9 million at April 30, 2024.

Other than its letters of credit, the Company is not a party to any off-balance sheet arrangement that management believes is reasonably likely to have a current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Related Finance Company Contingency

Car-Mart of Arkansas and Colonial do not meet the affiliation standard for filing consolidated income tax returns, and as such they file separate federal and state income tax returns. Car-Mart of Arkansas routinely sells its finance receivables to Colonial at what the Company believes to be fair market value and is able to take a tax deduction at the time of sale for the difference between the tax basis of the receivables sold and the sales price. These types of transactions, based upon facts and circumstances, have been permissible under the provisions of the Internal Revenue Code as described in the Treasury Regulations. For financial accounting purposes, these transactions are eliminated in consolidation and a deferred income tax liability has been recorded for this timing difference. The sale of finance receivables from Car-Mart of Arkansas to Colonial provides certain legal protection for the Company's finance receivables and, principally because of certain state apportionment characteristics of Colonial, also has the effect of reducing the Company's overall effective state income tax rate. The actual interpretation of the Regulations is in part a facts and circumstances matter. The Company believes it satisfies the material provisions of the Regulations. Failure to satisfy those provisions could result in the loss of a tax deduction at the time the receivables are sold and have the effect of increasing the Company's overall effective income tax rate as well as the timing of required tax payments.

The Company's policy is to recognize accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company had no accrued penalties or interest as of April 30, 2024.

Critical Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States of America requires the Company to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from the Company's estimates. The Company believes the most significant estimate made in the preparation of the Consolidated Financial Statements in Item 8 relates to the determination of its allowance for credit losses, which is discussed below. The Company's accounting policies are discussed in Note B to the Consolidated Financial Statements in Item 8.

The Company maintains an allowance for credit losses on an aggregate basis at a level it considers sufficient to cover estimated losses expected to be incurred on the portfolio at the measurement date in the collection of its finance receivables currently outstanding. At April 30, 2024, the weighted average contract term was 47.9 months with 36.1 months remaining. The allowance for credit losses at April 30, 2024 of \$331.3 million, was 25.32% of the principal balance in finance receivables of \$1.4 billion, less unearned accident protection plan revenue of \$51.8 million, unearned service contract revenue of \$68.9 million and, pending APP claims of \$6.4 million. The Company increased the allowance for credit losses as a percentage of finance receivables from 23.91% at April 30, 2023 to 25.32% at April 30, 2024.

The allowance for credit losses represents the Company's expectation of future net charge-offs at the measurement date. The allowance takes into account quantitative and qualitative factors such as historical credit loss experience, with consideration given to changes in contract characteristics (i.e., average amount financed, greater than 30-day delinquencies, term, and interest rates), credit quality trends, collateral values, current and forecasted inflationary economic conditions, underwriting and collection practices, concentration risk, credit review, and other external factors. The allowance for credit losses is reviewed at least quarterly by management with any changes reflected in current operations.

The allowance for credit losses is a critical accounting estimate for the following reasons:

- estimates relating to the allowance for credit losses require management to project future loan performance, including cash flows, prepayments, and charge-offs;
- the allowance for credit losses is influenced by factors outside of management's control such as industry and business trends, geopolitical events and the effects of laws and regulations as well as economic conditions including, but not limited to, inflation; and
- judgment is required to determine whether the model used to generate the allowance for credit losses produces results that appropriately reflect a current estimate of lifetime expected credit losses.

Because management's estimate of the allowance for credit losses involves a high degree of qualitative judgment, such as the subjectivity of the assumptions used, there is uncertainty inherent in such estimates. Changes in these estimates could significantly impact the allowance and provision for credit losses.

Recent Accounting Pronouncements

Occasionally, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies which the Company will adopt as of the specified effective date. Unless otherwise discussed, the Company believes the implementation of recently issued standards which are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

In March 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2022-02, *Financial Instruments – Credit Losses*. The guidance changes the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. This guidance will affect the Company's vintage disclosures related to current-period gross write-offs by year of origination for financing receivables. The amendments in this update are effective for fiscal years beginning after December 15, 2022. The Company adopted this standard on May 1, 2023, under a prospective basis. In regard to installment sale contract modifications, management notes that the Company primarily modifies a customer's installment sale contract to allow for insignificant payment delays. This type of modification is generally done to account for payday changes for the customer and minor vehicle repairs.

In October 2023, the FASB issued an accounting pronouncement (ASU 2023-06) related to disclosure or presentation requirements for various subtopics in the FASB's Accounting Standards Codification ("Codification"). The amendments in the update are intended to align the requirements in the Codification with the U.S. Securities and Exchange Commission's ("SEC") regulations and facilitate the application of GAAP for all entities. The effective date for each amendment is the date on which the SEC removal of the related disclosure requirement from Regulation S-X or Regulation S-K becomes effective, or if the SEC has not removed the requirements by June 30, 2027, this amendment will be removed from the Codification and will not become effective for any entity. Early adoption is prohibited. We do not expect this update to have a material impact on our consolidated financial statements.

In December 2023, the FASB issued an accounting pronouncement (ASU 2023-09) related to income tax disclosures. The amendments in this update are intended to enhance the transparency and decision usefulness of income tax disclosures primarily through changes to the rate reconciliation and income taxes paid information. This update is effective for annual periods beginning after December 15, 2024, though early adoption is permitted. We

plan to adopt this pronouncement for our fiscal year beginning May 1, 2025, and we do not expect it to have a material effect on our consolidated financial statements.

Non-GAAP Financial Measure

This Annual Report on Form 10-K contains financial information determined by methods other than in accordance with generally accepted accounting principles (GAAP). We present debt, net of cash, and an adjusted debt to finance receivables ratio, each a non-GAAP financial measure, as supplemental measures of our financial condition. Debt, net of cash, is defined as total debt minus total cash, cash equivalents, and restricted cash on the balance sheet. The adjusted debt to finance receivables ratio is defined as the ratio of total debt, net of total cash, cash equivalents, and restricted cash divided by the outstanding principal balance of our finance receivables. We believe debt, net of cash, and the adjusted debt to finance receivables ratio are useful measures to monitor leverage and evaluate balance sheet risk. These measures should not be considered in isolation or as substitutes for reported GAAP results because they exclude certain items as compared to similar GAAP-based measures, and such measures may not be comparable to similarly-titled measures reported by other companies. We strongly encourage investors to review our consolidated financial statements included in this Annual Report on Form 10-K in their entirety and not rely solely on any one, single financial measure. The reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures as of April 30, 2024, are provided in the table below.

	April 30, 2024	April 30, 2023
Debt:		
Revolving lines of credit, net	\$ 200,819	\$ 167,231
Non-recourse notes payable, net	553,629	471,367
Total debt	<u>\$ 754,448</u>	<u>\$ 638,598</u>
Cash:		
Cash and cash equivalents	\$ 5,522	\$ 9,796
Restricted cash from collections on auto finance receivables	88,925	58,238
Total cash, cash equivalents, and restricted cash	<u>\$ 94,447</u>	<u>\$ 68,034</u>
Debt, net of total cash	<u>\$ 660,001</u>	<u>\$ 570,564</u>
Principal balance of finance receivables	<u>\$ 1,435,388</u>	<u>\$ 1,373,372</u>
Ratio of debt to finance receivables	52.6%	46.5%
Ratio of debt, net of total cash, to finance receivables	46.0%	41.5%

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to market risk on its financial instruments from changes in interest rates. In particular, the Company has historically had exposure to changes in the federal primary credit rate and changes in the prime interest rate of its lender. The Company does not use financial instruments for trading purposes but has in the past utilized an interest rate swap agreement to manage interest rate risk.

Interest rate risk. The Company's exposure to changes in interest rates relates primarily to its debt obligations. The Company is exposed to changes in interest rates as a result of its revolving credit facilities, and the interest rates charged to the Company under its credit facilities fluctuate based on its primary lender's base rate of interest. The Company had an outstanding balance on its revolving line of credit of \$200.8 million at April 30, 2024 and \$167.2 million at April 30, 2023. The impact of a 1% increase in interest rates would result in increased annual interest expense of approximately \$2.0 million and \$1.7 million based on the amounts outstanding at April 30, 2024 and 2023, respectively, and a corresponding decrease in net income before income tax.

The Company's earnings are impacted by its net interest income, which is the difference between the income earned on interest-bearing assets and the interest paid on interest-bearing notes payable. During the third quarter of fiscal 2024, the Company increased the interest rate by 0.25%. The Company's finance receivables now carry a fixed annual interest rate of 18.25% (up from 18.0% at April 30, 2023) for all states, except Arkansas at 16.75% (which is subject to a usury cap of 17.0%), Illinois (originates at 19.5% – 21.5%), and acquired dealerships in Tennessee (which originate at up to 23.0%), based on the Company's contract interest rate as of the contract origination date, while its revolving credit facilities contain variable interest rates that fluctuate with market interest rates.

Item 8. Financial Statements and Supplementary Data

The following financial statements and accountant's report are included in Item 8 of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm (PCAOB ID Number 248)

Consolidated Balance Sheets as of April 30, 2024 and 2023

Consolidated Statements of Operations for the years ended April 30, 2024, 2023 and 2022

Consolidated Statements of Cash Flows for the years ended April 30, 2024, 2023 and 2022

Consolidated Statements of Equity for the years ended April 30, 2024, 2023 and 2022

Notes to Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
America's Car-Mart, Inc.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of America's Car-Mart, Inc. (a Texas corporation) and subsidiaries (the "Company") as of April 30, 2024 and 2023, the related consolidated statements of operations, cash flows, and equity for each of the three years in the period ended April 30, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended April 30, 2024, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of April 30, 2024, based on criteria established in the 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated July 15, 2024 expressed an unqualified opinion.

Basis for opinion

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

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

Critical audit matter

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

Allowance for credit losses

As described further in Notes B and C to the consolidated financial statements, the Company recorded an allowance for credit losses of \$331.3 million on finance receivables of \$1.4 billion as of April 30, 2024. Management estimates the allowance for credit losses on finance receivables by performing an undiscounted cash flow model adjusted by a prepayment rate. A loss-rate using historical credit loss experience (both timing and severity of losses) and collateral values is then applied to the amortized cost basis of the finance receivables. The estimate is adjusted for conditions which include factors such as adjustments for changes in underwriting, customer credit deterioration and customer delinquency rates. The estimate is further adjusted for reasonable and supportable forecasts for the expected effects of macroeconomic factors, such as the effects of current and forecasted inflation. We identified the allowance for credit losses as a critical audit matter.

The principal considerations for our determination that the allowance for credit losses is a critical audit matter are the significant judgements made by management in adjusting the historical loss experience to reflect current

conditions and the selection and measurement of factors to account for the reasonable and supportable forecast period. Evaluating management's conclusion involved a high degree of auditor judgement in performing our audit procedures.

Our audit procedures related to the allowance for credit losses included the following, among others:

- We tested the design and operating effectiveness of management's review control over the allowance for credit losses, which included the selection and measurement of adjustments related to changes in underwriting, customer credit deterioration, customer delinquency rates as well as the expected effects from current and forecasted inflation, on the allowance for credit losses.
- We tested management's process for determining the allowance for credit losses, which included the selection and measurement of adjustments related to underwriting, customer credit deterioration, customer delinquency rates as well as the expected effects from current and forecasted inflation on the allowance for credit losses.

We have served as the Company's auditor since 1999.

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
July 15, 2024

Consolidated Balance Sheets
America's Car-Mart, Inc.

(Dollars in thousands, except share and per share amounts)

	April 30, 2024	April 30, 2023
Assets:		
Cash and cash equivalents	\$ 5,522	\$ 9,796
Restricted cash	88,925	58,238
Accrued interest on finance receivables	6,907	6,115
Finance receivables, net	1,098,591	1,063,460
Inventory	107,470	109,290
Income taxes receivable, net	2,958	9,259
Prepaid expenses and other assets	31,276	26,039
Right-of-use asset	61,185	59,142
Goodwill	14,449	11,716
Property and equipment, net	60,361	61,682
	<u>1,477,644</u>	<u>1,414,737</u>
Total Assets	\$ 1,477,644	\$ 1,414,737
Liabilities, mezzanine equity and equity:		
Liabilities:		
Accounts payable	\$ 21,379	\$ 27,196
Deferred accident protection plan revenue	51,836	53,065
Deferred service contract revenue	68,945	67,404
Accrued liabilities	27,828	27,912
Deferred income tax liabilities, net	17,808	39,315
Lease liability	64,250	62,300
Non-recourse notes payable, net	553,629	471,367
Revolving line of credit, net	200,819	167,231
Total liabilities	<u>1,006,494</u>	<u>915,790</u>
Commitments and contingencies (Note L)		
Mezzanine equity:		
Mandatorily redeemable preferred stock	400	400
Equity:		
Preferred stock, par value \$.01 per share, 1,000,000 shares authorized; none issued or outstanding	-	-
Common stock, par value \$.01 per share, 50,000,000 shares authorized; 13,727,013 and 13,701,468 issued at April 30, 2024 and April 30, 2023, respectively, of which 6,394,675 and 6,373,404 were outstanding at April 30, 2024 and April 30, 2023, respectively	137	137
Additional paid-in capital	113,930	109,929
Retained earnings	654,369	685,802
Less: Treasury stock, at cost, 7,332,338 and 7,328,064 shares at April 30, 2024 and April 30, 2023, respectively	(297,786)	(297,421)
Total stockholders' equity	<u>470,650</u>	<u>498,447</u>
Non-controlling interest	100	100
Total equity	<u>470,750</u>	<u>498,547</u>
Total Liabilities, mezzanine equity and equity	<u>\$ 1,477,644</u>	<u>\$ 1,414,737</u>

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

Consolidated Statements of Operations
America's Car-Mart, Inc.
(Dollars in thousands except share and per share amounts)

	Years Ended April 30,		
	2024	2023	2022
Revenues:			
Sales	\$ 1,160,798	\$ 1,204,194	\$ 1,038,682
Interest and other income	233,096	196,219	151,853
Total revenues	1,393,894	1,400,413	1,190,535
Costs and expenses:			
Cost of sales, excluding depreciation	758,546	800,788	658,615
Selling, general and administrative	179,421	176,696	156,130
Provision for credit losses	423,406	352,860	238,054
Interest expense	65,348	38,312	10,919
Depreciation and amortization	6,871	5,602	4,033
Loss on disposal of property and equipment	437	361	149
Total costs and expenses	1,434,029	1,374,619	1,067,900
(Loss) income before income taxes	(40,135)	25,794	122,635
(Benefit) provision for income taxes	(8,742)	5,362	27,621
Net (loss) income	\$ (31,393)	20,432	\$ 95,014
Less: Dividends on mandatorily redeemable preferred stock	40	40	40
Net (loss) income attributable to common stockholders	\$ (31,433)	\$ 20,392	\$ 94,974
Earnings per share:			
Basic	\$ (4.92)	\$ 3.20	\$ 14.59
Diluted	\$ (4.92)	\$ 3.11	\$ 13.92
Weighted average number of shares outstanding:			
Basic	6,388,537	6,371,229	6,509,673
Diluted	6,388,537	6,566,896	6,823,481

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

Consolidated Statements of Cash Flows
America's Car-Mart, Inc.
(In thousands)

	Years Ended April 30,		
	2024	2023	2022
Operating activities:			
Net income	\$ (31,393)	\$ 20,432	\$ 95,014
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	423,406	352,860	238,054
Losses on claims for accident protection plan	34,504	25,107	21,871
Depreciation and amortization	6,871	5,602	4,033
Amortization of debt issuance costs	5,139	5,461	775
Loss on disposal of property and equipment	437	361	149
Stock-based compensation	4,174	5,314	5,496
Impairment of goodwill	267	-	-
Deferred income taxes	(21,507)	8,866	8,750
Change in operating assets and liabilities:			
Finance receivable originations	(1,079,946)	(1,161,132)	(1,009,858)
Loan origination costs	40	(10)	(20)
Finance receivable collections	455,828	434,458	417,796
Accrued interest on finance receivables	(792)	(1,188)	(1,559)
Inventory	139,186	133,047	51,057
Prepaid expenses and other assets	(7,386)	(6,235)	(7,974)
Accounts payable and accrued liabilities	(9,338)	8,621	5,167
Deferred accident protection plan revenue	(1,229)	17,150	21,850
Deferred service contract revenue	1,540	24,542	30,645
Income taxes, net	6,301	(8,984)	(424)
Net cash used in operating activities	<u>(73,898)</u>	<u>(135,728)</u>	<u>(119,178)</u>
Investing Activities:			
Purchase of investments	(4,815)	(5,549)	(1,574)
Purchases of property and equipment	(6,146)	(22,106)	(15,796)
Proceeds from sale of property and equipment	316	84	20
Net cash used in investing activities	<u>(10,645)</u>	<u>(27,571)</u>	<u>(17,350)</u>
Financing Activities:			
Exercise of stock options	(455)	1,216	(1,488)
Issuance of common stock	282	286	293
Purchase of common stock	(365)	(5,196)	(34,698)
Dividend payments	(40)	(40)	(40)
Debt issuance costs	(5,897)	(2,263)	(6,108)
Change in cash overdrafts	823	-	(1,802)
Issuances of non-recourse notes payable	610,340	400,176	399,994
Principal payments on notes payable	(526,959)	(327,276)	-
Proceeds from revolving credit facilities	554,593	524,531	331,113
Payments on revolving credit facilities	(521,366)	(402,688)	(511,042)
Net cash provided by financing activities	<u>110,956</u>	<u>188,746</u>	<u>176,222</u>
Increase in cash, cash equivalents, and restricted cash	26,413	25,447	39,694
Cash, cash equivalents, and restricted cash beginning of period	<u>68,034</u>	<u>42,587</u>	<u>2,893</u>
Cash, cash equivalents, and restricted cash end of period	<u>\$ 94,447</u>	<u>\$ 68,034</u>	<u>\$ 42,587</u>

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

Consolidated Statements of Equity
America's Car-Mart, Inc.
(Dollars in thousands, except share amounts)

For the Years Ended April 30, 2024, 2023 and 2022

	Common Stock Shares	Stock Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Non- Controlling Interest	Total Equity
Balance at April 30, 2021	13,591,889	\$ 136	\$ 98,812	\$ 570,436	\$ (257,527)	\$ 100	\$ 411,957
Issuance of common stock	9,721	-	293	-	-	-	293
Stock options exercised	40,575	-	(1,488)	-	-	-	(1,488)
Purchase of 304,204 treasury shares	-	-	-	-	(34,698)	-	(34,698)
Stock based compensation	-	-	5,496	-	-	-	5,496
Dividends on subsidiary preferred stock	-	-	-	(40)	-	-	(40)
Net income	-	-	-	95,014	-	-	95,014
Balance at April 30, 2022	13,642,185	\$ 136	\$ 103,113	\$ 665,410	\$ (292,225)	\$ 100	\$ 476,534
Issuance of common stock	33,867	-	286	-	-	-	286
Stock options exercised	25,416	1	1,216	-	-	-	1,217
Purchase of 57,856 treasury shares	-	-	-	-	(5,196)	-	(5,196)
Stock based compensation	-	-	5,314	-	-	-	5,314
Dividends on subsidiary preferred stock	-	-	-	(40)	-	-	(40)
Net income	-	-	-	20,432	-	-	20,432
Balance at April 30, 2023	13,701,468	\$ 137	\$ 109,929	\$ 685,802	\$ (297,421)	\$ 100	\$ 498,547
Issuance of common stock	17,177	-	282	-	-	-	282
Stock options exercised	8,368	-	(455)	-	-	-	(455)
Purchase of 4,274 treasury shares	-	-	-	-	(365)	-	(365)
Stock based compensation	-	-	4,174	-	-	-	4,174
Dividends on subsidiary preferred stock	-	-	-	(40)	-	-	(40)
Net (loss)	-	-	-	(31,393)	-	-	(31,393)
Balance at April 30, 2024	<u>13,727,013</u>	<u>\$ 137</u>	<u>\$ 113,930</u>	<u>\$ 654,369</u>	<u>\$ (297,786)</u>	<u>\$ 100</u>	<u>\$ 470,750</u>

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

Notes to Consolidated Financial Statements America's Car-Mart, Inc.

A - Organization and Business

America's Car-Mart, Inc., a Texas corporation (the "Company"), is one of the largest publicly held automotive retailers in the United States focused exclusively on the "Integrated Auto Sales and Finance" segment of the used car market. References to the Company typically include the Company's consolidated subsidiaries. The Company's operations are conducted principally through its two operating subsidiaries, America's Car Mart, Inc., an Arkansas corporation ("Car-Mart of Arkansas"), and Colonial Auto Finance, Inc., an Arkansas corporation ("Colonial"). Collectively, Car-Mart of Arkansas and Colonial are referred to herein as "Car-Mart". The Company primarily sells older model used vehicles and provides financing for substantially all of its customers. Many of the Company's customers have limited financial resources and would not qualify for conventional financing as a result of limited credit histories or past credit difficulties. As of April 30, 2024, the Company operated 154 dealerships located primarily in small cities throughout the South-Central United States.

B - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of America's Car-Mart, Inc. and its subsidiaries. All intercompany accounts and transactions have been eliminated.

Segment Information

Each dealership is an operating segment with its results regularly reviewed by the Company's Head of Operations in an effort to make decisions about resources to be allocated to the segment and to assess its performance. Individual dealerships meet the aggregation criteria for reporting purposes under the current accounting guidance. The Company operates in the Integrated Auto Sales and Finance segment of the used car market, also referred to as the Integrated Auto Sales and Finance industry. In this industry, the nature of the sale and the financing of the transaction, financing processes, the type of customer and the methods used to distribute the Company's products and services, including the actual servicing of the contracts as well as the regulatory environment in which the Company operates, all have similar characteristics. Each individual dealership is similar in nature and only engages in the selling and financing of used vehicles. All individual dealerships have similar operating characteristics. As such, individual dealerships have been aggregated into one reportable segment.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Significant estimates include, but are not limited to, the Company's allowance for credit losses.

Concentration of Risk

The Company provides financing in connection with the sale of substantially all of its vehicles. These sales are made primarily to customers residing in Alabama, Arkansas, Georgia, Illinois, Kentucky, Mississippi, Missouri, Oklahoma, Tennessee, and Texas, with approximately 27% of revenues resulting from sales to Arkansas customers.

As of April 30, 2024, and periodically throughout the year, the Company maintained cash in financial institutions in excess of the amounts insured by the federal government. The cash is held in several highly rated banking institutions. The Company regularly monitors its counterparty credit risk and mitigates exposure by amount it invests in one institution.

Restrictions on Distributions/Dividends

The Company's revolving credit facilities generally restrict distributions by the Company to its shareholders. The distribution limitations under the credit facilities allow the Company to repurchase the Company's stock so long as either: (a) the aggregate amount of such repurchases after September 30, 2021 does not exceed \$50 million, net of proceeds received from the exercise of stock options, and the total availability under the credit facilities is equal to or greater than 20% of the sum of the borrowing bases, in each case after giving effect to such repurchases (repurchases under this item are excluded from fixed charges for covenant calculations), or (b) the aggregate amount of such repurchases does not exceed 75% of the consolidated net income of the Company measured on a trailing twelve month basis; provided that immediately before and after giving effect to the stock repurchases, at least 12.5% of the aggregate funds committed under the credit facilities remain available. Thus, although the Company does routinely repurchase stock, the Company is limited in its ability to pay dividends or make other distributions to its shareholders without the consent of the Company's lenders.

Cash Equivalents

The Company considers all highly liquid debt instruments purchased with original maturities of three months or less to be cash equivalents.

Restricted Cash

Restricted cash is related to the financing and securitization transaction discussed below and are held by the securitization trusts.

Restricted cash from collections on auto finance receivables includes collections of principal, interest, and late fee payments on auto finance receivables that are restricted for payment to holders of non-recourse notes payable pursuant to the applicable agreements.

The restricted cash on deposit in reserve accounts is for the benefit of holders of non-recourse notes payable and these funds are not expected to be available to the Company or its creditors. If the cash generated by the related receivables in a given period was insufficient to pay the interest, principal, and other required payments, the balances on deposit in the reserve accounts would be used to pay those amounts.

Restricted cash consists of the following for the years ending April 30, 2024 and April 30, 2023:

<i>(In thousands)</i>	April 30, 2024	April 30, 2023
Restricted cash from collections on auto finance receivables	\$ 43,956	\$ 34,442
Restricted cash on deposit in reserve accounts	<u>44,969</u>	<u>23,796</u>
Restricted Cash	<u>\$ 88,925</u>	<u>\$ 58,238</u>

Financing and Securitization Transactions

The Company utilizes term securitizations to provide long-term funding for a portion of the auto finance receivables initially funded through the debt facilities. In these transactions, a pool of auto finance receivables is sold to a special purpose entity that, in turn, transfers the receivables to a special purpose securitization trust. The securitization trust issues asset-backed securities, secured or otherwise supported by the transferred receivables, and the proceeds from the sale of the asset-backed securities are used to finance the securitized receivables.

The Company is required to evaluate term securitization trusts for consolidation. In the Company's role as servicer, it has the power to direct the activities of the trust that most significantly impact the economic performance of the trust. In addition, the obligation to absorb losses (subject to limitations) and the rights to receive any returns

of the trust, remain with the Company. Accordingly, the Company is the primary beneficiary of the trusts and is required to consolidate them.

The Company recognizes transfers of auto finance receivables into the term securitization as secured borrowings, which result in recording the auto finance receivables and the related non-recourse notes payable on our consolidated balance sheet. These auto finance receivables can only be used as collateral to settle obligations of the related non-recourse notes payable. The term securitization investors have no recourse to the Company's assets beyond the related auto finance receivables, the amounts on deposit in the reserve account, and the restricted cash from collections on auto finance receivables. See Notes C and F for additional information on auto finance receivables and non-recourse notes payable.

Finance Receivables, Repossessions and Charge-offs and Allowance for Credit Losses

The Company originates installment sale contracts from the sale of used vehicles at its dealerships. These installment sale contracts carry a weighted average interest rate of approximately 16.9% using the simple effective interest method including any deferred fees. During the third quarter of the 2024 fiscal year, the Company changed the interest rate on new originations of installment sale contracts to 18.25% (from 18.0%) in all states except Arkansas (originates at 16.75%), Illinois (originates at 19.5% – 21.5%) and acquired dealerships in Tennessee (which originate at up to 23.0%). Contract origination costs are not significant. The installment sale contracts are structured to have variable payments whereby borrowers are obligated to pay back principal plus the full amount of interest that will accrue over the entire term of the contract. Finance receivables are collateralized by vehicles sold and consist of contractually scheduled payments from installment contracts net of unearned finance charges and an allowance for credit losses. Unearned finance charges to be collected represent the balance of interest receivable to be earned over the remaining term of the related installment contract, and as such, have been reflected as a reduction to the gross contract amount in arriving at the principal balance in finance receivables. Total earned finance charges were \$6.9 million and \$6.1 million at April 30, 2024 and April 30, 2023, respectively, on the Consolidated Balance Sheets.

An account is considered delinquent when the customer is one day or more behind on their contractual payments. While the Company does not formally place contracts on nonaccrual status, the immaterial amount of interest that may accrue after an account becomes delinquent up until the point of resolution via repossession or write-off, is reserved for against the accrued interest on the Consolidated Balance Sheets. Delinquent contracts are addressed and either made current by the customer, which is the case in most situations, or the vehicle is repossessed or written off if the collateral cannot be recovered quickly. Customer payments are set to match their payday with approximately 78.3% of payments due on either a weekly or bi-weekly basis. The frequency of the payment due dates combined with the general decline in the value of the collateral lead to prompt resolutions on problem accounts. At April 30, 2024, 3.1% of the Company's finance receivables balances were 30 days or more past due compared to 3.6% at April 30, 2023.

Substantially all of the Company's automobile contracts involve contracts made to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Contracts made with buyers who are restricted in their ability to obtain financing from traditional lenders generally entail a higher risk of delinquency, default and repossession, and higher losses than contracts made with buyers with better credit. At the time of originating a finance agreement, the Company requires customers to meet certain criteria that demonstrate their intent and ability to pay for the financed principal and interest on the vehicle they are purchasing. However, the Company recognizes that their customer base is at a higher risk of default given their impaired or limited credit histories.

The Company strives to keep its delinquency percentages low, and not to repossess vehicles. Accounts one to three days late are contacted by telephone or text messaging notifications. Notes from each contact are electronically maintained in the Company's computer system. The Company also utilizes text messaging notifications that allows customers the option to receive due date reminders and late notifications, if applicable. The Company attempts to resolve payment delinquencies amicably prior to repossessing a vehicle. If a customer

becomes severely delinquent in his or her payments, and management determines that timely collection of future payments is not probable, the Company will take steps to repossess the vehicle.

Periodically, the Company enters into contract modifications with its customers to extend or modify the payment terms. The Company only enters into a contract modification or extension if it believes such action will increase the amount of money the Company will ultimately realize on the customer's account and will increase the likelihood of the customer being able to pay off the vehicle contract. At the time of modification, the Company expects to collect amounts due including accrued interest at the contractual interest rate for the period of delay. No other concessions are granted to customers, beyond the extension of additional time, at the time of modifications. Modifications are minor and are made for payday changes, minor vehicle repairs and other reasons. For those vehicles that are repossessed, the majority are returned or surrendered by the customer on a voluntary basis. Other repossessions are performed by Company personnel or third-party repossession agents. Depending on the condition of a repossessed vehicle, it is either resold on a retail basis through a Company dealership or sold for cash on a wholesale basis primarily through physical or online auctions.

The Company takes steps to repossess a vehicle when the customer becomes delinquent in his or her payments and management determines that timely collection of future payments is not probable. Accounts are charged-off after the expiration of a statutory notice period for repossessed accounts, or when management determines that the timely collection of future payments is not probable for accounts where the Company has been unable to repossess the vehicle. For accounts with respect to which the vehicle was repossessed, the fair value of the repossessed vehicle is charged as a reduction of the gross finance receivables balance charged-off. On average, accounts are approximately 70 days past due at the time of charge-off. For previously charged-off accounts that are subsequently recovered, the amount of such recovery is credited to the allowance for credit losses.

During the second quarter of the 2024 fiscal year, the Company implemented third-party software to assist in calculating the Company's allowance for credit losses. After implementation, the Company's quantitative portion of the allowance for credit losses was measured using an undiscounted cash flow ("CF") model. Whereby the undiscounted cash flows are adjusted by a prepayment rate and then the loss rate is applied and compared to the amortized cost basis of finance receivables to reflect management's estimate of expected credit losses. The CF model is based on installment sale contract level characteristics of the Company's finance receivables, such as the contractual payment structure, maturity date, payment frequency for recurring payments, and interest rates, as well as the following assumptions:

- a historical loss period, which represents a full economic credit cycle utilizing loss experience, to calculate the historical loss rate; and
- static annualized historical rate based on average time of charge-off; and
- expected prepayment rates based on our historical experience, which also incorporates non-standard contractual payments such as down payments made during the first ninety-days or annual seasonal payments.

The Company's allowance for credit losses also considers qualitative factors not captured within the CF modeled results such as changes in underwriting and collection practices, economic trends, changes in volume and terms of installment sales contracts, credit quality trends, installment sale contract review results, collateral trends, and concentrations of credit. The Company's qualitative factors incorporate a macroeconomic variable forecast of inflation over a reasonable and supportable forecast period of one year that affects its customers' non-discretionary income and ability to repay. The reasonable and supportable forecast period of one year is based on management's current review of the reliability of extended forecasts and is applied as an adjustment to the historical loss rate.

As a result of this update to our methodology and the performance of our loan portfolio, the Company increased the provision for credit losses by \$28.0 million and decreased net income by \$21.8 million, or basic per share loss of \$3.40 per share, upon implementation of the third-party software on our condensed consolidated statement of operations during the second quarter of the 2024 fiscal year and had no effect on periods prior to this. During the third quarter of fiscal year 2024, the Company decreased the allowance for credit loss from 26.04% to 25.74%, resulting in a \$3.9 million benefit to the provision. During the fourth quarter of fiscal year 2024, the

Company decreased the allowance for credit loss from 25.74% to 25.32%, resulting in a \$5.4 million benefit to the provision. The decrease in the third and fourth quarters of the 2024 fiscal year were primarily driven by the lower overall inflationary outlook, fewer past due balances at third quarter end, changes in the underwriting process and refinements to the underwriting guidelines due to the implementation of the Company's new loan origination system.

The Company maintains an allowance for credit losses on an aggregate basis at an amount it considers sufficient to cover net credit losses expected over the remaining life of the installment sales contracts in the portfolio at the measurement date. At April 30, 2024, the weighted average total contract term was 47.9 months, with 36.1 months remaining. The allowance for credit losses at April 30, 2024, \$331.3 million, was 25.32% of the principal balance in finance receivables of \$1.4 billion, less deferred APP revenue of \$51.8 million and deferred service contract revenue of \$68.9 million, less pending APP claims of \$6.4 million. The allowance for credit losses is periodically reviewed by management with any changes reflected in current operations.

In most states, the Company offers retail customers who finance their vehicle the option of purchasing an accident protection plan product as an add-on to the installment sale contract. This product contractually obligates the Company to cancel the remaining principal outstanding for any contract where the retail customer has totaled the vehicle, as defined by the product, or the vehicle has been stolen. The Company periodically evaluates anticipated losses to ensure that if anticipated losses exceed deferred accident protection plan revenues, an additional liability is recorded for such a difference. At April 30, 2024, anticipated losses did not exceed deferred accident protection plan revenues. No such liability was required at April 30, 2024 or 2023.

Inventory

Inventory consists of used vehicles and is valued at the lower of cost or net realizable value on a specific identification basis. Vehicle reconditioning costs are capitalized as a component of inventory. Repossessed vehicles and trade-in vehicles are recorded at fair value, which approximates wholesale value. The cost of used vehicles sold is determined using the specific identification method.

Goodwill

Goodwill reflects the excess of purchase price over the fair value of specifically identified net assets purchased. Goodwill and intangible assets deemed to have indefinite lives are not amortized but are subject to qualitative annual impairment tests at the Company's year-end. The impairment tests are based on the comparison of the fair value of the reporting unit to the carrying value of such unit. The implied goodwill is compared to the carrying value of the goodwill to determine the impairment, if any. There was no impairment of goodwill during the 2023 fiscal year. During the 2024 fiscal year, the Company evaluated goodwill and recorded an impairment of \$267,000 due to the closing of a dealership during the first quarter of fiscal 2024.

The Company had \$14.4 million and \$11.7 million of goodwill for the periods ended April 30, 2024 and 2023, respectively. Goodwill increased by \$2.7 million during the year ended April 30, 2024 due to the acquisition of a dealership business during the current year, which was partially offset by the impairment mentioned above.

Property and Equipment

Property and equipment are stated at cost. Expenditures for additions, remodels and improvements are capitalized. Costs of repairs and maintenance are expensed as incurred. Leasehold improvements are amortized over the shorter of the estimated life of the improvement or the lease period. The lease period includes the primary lease term plus any extensions that are reasonably assured. Depreciation is computed principally using the straight-line method generally over the following estimated useful lives:

Furniture, fixtures and equipment	3 to 7 years
Leasehold improvements	5 to 15 years
Buildings and improvements	18 to 39 years

Long-Lived Assets

Long-lived assets, such as property and equipment, capitalized internal-use software and operating lease right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares the undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, such assets are considered to be impaired, and the impairment is recognized to the extent that the carrying value exceeds its fair value. There were no impairment charges recognized during any of the periods presented.

Cloud Computing Implementation Costs

The Company enters into cloud computing service contracts to support its sales, inventory management, and administrative activities. The Company capitalizes certain implementation costs for cloud computing arrangements that meet the definition of a service contract. The Company includes these capitalized implementation costs within Prepaid expenses and other assets on the Consolidated Balance Sheets. Once placed in service, the Company amortizes these costs over the remaining subscription term to the same caption on the Consolidated Statement of Operations as the related cloud subscription. Capitalized implementation costs for cloud computing arrangements accounted for as service contracts were \$16.7 million and \$10.8 million as of April 30, 2024, and 2023, respectively. Accumulated amortization of capitalized implementation costs for these arrangements was \$339,500 and \$136,709 as of April 30, 2024 and 2023, respectively.

Cash Overdraft

As checks are presented for payment from the Company's primary disbursement bank account, monies are automatically drawn against cash collections for the day and, if necessary, are drawn against one of its revolving credit facilities. Any cash overdraft balance principally represents outstanding checks, net of any deposits in transit that as of the balance sheet date had not yet been presented for payment. Any cash overdraft balance is reflected in accrued liabilities on the Company's Consolidated Balance Sheets.

Deferred Sales Tax

Deferred sales tax represents a sales tax liability of the Company for vehicles sold on an installment basis in the states of Alabama and Texas. Under Alabama and Texas law, for vehicles sold on an installment basis, the related sales tax is due as the payments are collected from the customer, rather than at the time of sale. Deferred sales tax liabilities are reflected in accrued liabilities on the Company's Consolidated Balance Sheets.

Income Taxes

Income taxes are accounted for under the liability method. Under this method, deferred income tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates expected to apply in the years in which these differences are expected to be recovered or settled.

Occasionally, the Company is audited by taxing authorities. These audits could result in proposed assessments of additional taxes. The Company believes that its tax positions comply in all material respects with applicable tax law; however, tax law is subject to interpretation, and interpretations by taxing authorities could be different from those of the Company, which could result in the imposition of additional taxes.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has

a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applies this methodology to all tax positions for which the statute of limitations remains open.

The Company is subject to income taxes in the U.S. federal jurisdiction and various state jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require significant judgment to apply. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for the fiscal years before 2020.

The Company’s policy is to recognize accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company had no accrued penalties or interest as of April 30, 2024 and 2023, respectively.

Revenue Recognition

Revenues are generated principally from the sale of used vehicles, which in most cases includes a service contract and an accident protection plan product, as well as interest income and late fees earned on finance receivables. Revenues are net of taxes collected from customers and remitted to government agencies. Cost of vehicle sales include costs incurred by the Company to prepare the vehicle for sale including license and title costs, gasoline, transport services and repairs.

Revenues from the sale of used vehicles are recognized when the sales contract is signed, the customer has taken possession of the vehicle and, if applicable, financing has been approved. Revenues from the sale of vehicles sold at wholesale are recognized at the time the proceeds are received. Revenues from the sale of service contracts are recognized ratably over the expected duration of the product. Service contract revenues are included in sales and the related expenses are included in cost of sales. Accident protection plan revenues are initially deferred and then recognized to income using the “Rule of 78’s” interest method over the life of the contract so that revenues are recognized in proportion to the amount of cancellation protection provided. Accident protection plan revenues are included in sales and related losses are included in cost of sales as incurred. Interest income is recognized on all active finance receivables accounts using the simple effective interest method. Active accounts include all accounts except those that have been paid-off or charged-off.

Sales consist of the following for the years ended April 30, 2024, 2023 and 2022:

<i>(In thousands)</i>	Years Ended April 30,		
	2024	2023	2022
Sales – used autos	\$ 1,003,640	\$ 1,057,465	\$ 918,414
Wholesales – third party	52,463	54,610	46,625
Service contract sales	67,213	57,593	42,958
Accident protection plan revenue	<u>37,482</u>	<u>34,526</u>	<u>30,685</u>
Total	<u>\$ 1,160,798</u>	<u>\$ 1,204,194</u>	<u>\$ 1,038,682</u>

At April 30, 2024 and 2023, finance receivables more than 90 days past due were approximately \$4.5 million and \$3.9 million, respectively. Late fee revenues totaled approximately \$4.9 million, \$4.4 million, and \$3.1 million for the fiscal years ended 2024, 2023, and 2022, respectively. Late fee revenue is recognized when collected and is reflected within Interest and other income on the Consolidated Statements of Operations.

During the years ended April 30, 2024 and 2023, the Company recognized \$34.8 million and \$26.8 million of revenues that were included in deferred service contract revenues for the years ended April 30, 2023 and 2022, respectively.

Advertising Costs

Advertising costs are expensed as incurred and consist principally of television, radio, print media and digital marketing costs. Advertising costs amounted to \$4.3 million, \$5.8 million and \$5.0 million for the years ended April 30, 2024, 2023 and 2022, respectively.

Employee Benefit Plans

The Company has 401(k) plans for all of its employees meeting certain eligibility requirements. The plans provide for voluntary employee contributions and the Company matches 50% of employee contributions up to a maximum of 6% of each employee's compensation. The Company contributed approximately \$1.1 million, \$1.2 million, and \$1.2 million to the plans for the years ended April 30, 2024, 2023 and 2022, respectively.

The Company offers employees the right to purchase common shares at a 15% discount from market price under the 2006 Employee Stock Purchase Plan which was approved by shareholders in October 2006. The Company takes a charge to earnings for the 15% discount, included in stock-based compensation. Amounts for fiscal years 2024, 2023 and 2022 were not material individually or in the aggregate. A total of 200,000 shares were registered and 125,149 remain available for issuance under this plan at April 30, 2024.

Earnings per Share

Basic earnings per share are computed by dividing net income attributable to common stockholders by the average number of common shares outstanding during the period. Diluted earnings per share are computed by dividing net income attributable to common stockholders by the average number of common shares outstanding during the period plus dilutive common stock equivalents. The calculation of diluted earnings per share takes into consideration the potentially dilutive effect of common stock equivalents, such as outstanding stock options and non-vested restricted stock, which if exercised or converted into common stock would then share in the earnings of the Company. In computing diluted earnings per share, the Company utilizes the treasury stock method and anti-dilutive securities are excluded.

Stock-Based Compensation

The Company recognizes the cost of employee services received in exchange for awards of equity instruments, such as stock options and restricted stock, based on the fair value of those awards at the date of grant over the requisite service period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock option awards. The Company may issue either new shares or treasury shares upon exercise of these awards. Stock-based compensation plans, related expenses, and assumptions used in the Black-Scholes option pricing model are more fully described in Note K. If an award contains a performance condition, expense is recognized only for those shares for which it is considered reasonably probable as of the current period end that the performance condition will be met. The Company accounts for forfeitures as they occur and records any excess tax benefits or deficiencies from equity awards in the Consolidated Statements of Operations in the reporting period in which the exercises occur. The Company recorded a discrete income tax benefit of approximately \$227,000 and \$558,000 during the years ended April 30, 2024 and 2023, respectively. As a result, the Company's income tax expenses and associated effective tax rate will be impacted by fluctuations in stock price between the grant dates and exercise dates of equity awards.

Treasury Stock

The Company purchased 4,274, 57,856, and 304,204 shares of its common stock to be held as treasury stock for a total cost of \$365,000, \$5.2 million, \$34.7 million during the years ended April 30, 2024, 2023 and 2022, respectively. Treasury stock may be used for issuances under the Company's stock-based compensation plans or for other general corporate purposes. The Company has a reserve account of 10,000 shares of treasury stock to secure outstanding service contracts issued in Iowa in accordance with the regulatory requirements of that state and

another reserve account of 14,000 shares of treasury stock for its subsidiary, ACM Insurance Company, in accordance with the requirements of the Arkansas Department of Insurance.

Facility Leases

The Company's leases primarily consist of operating leases related to retail stores, office space, and land. For more information on financing obligations, see Note F.

The initial term for real property leases is typically 3 to 10 years. Most leases include one or more options to renew, with renewal terms that can extend the lease term from 3 to 10 years or more. The Company includes options to renew (or terminate) in the lease term, and as part of the right-of-use ("ROU") asset and lease liability, when it is reasonably certain that the options will be exercised. The weighted average remaining lease term as of April 30, 2024 was 11.4 years.

The ROU asset and the related lease liability are initially measured at the present value of future lease payments over the lease term. As most leases do not provide an implicit interest rate, the Company obtains a quote for a collateralized debt obligation from a group of lenders each quarter to determine the present value of future payments of leases commenced for that quarter. The weighted average discount rate as of April 30, 2024 was 4.6%.

The Company includes variable lease payments in the initial measurement of ROU assets and lease liabilities only to the extent they depend on an index or rate. Changes in such indices or rates are accounted for in the period the change occurs, and do not result in the remeasurement of the ROU asset or liability. The Company is also responsible for payment of certain real estate taxes, insurance, and other expenses on leases. These amounts are generally considered to be variable and are not included in the measurement of the ROU asset and lease liability. Non-lease components are generally accounted for separately from lease components. The Company's leases do not contain any material residual value guarantees or material restricted covenants.

Recent Accounting Pronouncements

Occasionally, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies which the Company will adopt as of the specified effective date. Unless otherwise discussed, the Company believes the implementation of recently issued standards which are not yet effective will not have a material impact on its consolidated financial statements upon adoption.

In March 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2022-02, *Financial Instruments – Credit Losses*. The guidance changes the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. This guidance will affect the Company's vintage disclosures related to current-period gross write-offs by year of origination for financing receivables. The amendments in this update are effective for fiscal years beginning after December 15, 2022. The Company adopted this standard on May 1, 2023 under a prospective basis. In regard to installment sale contract modifications, management notes that the Company primarily modifies a customer's installment sale contract to allow for insignificant payment delays. This type of modification is generally done to account for payday changes for the customer and minor vehicle repairs.

In October 2023, the FASB issued an accounting pronouncement (ASU 2023-06) related to disclosure or presentation requirements for various subtopics in the FASB's Accounting Standards Codification ("Codification"). The amendments in the update are intended to align the requirements in the Codification with the U.S. Securities and Exchange Commission's ("SEC") regulations and facilitate the application of GAAP for all entities. The effective date for each amendment is the date on which the SEC removal of the related disclosure requirement from Regulation S-X or Regulation S-K becomes effective, or if the SEC has not removed the requirements by June 30, 2027, this amendment will be removed from the Codification and will not become effective for any entity. Early adoption is prohibited. We do not expect this update to have a material impact on our consolidated financial statements.

In December 2023, the FASB issued an accounting pronouncement (ASU 2023-09) related to income tax disclosures. The amendments in this update are intended to enhance the transparency and decision usefulness of income tax disclosures primarily through changes to the rate reconciliation and income taxes paid information. This update is effective for annual periods beginning after December 15, 2024, though early adoption is permitted. We plan to adopt this pronouncement for our fiscal year beginning May 1, 2025, and we do not expect it to have a material effect on our consolidated financial statements.

C - Finance Receivables, Net

The Company originates installment sale contracts from the sale of used vehicles at its dealerships. These installment sale contracts, which carry a fixed interest rate of 18.25% for all states except Arkansas (originates at 16.75%), Illinois (originates at 19.5% - 21.5%) and acquired dealerships in Tennessee (which originate at up to 23.0%), are collateralized by the vehicle sold and typically provide for payments over periods ranging from 18 to 69 months. The Company's finance receivables are defined as one segment and one class of loans, which is sub-prime consumer automobile contracts. The level of risks in our financing receivables is managed as one homogeneous pool. The components of finance receivables as of April 30, 2024, and 2023 are as follows:

<i>(In thousands)</i>	April 30, 2024	April 30, 2023
Gross contract amount	\$ 1,844,392	\$ 1,752,149
Less unearned finance charges	<u>(409,004)</u>	<u>(378,777)</u>
Principal balance	1,435,388	1,373,372
Less: estimated insurance receivables for APP claims	(3,026)	(5,694)
Less: allowance for APP claims	(3,171)	(5,310)
Less: allowance for credit losses	<u>(331,260)</u>	<u>(299,608)</u>
Finance receivables, net	1,097,931	1,062,760
Loan origination costs	660	700
Finance receivables, net, including loan origination costs	<u>1,098,591</u>	<u>1,063,460</u>

Auto finance receivables collateralizing the non-recourse notes payable related to the financing and securitization transaction completed during the fiscal year 2024 and 2023 were \$814.7 million and \$721.9 million, respectively.

Changes in the finance receivables, net for the years ended April 30, 2024, 2023 and 2022 are as follows:

<i>(In thousands)</i>	Years Ended April 30,		
	2024	2023	2022
Balance at beginning of period	\$ 1,062,760	\$ 855,424	\$ 626,077
Finance receivable originations	1,079,946	1,161,132	1,009,859
Finance receivable collections	(455,828)	(434,458)	(417,796)
Provision for credit losses	(423,406)	(352,860)	(238,054)
Losses on claims for accident protection plan	(34,504)	(25,107)	(21,871)
Inventory acquired in repossession and accident protection plan claims	<u>(131,037)</u>	<u>(141,371)</u>	<u>(102,791)</u>
Balance at end of period	<u>\$ 1,097,931</u>	<u>\$ 1,062,760</u>	<u>\$ 855,424</u>

Changes in the finance receivables allowance for credit losses for the years ended April 30, 2024, 2023 and 2022 are as follows:

<i>(In thousands)</i>	Years Ended April 30,		
	2024	2023	2022
Balance at beginning of period	\$ 299,608	\$ 237,823	\$ 177,267
Provision for credit losses	423,406	352,860	238,054
Charge-offs	(525,634)	(414,397)	(260,039)
Recovered collateral	133,880	123,322	82,541
Balance at end of period	<u>\$ 331,260</u>	<u>\$ 299,608</u>	<u>\$ 237,823</u>

Amounts recovered from previously written-off accounts were \$2.8 million, \$2.5 million, and \$2.4 million for the years ended April 30, 2024, 2023 and 2022, respectively. These amounts are netted against recovered collateral in the table above.

During fiscal 2022, the allowance for credit losses remained basically flat at 23.57%, up from 23.55% at April 30, 2021. For fiscal 2023, credit losses increased primarily due to the ending of federal stimulus programs, continuing inflationary pressure on customers and increasing interest rates from federal monetary policy, and in the fourth quarter of fiscal 2023, the Company increased its allowance for credit losses to 23.91%. During the second quarter of the 2024 fiscal year, the Company increased the allowance for credit losses to 26.04%. The Company decreased the allowance for credit losses to 25.74% and 25.32% during the third quarter and fourth quarter of fiscal year 2024, respectively. The decrease in the third quarter and fourth quarter of the 2024 fiscal year was primarily driven by the lower overall inflationary outlook and fewer past due balances at third quarter end and changes in the underwriting process and refinements to the underwriting guidelines due to the implementation of the Company's new loan origination system. As a result of the implementation of LOS and the new deal structures there has been a notable decrease in the frequency and loss rate in charge-offs as compared to loans that were originated during the same period and dealership state using the legacy system. All the underwriting deal information is centrally located in LOS and as such, dealerships can view internal scores, deal percentages, pre-qual credit report and other customer information. Historically, this information was sourced from several sources. As a result, changes to the underwriting process and refinement to the underwriting guidelines, the decisions to underwrite tend to be better informed.

Credit quality information for finance receivables is as follows:

<i>(Dollars in thousands)</i>	April 30, 2024		April 30, 2023	
	Principal Balance	Percent of Portfolio	Principal Balance	Percent of Portfolio
Current	\$ 1,125,945	78.44%	\$ 1,166,860	84.96%
3 - 29 days past due	264,491	18.43%	156,943	11.43%
30 - 60 days past due	34,042	2.37%	37,214	2.71%
61 - 90 days past due	6,438	0.45%	8,407	0.61%
> 90 days past due	4,472	0.31%	3,948	0.29%
Total	<u>\$ 1,435,388</u>	<u>100.00%</u>	<u>\$ 1,373,372</u>	<u>100.00%</u>

Accounts one and two days past due are considered current for this analysis, due to the varying payment dates and variation in the day of the week at each period end. Delinquencies may vary from period to period based on the average age of the portfolio, seasonality within the calendar year, the day of the week and overall economic factors. The above categories are consistent with internal operational measures used by the Company to monitor credit results.

Substantially all of the Company's installment sale contracts involve contracts made to individuals with impaired or limited credit histories, or higher debt-to-income ratios than permitted by traditional lenders. Contracts made with buyers who are restricted in their ability to obtain financing from traditional lenders generally entail a higher risk of delinquency, default and repossession, and higher losses than contracts made with buyers with better credit. The Company monitors customer scores, contract term length, payment to income, down payment percentages, and collections for credit quality indicators.

	Twelve Months Ended April 30,	
	2024	2023
Average total collected per active customer per month	\$ 554	\$ 534
Principal collected as a percent of average finance receivables	31.7%	34.7%
Average down-payment percentage	5.4%	5.4%
Average originating contract term (<i>in months</i>)	44.0	42.9
	April 30, 2024	April 30, 2023
Portfolio weighted average contract term, including modifications (<i>in months</i>)	47.9	46.3

Although total dollars collected per active customer increased 3.7% year over year, principal collections as a percentage of average finance receivables were lower in fiscal 2024 compared to fiscal 2023 primarily due to the average term increases. The portfolio weighted average contract term increased primarily due to the increased average selling price, up \$1,033 or 5.7%, from fiscal year 2023.

When customers apply for financing, the Company's proprietary scoring models rely on the customers' credit histories and certain application information to evaluate and rank their risk. The Company obtains credit histories and other credit data that includes information such as number of different addresses, age of oldest record, high risk credit activity, job time, time at residence and other factors. The application information that is used includes income, collateral value and down payment. The scoring models yield credit grades that represent the relative likelihood of repayment. Customers with the highest probability of repayment are 6 rated customers. Customers assigned a lower grade are determined to have a lower probability of repayment. For loans that are approved, the credit grade influences the terms of the agreement, such as the maximum amount financed, term length and minimum down payment. After origination, credit grades are generally not updated.

The following table presents a summary of finance receivables by credit quality indicator, as of April 30, 2024 segregated by customer score and year of origination.

<i>(Dollars in thousands)</i>	Customer Score by Fiscal Year of Origination						Total	%
	2024	2023	2022	2021	2020	Prior to 2020		
1-2	\$ 43,445	\$ 13,757	\$ 3,668	\$ 375	\$ 95	\$ 6	\$ 61,346	4.3%
3-4	300,323	117,904	36,349	4,552	325	158	459,611	32.0%
5-6	485,535	291,198	116,611	19,452	1,216	419	914,431	63.7%
Total	<u>\$ 829,303</u>	<u>\$ 422,859</u>	<u>\$ 156,628</u>	<u>\$ 24,379</u>	<u>\$ 1,636</u>	<u>\$ 583</u>	<u>\$ 1,435,388</u>	<u>100.0%</u>
Gross charge-offs	<u>\$ 155,385</u>	<u>\$ 265,609</u>	<u>\$ 88,160</u>	<u>\$ 14,835</u>	<u>\$ 1,081</u>	<u>\$ 564</u>	<u>\$ 525,634</u>	

The following table presents a summary of finance receivables by credit quality indicator, as of April 30, 2023 segregated by customer score and year of origination.

<i>(Dollars in thousands)</i>	Customer Score by Fiscal Year of Origination						Total	%
	2023	2022	2021	2020	2019	Prior to 2019		
1-2	\$ 38,743	\$ 12,983	\$ 2,736	\$ 329	\$ 32	\$ 6	\$ 54,829	4.0%
3-4	294,972	105,101	24,982	1,698	243	137	427,133	31.1%
5-6	563,581	254,945	66,436	5,390	687	371	891,410	64.9%
Total	<u>\$ 897,296</u>	<u>\$ 373,029</u>	<u>\$ 94,154</u>	<u>\$ 7,417</u>	<u>\$ 962</u>	<u>\$ 514</u>	<u>\$ 1,373,372</u>	<u>100.0%</u>

D - Property and Equipment

A summary of property and equipment is as follows:

<i>(In thousands)</i>	April 30, 2024	April 30, 2023
Land	\$ 11,998	\$ 12,386
Buildings and improvements	23,435	20,894
Furniture, fixtures and equipment	21,752	18,989
Leasehold improvements	50,689	47,315
Construction in progress	2,393	7,176
Accumulated depreciation and amortization	<u>(49,906)</u>	<u>(45,078)</u>
Property and equipment, net	<u>\$ 60,361</u>	<u>\$ 61,682</u>

E - Accrued Liabilities

A summary of accrued liabilities is as follows:

<i>(In thousands)</i>	April 30, 2024	April 30, 2023
Employee compensation and benefits	\$ 10,774	\$ 11,197
Deferred sales tax	6,234	8,543
Fair value of contingent consideration	3,193	1,943
Other	7,627	6,229
Accrued liabilities	<u>\$ 27,828</u>	<u>\$ 27,912</u>

F – Debt

A summary of debt is as follows:

<i>(In thousands)</i>	2024	2023
Revolving line of credit	\$ 201,743	\$ 168,516
Debt issuance costs	<u>(924)</u>	<u>(1,285)</u>
Revolving line of credit, net	<u>\$ 200,819</u>	<u>\$ 167,231</u>
Non-recourse notes payable - 2022-1 Issuance	\$ -	\$ 134,137
Non-recourse notes payable - 2023-1 Issuance	150,190	338,777
Non-recourse notes payable - 2023-2 Issuance	203,189	-
Non-recourse notes payable - 2024-1 Issuance	202,916	-
Debt issuance costs	<u>(2,666)</u>	<u>(1,547)</u>
Non-recourse notes payable, net	<u>\$ 553,629</u>	<u>\$ 471,367</u>
Total debt	<u>\$ 754,448</u>	<u>\$ 638,598</u>

Revolving Line of Credit

At April 30, 2024, the Company and its subsidiaries have \$340.0 million of permitted borrowings under a revolving line of credit. The revolving credit facilities are collateralized primarily by finance receivables and inventory, are cross collateralized and contain a guarantee by the Company. Interest is payable monthly under the revolving credit facilities with a scheduled maturity date of September 30, 2025. The credit facilities provide for four pricing tiers for determining the applicable interest rate, based on the Company’s consolidated leverage ratio for the preceding fiscal quarter. The current applicable interest rate under the credit facilities is generally SOFR plus 3.50% or for non-SOFR amounts the base rate of 8.50% plus 1% at April 30, 2024 and 8.25% at April 30, 2023. The credit facilities contain various reporting and performance covenants including (i) maintenance of certain financial ratios and tests, (ii) limitations on borrowings from other sources, (iii) restrictions on certain operating activities and (iv) restrictions on the payment of dividends or distributions (see note B).

The Company was in compliance with the covenants at April 30, 2024. The amount available to be drawn under the credit facilities is a function of eligible finance receivables and inventory; based upon eligible finance receivables and inventory at April 30, 2024, the Company had additional availability of approximately \$73.4 million under the revolving credit facilities.

Non-Recourse Notes Payable

The Company has issued four separate series of asset-backed non-recourse notes (known as the “2022 Issuance”, “2023-1 Issuance”, “2023-2 Issuance” and “2024-1 Issuance”). All four issuances are collateralized by installment sale contracts directly originated by the Company. Credit enhancement for the non-recourse notes payable consists of overcollateralization, a reserve account funded with an initial amount of not less than 2.0% of the pool balance, excess interest on the auto finance receivables, and in some cases, the subordination of certain payments to noteholders of less senior classes of notes. The timing of principal payments on the non-recourse notes payable is based on the timing of principal collections and defaults on the related auto finance receivables. In December 2023, the Company fully paid off the 2022 Issuance. The three notes payable related to the remaining term securitization transactions accrue interest predominately at fixed rates and have scheduled maturities through January 22, 2030, June 20, 2030, and January 21, 2031, respectively, but may mature earlier, depending upon

repayment rate of the underlying auto finance receivables. The original principal balance and weighted average fixed coupon rate for the three securitizations are as follows:

	Original Principal Balance <i>(in thousands)</i>	Weighted Average Fixed Coupon Rate
2023-1	\$ 400,200	8.68%
2023-2	360,300	8.80%
2024-1	250,000	9.50%

G – Fair Value Measurements

Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements* defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements.

ASC Topic 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance also establishes a fair value hierarchy that requires the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Topic 820 describes three levels of inputs that may be used to measure fair value:

- *Level 1 Inputs* – Quoted prices in active markets for identical assets or liabilities.
- *Level 2 Inputs* – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices for similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- *Level 3 Inputs* – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Because no market exists for certain of the Company’s financial instruments, fair value estimates are based on judgments and estimates regarding yield expectations of investors, credit risk and other risk characteristics, including interest rate and prepayment risk. These estimates are subjective in nature and involve uncertainties and matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The methodology and assumptions utilized to estimate the fair value of the Company’s financial instruments are as follows:

<u>Financial Instruments and other assets</u>	<u>Valuation Methodology</u>
Cash, cash equivalents, and restricted cash	The carrying amount is considered to be a reasonable estimate of fair value due to the short-term nature of the financial instruments (Level 1).
Reposessed inventory	The fair value approximates wholesale value (Level 1).
Finance receivables, net	The Company estimated the fair value of its receivables at what a third-party purchaser might be willing to pay. The Company has had discussions with third parties and has bought and sold portfolios and has had a third-party appraisal in October 2022 that indicates a range of 34% to 39% discount to face would be a reasonable fair value in a negotiated third-party transaction. The sale of finance receivables from Car-Mart of Arkansas to Colonial

is made at a 38.5% discount. For financial reporting purposes these sale transactions are eliminated (Level 2).

Accounts payable	The carrying amount is considered to be a reasonable estimate of fair value due to the short-term nature of the financial instrument (Level 2).
Contingent Consideration	The fair value was based upon inputs from the earn-out projection (Level 2).
Revolving line of credit	The fair value approximates carrying value due to the variable interest rates charged on the borrowings, which reprice frequently (Level 2).
Non-recourse notes payable	The fair value was based upon inputs derived from prices for similar instruments at period end (Level 2).

The estimated fair values, and related carrying amounts, of the financial instruments and other assets included in the Company's financial statements at April 30, 2024 and 2023 are as follows:

<i>(In thousands)</i>	April 30, 2024		April 30, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Cash and cash equivalents	\$ 5,522	\$ 5,522	\$ 9,796	\$ 9,796
Restricted cash	88,925	88,925	58,238	58,238
Inventory - Repossessions	18,182	18,182	16,451	16,451
Finance receivables, net	1,098,591	882,764	1,063,460	844,624
Accounts payable	21,379	21,379	27,196	27,196
Contingent Consideration	3,193	3,193	1,943	1,943
Revolving line of credit, net	200,819	200,819	167,231	167,231
Non-recourse notes payable	553,629	553,003	471,367	470,209

H - Income Taxes

The provision for income taxes was as follows:

<i>(In thousands)</i>	Years Ended April 30,		
	2024	2023	2022
Provision for income taxes			
Current	\$ 12,765	\$ (3,504)	\$ 18,871
Deferred	(21,507)	8,866	8,750
Total	<u>\$ (8,742)</u>	<u>\$ 5,362</u>	<u>\$ 27,621</u>

The provision for income taxes is different from the amount computed by applying the statutory federal income tax rate to income before income taxes for the following reasons:

<i>(In thousands)</i>	Years Ended April 30,		
	2024	2023	2022
Tax provision at statutory rate	\$ (8,428)	\$ 5,417	\$ 25,753
State taxes, net of federal benefit	(1,204)	774	3,679
Tax benefit from option exercises	(227)	(558)	(1,356)
Other, net	1,117	(271)	(455)
Total	<u>\$ (8,742)</u>	<u>\$ 5,362</u>	<u>\$ 27,621</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred income tax assets and liabilities were as follows:

<i>(In thousands)</i>	Years Ended April 30,	
	2024	2023
Deferred income tax liabilities related to:		
Finance receivables	\$ 46,056	\$ 47,486
Property and equipment	3,222	3,262
Goodwill	426	281
Total	<u>49,704</u>	<u>51,029</u>
Deferred income tax assets related to:		
Accrued liabilities	2,218	3,051
Inventory	152	204
Share based compensation	4,803	4,634
Net operating loss	20,700	164
Interest expense limitation	(7)	-
Deferred revenue	4,030	3,661
Total	<u>31,896</u>	<u>11,714</u>
Deferred income tax liabilities, net	<u>\$ 17,808</u>	<u>\$ 39,315</u>

I – Capital Stock

The Company is authorized to issue up to 50,000,000 shares of common stock, par value \$0.01 per share, and up to 1,000,000 shares of preferred stock, par value \$0.01 per share. Each share of the Company's common stock has the same relative rights as, and is identical in all respects to, each other share of the Company's common stock. The shares of preferred stock may be issued in one or more series having such respective terms, rights and preferences as are designated by the Board of Directors. The Company has not issued any preferred stock.

A subsidiary of the Company has issued 500,000 shares of \$1.00 par value preferred stock which carries an 8% cumulative dividend. The Company's subsidiary can redeem the preferred stock at any time at par value plus any unpaid dividends. After April 30, 2017, a holder of 400,000 shares of the subsidiary preferred stock can require the Company's subsidiary to redeem such stock for \$400,000 plus any unpaid dividends.

J – Weighted Average Shares Outstanding

Weighted average shares of common stock outstanding used in the calculation of basic and diluted earnings per share were as follows:

	Years Ended April 30,		
	2024	2023	2022
Weighted average shares outstanding-basic	6,388,537	6,371,229	6,509,673
Dilutive options and restricted stock	-	195,667	313,808
Weighted average shares outstanding-diluted	<u>6,388,537</u>	<u>6,566,896</u>	<u>6,823,481</u>
Antidilutive securities not included:			
Options	368,118	315,625	120,000
Restricted Stock	9,898	15,231	4,784

K – Stock-Based Compensation Plans

The Company has stock-based compensation plans available to grant non-qualified stock options, incentive stock options and restricted stock to employees, directors and certain advisors of the Company. The current stock-based compensation plans being utilized at April 30, 2024 are the Amended and Restated Stock Option Plan and the Amended and Restated Stock Incentive Plan. The Company recorded total stock-based compensation expense for all plans of approximately \$3.7 million (\$2.9 million after tax effects), \$5.3 million (\$4.1 million after tax effects), \$5.5 million (\$4.2 million after tax effects) for the years ended April 30, 2024, 2023 and 2022, respectively. Tax benefits were recognized for these costs at the Company’s overall effective tax rate, excluding discrete income tax benefits related to excess benefits on share-based compensation.

Stock Option Plan

The Company has options outstanding under a stock option plan approved by the shareholders, the Amended and Restated Stock Option Plan. The shareholders of the Company approved the Amended and Restated Stock Option Plan (the “Restated Option Plan”) on August 5, 2015, which extended the term of the Stock Option Plan to June 10, 2025 and increased the number of shares of common stock reserved for issuance under the plan by an additional 300,000 shares to 1,800,000 shares. On August 29, 2018, the shareholders of the Company approved an amendment to the Restated Option Plan increasing the number of shares of common stock reserved for issuance under the plan by an additional 200,000 shares to 2,000,000 shares. On August 26, 2020, the shareholders of the Company approved an amendment to the Restated Option Plan increasing the number of shares of common stock reserved for issuance under the plan by an additional 200,000 shares to 2,200,000 shares. On August 30, 2022, the shareholders of the Company approved an amendment to the Restated Option Plan increasing the number of shares of common stock reserved for issuance under the plan by an additional 185,000 shares to 2,385,000 shares. The Restated Option Plan provides for the grant of options to purchase shares of the Company’s common stock to employees, directors and certain advisors of the Company at a price not less than the fair market value of the stock on the date of grant and for periods not to exceed ten years. Options outstanding under the Company’s stock option plans expire in the calendar years 2024 through 2034.

	<u>Restated Option Plan</u>
Minimum exercise price as a percentage of fair market value at date of grant	100%
Last expiration date for outstanding options	January 25, 2034
Shares available for grant at April 30, 2024	102,514

The aggregate intrinsic value of outstanding options at April 30, 2024 and 2023 was \$1.6 million and \$9.1 million, respectively.

The fair value of options granted is estimated on the date of grant using the Black-Scholes option pricing model based on the assumptions in the table below.

	Years Ended April 30,		
	2024	2023	2022
Expected term (years)	3.9	5.5	5.5
Risk-free interest rate	4.06%	3.60%	0.86%
Volatility	56%	55%	51%
Dividend yield	-	-	-

The expected term of the options is based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at the grant date. Volatility is based on the historical volatility of the Company's common stock. The Company has not historically issued dividends and does not expect to do so in the foreseeable future.

There were 197,486 options granted during fiscal 2024, 140,000 granted during fiscal 2023 and 30,000 granted during fiscal 2022. The grant-date fair value of options granted during fiscal 2024, 2023, and 2022 was \$5.7 million, \$5.1 million, \$2.1 million, respectively. The options were granted at fair market value on the date of grant. Generally, options vest after three to five years, except for options issued to directors which are immediately vested at date of grant with a ten year expiration to exercise.

The following is an aggregate summary of the activity in the Company's stock option plans from April 30, 2021 to April 30, 2024:

	Number of Options	Exercise Price per Share	Proceeds on Exercise (in thousands)	Weighted Average Exercise Price per Share
Outstanding at April 30, 2021	566,400		\$ 41,026	\$ 72.43
Granted	30,000	\$ 150.83	4,525	150.83
Exercised	(94,000)	\$ 24.37 to \$ 150.83	(6,276)	66.76
Cancelled	(1,000)	\$ 41.86	(42)	41.86
Outstanding at April 30, 2022	<u>501,400</u>		<u>\$ 39,232</u>	\$ 78.25
Granted	140,000	\$ 61.02 to \$ 94.59	9,687	69.19
Exercised	(28,000)	\$ 44.52 to \$ 53.02	(1,439)	51.38
Cancelled	-		-	
Outstanding at April 30, 2023	<u>613,400</u>		<u>\$ 47,480</u>	\$ 77.41
Granted	197,486	\$ 70.57 to \$ 86.30	14,279	72.30
Exercised	(35,000)	\$ 36.54 to \$ 54.85	(1,828)	52.23
Cancelled	(40,000)	\$ 109.06	(4,362)	109.06
Outstanding at April 30, 2024	<u>735,886</u>		<u>\$ 55,569</u>	\$ 75.51

Stock option compensation expense on a pre-tax basis was \$1.8 million (\$1.4 million after tax effects), \$3.7 million (\$2.9 million after tax effects), and \$4.5 million (\$3.4 million after tax effects) for the years ended April 30, 2024, 2023 and 2022, respectively. As of April 30, 2024, the Company had approximately \$2.1 million of total unrecognized compensation cost related to unvested options that are expected to vest. These options have a weighted average remaining vesting period of 2.1 years.

The Company had the following options exercised for the periods indicated. The impact of these cash receipts is included in financing activities in the accompanying Consolidated Statements of Cash Flows.

(Dollars in thousands)	Years Ended April 30,		
	2024	2023	2022
Options Exercised	35,000	28,000	94,000
Cash Received from Options Exercised	\$ -	\$ 1,216	\$ 591
Intrinsic Value of Options Exercised	\$ 1,145	\$ 1,412	\$ 7,124

During the year ended April 30, 2024, there were 35,000 options exercised through net settlements in accordance with plan provisions, wherein the shares issued were reduced by 26,632 shares to satisfy the exercise price to acquire 8,368 shares.

As of April 30, 2024, there were 446,734 vested and exercisable stock options outstanding with an aggregate intrinsic value of \$1.6 million and a weighted average remaining contractual life of 5.0 years and a weighted average exercise price of \$76.79.

Stock Incentive Plan

On August 5, 2015, the shareholders of the Company approved the Amended and Restated Stock Incentive Plan (the “Restated Incentive Plan”), which extended the term of the Company’s Stock Incentive Plan to June 10, 2025. On August 29, 2018, the shareholders of the Company approved an amendment to the Restated Stock Incentive Plan that increased the number of shares of common stock that may be issued under the Restated Incentive Plan by 100,000 shares to 450,000. For shares issued under the Stock Incentive Plan, the associated compensation expense is generally recognized equally over the vesting periods established at the award date and is subject to the employee’s continued employment by the Company.

The following is a summary of the activity in the Company’s Stock Incentive Plan:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested shares at April 30, 2021	192,018	\$ 51.70
Shares granted	11,287	121.17
Shares vested	(6,500)	39.14
Shares cancelled	<u>(15,691)</u>	59.99
Unvested shares at April 30, 2022	181,114	\$ 55.76
Shares granted	40,470	68.78
Shares vested	(29,500)	35.31
Shares cancelled	<u>(10,301)</u>	69.14
Unvested shares at April 30, 2023	181,783	\$ 61.22
Shares granted	74,647	68.56
Shares vested	(13,037)	62.78
Shares cancelled	<u>(32,183)</u>	61.14
Unvested shares at April 30, 2024	<u>211,210</u>	\$ 63.73

The fair value at vesting for Awards under the stock incentive plan was \$13.5 million, \$11.1 million, and \$10.1 million in fiscal 2024, 2023, and 2022, respectively.

The Company recorded compensation cost of approximately \$1.8 million (\$1.4 million after tax effects) \$1.6 million (\$1.2 million after tax effects), and \$981,000 (\$749,000 after tax effects) related to the Restated Incentive Plan during the years ended April 30, 2024, 2023, and 2022, respectively. As of April 30, 2024, the Company had \$6.7 million of total unrecognized compensation cost related to unvested awards granted under the Restated Incentive Plan, which the Company expects to recognize over a weighted-average remaining period of 2.7 years.

L - Commitments and Contingencies

Letter of Credit

The Company has two standby letters of credit relating to insurance policies totaling \$3.9 million at April 30, 2024.

Facility Leases

The Company leases certain dealership and office facilities under various non-cancelable operating leases. Dealership leases are generally for periods from three to five years and contain multiple renewal options. As of April 30, 2024, the aggregate rentals due under such leases, including renewal options that are reasonably assured, were as follows:

Years Ending April 30,	Amount <i>(In thousands)</i>
2025	\$ 9,172
2026	8,768
2027	8,274
2028	7,581
2029	6,627
Thereafter	42,432
Total undiscounted operating lease payments	82,854
Less: imputed interest	18,604
Present value of operating lease liabilities	<u>\$ 64,250</u>

The \$82.9 million of operating lease commitments includes \$23.8 million of non-cancelable lease commitments under the lease terms, and \$59.1 million of lease commitments for renewal periods at the Company's option that are reasonably assured. For the years ended April 30, 2024, 2023, and 2022, rent expense for all operating leases amounted to approximately \$9.0 million, \$9.0 million, and \$8.0 million, respectively.

Litigation

In the ordinary course of business, the Company has become a defendant in various types of legal proceedings. The Company does not expect the final outcome of any of these actions, individually or in the aggregate, to have a material adverse effect on the Company's financial position, annual results of operations or cash flows. The results of legal proceedings cannot be predicted with certainty, however, and an unfavorable resolution of one or more of these legal proceedings could have a material adverse effect on the Company's financial position, annual results of operations or cash flows.

Related Finance Company

Car-Mart of Arkansas and Colonial do not meet the affiliation standard for filing consolidated income tax returns, and as such they file separate federal and state income tax returns. Car-Mart of Arkansas routinely sells its finance receivables to Colonial at what the Company believes to be fair market value and is able to take a tax deduction at the time of sale for the difference between the tax basis of the receivables sold and the sales price. These types of transactions, based upon facts and circumstances, have been permissible under the provisions of the Internal Revenue Code as described in the Treasury Regulations. For financial accounting purposes, these transactions are eliminated in consolidation, and a deferred income tax liability has been recorded for this timing difference. The sale of finance receivables from Car-Mart of Arkansas to Colonial provides certain legal protection for the Company's finance receivables and, principally because of certain state apportionment characteristics of

Colonial, also has the effect of reducing the Company's overall effective state income tax rate. The actual interpretation of the regulations is in part a facts and circumstances matter. The Company believes it satisfies the material provisions of the regulations. Failure to satisfy those provisions could result in the loss of a tax deduction at the time the receivables are sold and have the effect of increasing the Company's overall effective income tax rate as well as the timing of required tax payments.

M - Supplemental Cash Flow Information

Supplemental cash flow disclosures for the years ended April 30, 2024, 2023, and 2022 are as follows:

<i>(in thousands)</i>	Years Ended April 30,		
	2024	2023	2022
Supplemental disclosures:			
Interest paid	\$ 65,647	\$ 36,605	\$ 10,421
Income taxes paid, net	6,459	5,480	19,238
Non-cash transactions:			
Inventory acquired in repossession and accident protection plan claims	137,366	127,035	84,096
Reduction in net receivables for deferred ancillary product revenue at time of charge-off	37,877	30,665	16,814
Net settlement option exercises	1,828	223	5,685
Right-of-use assets obtained in exchange for operating lease liabilities	2,134	578	3,176
Right-of-use assets obtained in exchange for operating lease liabilities through acquisitions	1,822	1,729	-

N – Subsequent Events

On June 3, 2024, the Company completed its previously announced acquisition of the dealership assets of Texas Auto Center, which includes two dealership locations in Austin and San Marcos, Texas. Cash paid on the closing date was \$7.5 million, primarily used for vehicle inventory. The structure is consistent with prior transactions whereby the Company did not acquire existing finance receivables and the sellers may receive a performance-based earn-out in the future ranging from zero to a maximum of \$15 million.

In July 2024, the Company entered into an amendment to its revolving credit agreement to allow for, among other things, the entry into a warehouse agreement with corporate support up to 10% of the aggregate principal balance and amended the fixed charge coverage ratio. Simultaneously, the Company entered into a new warehouse agreement providing a \$150 million amortizing warehouse facility. The company primarily plans to use the funds from the warehouse facility to pay down the current revolving loan balance. The warehouse facility accrues interest at a rate of SOFR plus 350 basis points, with payments of principal and interest due monthly and a scheduled maturity date of July 12, 2026.

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

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Management, with the participation of the Company's President and Chief Executive Officer, and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of April 30, 2024. Based on that evaluation, the Company's President and Chief Executive Officer and Chief Financial Officer have concluded that as of April 30, 2024, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Management assessed the effectiveness of the Company's internal control over financial reporting as of April 30, 2024. In making this assessment, management used the criteria set forth in *The 2013 Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on management's assessment, management believes that the Company maintained effective internal control over financial reporting as of April 30, 2024.

The Company's independent registered public accounting firm independently assessed the effectiveness of the Company's internal control over financial reporting and has issued their report on the effectiveness of the Company's internal control over financial reporting at April 30, 2024. That report appears below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
America's Car-Mart, Inc.

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of America's Car-Mart, Inc. (a Texas corporation) and subsidiaries (the "Company") as of April 30, 2024, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of April 30, 2024, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended April 30, 2024, and our report dated July 15, 2024 expressed an unqualified opinion on those financial statements.

Basis for opinion

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

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

Definition and limitations of internal control over financial reporting

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

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

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
July 15, 2024

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

During the three months ended April 30, 2024, none of the Company's directors or officers adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Except as to information with respect to executive officers which is contained in a separate heading under Part I, Item 1 of this Form 10-K, the information required by Items 10 through 14 of this Form 10-K is, pursuant to General Instruction G (3) of Form 10-K, incorporated by reference herein from the Company's definitive proxy statement to be filed pursuant to Regulation 14A for the Company's Annual Meeting of Stockholders to be held in August 2024 (the "Proxy Statement"). The Company will, within 120 days of the end of its fiscal year, file with the SEC a definitive proxy statement pursuant to Regulation 14A.

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference. Information regarding the executive officers of the Company is set forth under the heading "Executive Officers of the Registrant" in Part I, Item 1 of this report.

Item 11. Executive Compensation

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

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

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

The Company's equity compensation plans consist of the Amended and Restated Stock Incentive Plan, the Amended and Restated Stock Option Plan and the 2006 Employee Stock Purchase Plan. These plans have been approved by the stockholders.

The following table sets forth information regarding outstanding options and shares reserved for future issuance under the foregoing plans as of April 30, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a)) (c) ⁽¹⁾
Equity compensation plans approved by the stockholders	735,886	\$75.51	246,443
Equity compensation plans not approved by the stockholders	-	-	-

(1) Includes 18,780 shares available for issuance under the Amended and Restated Stock Incentive Plan, 102,514 shares under the Amended and Restated Stock Option Plan and 125,149 shares under the 2006 Employee Stock Purchase Plan.

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

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required by this item will be contained in the Proxy Statement and such information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)1. Financial Statements

The financial statements required by this item are listed in Item 8, “Financial Statements and Supplementary Data”.

(a)2. Financial Statement Schedules

The financial statement schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedules, or because the information required is included in the Consolidated Financial Statements and Notes thereto.

(a)3. **Exhibits**

The following is a list of exhibits filed as part of this Annual Report on Form 10-K.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Articles of Incorporation of the Company, as amended (Incorporated by reference to Exhibits 4.1-4.8 to the Company's Registration Statement on Form S-8 filed with the SEC on November 16, 2005 (File No. 333-129727)).
3.2	Amended and Restated Bylaws of the Company dated December 4, 2007. (Incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 31, 2007, filed with the SEC on December 7, 2007).
3.3	Amendment No. 1 to the Amended and Restated Bylaws of the Company dated February 18, 2014. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on February 19, 2014).
4.1	Description of Securities (Incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended April 30, 2021, filed with the SEC on July 2, 2021).
4.2	Indenture, dated January 31, 2023, by and between ACM Auto Trust 2023-1 and Wilmington Trust, National Association, as Indenture Trustee. (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on February 6, 2023).
4.3	Indenture, dated July 6, 2023, by and between ACM Auto Trust 2023-2 and Wilmington Trust, National Association, as Indenture Trustee (Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on July 11, 2023).
4.4	Indenture, dated January 31, 2024, by and between ACM Auto Trust 2024-1 and Wilmington Trust, National Association, as Indenture Trustee (Incorporated by reference to Exhibit 4.1 to the Company's Report on Form 8-K filed with the SEC on February 2, 2024).
10.1*	Amended and Restated Stock Incentive Plan (Incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed with the SEC on June 23, 2015).
10.1.1*	Amendment to Amended and Restated Stock Incentive Plan (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on September 4, 2018).
10.2*	Amended and Restated Stock Option Plan (Incorporated by reference to Appendix B to the Company's Proxy Statement on Schedule 14A filed with the SEC on June 23, 2015).
10.2.1*	Amendment to Amended and Restated Stock Option Plan (Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on September 4, 2018).
10.2.2*	Amendment to Amended and Restated Stock Option Plan (Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on August 31, 2020).

- 10.2.3* Amendment to Amended and Restated Stock Option Plan (Incorporated by reference to Exhibit 99.4 to the Company's Registration Statement on Form S-8 filed with the SEC on September 29, 2023 (File No. 333-274783)).
- 10.3* America's Car-Mart, Inc. Short-Term Incentive Plan, effective April 1, 2023 (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 14, 2023).
- 10.4* Form of Indemnification Agreement between the Company and certain officers and directors of the Company. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 1993) (filed in paper format).
- 10.5* Employment Agreement, dated as of February 27, 2020, between America's Car-Mart, Inc., an Arkansas corporation, and Jeffrey A. Williams (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 4, 2020).
- 10.6* Retirement and Transition Agreement, dated December 21, 2023, between America's Car Mart, Inc., an Arkansas corporation, and Jeffrey A. Williams (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed with the SEC on December 26, 2023).
- 10.7* Amended and Restated Employment Agreement, dated December 19, 2023, between America's Car Mart, Inc., an Arkansas corporation, and Douglas Campbell (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the SEC on December 26, 2023).
- 10.7.1* Amendment No. 1, dated January 24, 2024, to the Amended and Restated Employment Agreement, dated December 19, 2023, between America's Car Mart, Inc., an Arkansas corporation, and Douglas Campbell (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 30, 2024).
- 10.8* America's Car-Mart, Inc. Nonqualified Deferred Compensation Plan (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on October 10, 2014).
- 10.9* Change in Control Agreement, dated as of June 1, 2021, between America's Car Mart, Inc., an Arkansas corporation, and Vickie D. Judy (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 7, 2021).
- 10.10* Change in Control Agreement, dated as of June 1, 2021, between America's Car Mart, Inc., an Arkansas corporation, and Leonard L. Walthall (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on June 7, 2021).
- 10.11* Separation Agreement, dated October 30, 2023, by and between America's Car Mart, Inc. and Leon Walthall (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on November 3, 2023).

- 10.12 Third Amended and Restated Loan and Security Agreement dated September 30, 2019, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead Arranger and Book Manager (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on October 1, 2019).
- 10.12.1 Amendment No. 1 to Third Amended and Restated Loan and Security Agreement dated October 27, 2020, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead Arranger and Book Manager (Incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K filed with the SEC on November 4, 2020).
- 10.12.2 Amendment No. 2 to Third Amended and Restated Loan and Security Agreement dated February 10, 2021, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead Arranger and Book Manager (Incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the SEC on February 16, 2021).
- 10.12.3 Amendment No. 3 to Third Amended and Restated Loan and Security Agreement dated September 29, 2021, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead Arranger and Book Manager (Incorporated by reference to Exhibit 10.4 to the Company’s Current Report on Form 8-K filed with the SEC on September 30, 2021).
- 10.12.4 Amendment No. 4 to Third Amended and Restated Loan and Security Agreement dated April 22, 2022, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead Arranger and Book Manager (Incorporated by reference to Exhibit 10.5 to the Company’s Current Report on Form 8-K filed with the SEC on April 27, 2022).
- 10.12.5 Amendment No. 5 to Third Amended and Restated Loan and Security Agreement and Limited Waiver dated February 22, 2023, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead Arranger, and Book Manager. (Incorporated by reference to Exhibit 10.6 to the Company’s Current Report on Form 8-K filed with the SEC on March 1, 2023).
- 10.12.6 Amendment No. 6 to Third Amended and Restated Loan and Security Agreement and Limited Waiver dated February 28, 2024, among America’s Car-Mart, Inc., a Texas corporation, as Parent; Colonial Auto Finance, Inc., an Arkansas corporation, America’s Car Mart, Inc., an Arkansas corporation, and Texas Car-Mart, Inc., a Texas corporation, as Borrowers; and certain financial institutions, as Lenders, with BMO Harris Bank, N.A., as Agent, Lead

Arranger, and Book Manager (Incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed with the SEC on March 5, 2024).

- 10.13 Purchase Agreement, dated January 31, 2023, by and between Colonial Auto Finance, Inc. and ACM Funding, LLC. (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 6, 2023).
- 10.14 Sale and Servicing Agreement, dated January 31, 2023, by and between ACM Auto Trust 2023-1, ACM Funding, LLC, America's Car Mart, Inc. and Wilmington Trust, National Association, as Indenture Trustee, Backup Servicer, Calculation Agent, and Paying Agent. (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on February 6, 2023).
- 10.15 Purchase Agreement, dated July 6, 2023, by and between Colonial Auto Finance, Inc. and ACM Funding, LLC (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 11, 2023).
- 10.16 Sale and Servicing Agreement, dated July 6, 2023, by and between ACM Auto Trust 2023-2, ACM Funding, LLC, America's Car Mart, Inc. and Wilmington Trust, National Association, as Indenture Trustee, Backup Servicer, Calculation Agent, and Paying Agent (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on July 11, 2023).
Sale and Servicing Agreement, dated July 6, 2023, by and between ACM Auto Trust 2023-2, ACM Funding, LLC, America's Car Mart, Inc. and Wilmington Trust, National Association, as Indenture Trustee, Backup Servicer, Calculation Agent, and Paying Agent (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on July 11, 2023).
- 10.17 Purchase Agreement, dated January 31, 2024, by and between Colonial Auto Finance, Inc. and ACM Funding, LLC (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed with the SEC on February 2, 2024).
Purchase Agreement, dated January 31, 2024, by and between Colonial Auto Finance, Inc. and ACM Funding, LLC (Incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K filed with the SEC on February 2, 2024).
- 10.18 Sale and Servicing Agreement, dated January 31, 2024, by and between ACM Auto Trust 2024-1, ACM Funding, LLC, America's Car Mart, Inc. and Wilmington Trust, National Association, as Indenture Trustee, Backup Servicer, Calculation Agent, and Paying Agent (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 8-K filed with SEC on February 2, 2024).
Sale and Servicing Agreement, dated January 31, 2024, by and between ACM Auto Trust 2024-1, ACM Funding, LLC, America's Car Mart, Inc. and Wilmington Trust, National Association, as Indenture Trustee, Backup Servicer, Calculation Agent, and Paying Agent (Incorporated by reference to Exhibit 10.2 to the Company's Report on Form 8-K filed with SEC on February 2, 2024).
- 14.1 Code of Business Conduct and Ethics. (Incorporated by reference to Exhibit 14.1 to the Company's Current Report on Form 8-K filed with the SEC on July 22, 2016)
- 19.1 America's Car-Mart, Inc. Insider Trading Policy
- 21.1 Subsidiaries of America's Car-Mart, Inc.

23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LABEL	XBRL Taxonomy Extension Labels Linkbase Document
101.PRESENTATION	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

* Indicates management contract or compensatory plan or arrangement covering executive officers or directors of the Company.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

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

AMERICA'S CAR-MART, INC.

Dated: July 15, 2024

By: /s/ Vickie D. Judy
Vickie D. Judy
Chief Financial Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas W. Campbell</u> Douglas W. Campbell	Chief Executive Officer, President and Director (Principal Executive Officer)	July 15, 2024
<u>/s/ Vickie D. Judy</u> Vickie D. Judy	Chief Financial Officer (Principal Financial and Accounting Officer)	July 15, 2024
<u>/s/ Joshua G. Welch</u> Joshua G. Welch	Chairman of the Board	July 15, 2024
<u>/s/ Ann G. Bordelon</u> Ann G. Bordelon	Director	July 15, 2024
<u>/s/ Jonathan Z. Buba</u> Jonathan Z. Buba	Director	July 15, 2024
<u>/s/ Julia K. Davis</u> Julia K. Davis	Director	July 15, 2024
<u>/s/ Daniel J. Englander</u> Daniel J. Englander	Director	July 15, 2024
<u>/s/ Dawn C. Morris</u> Dawn C. Morris	Director	July 15, 2024
<u>/s/ Jeffrey A. Williams</u> Jeffrey A. Williams	Director	July 15, 2024

Exhibit 21.1

Subsidiaries of America's Car-Mart, Inc.

Crown Delaware Investments Corp. (a Delaware corporation)

America's Car Mart, Inc. (an Arkansas Corporation)

Colonial Auto Finance, Inc. (an Arkansas Corporation)

ACM Funding, LLC (a Delaware limited liability company)

ACM Auto Trust 2023-1 (a Delaware statutory trust)

ACM Auto Trust 2023-2 (a Delaware statutory trust)

ACM Auto Trust 2024-1 (a Delaware statutory trust)

Colonial Underwriting, Inc. (an Arkansas Corporation)

Texas Car-Mart, Inc. (a Texas corporation)

Auto Finance Investors, Inc. (a Texas corporation)

ACM Insurance Company (an Arkansas corporation)

1045 Sunshine LLC (a Missouri limited liability company)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated July 15, 2024, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of America's Car-Mart, Inc. on Form 10-K for the year ended April 30, 2024. We consent to the incorporation by reference of said reports in the Registration Statements of America's Car-Mart, Inc. on Forms S-8 (File Nos. 333-139270, 333-139269, 333-208414, 333-208416, 333-227856, 333-227857, and 333-274783) and Form S-3 (File No. 333-273034).

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma
July 15, 2024

Exhibit 31.1

Certification

I, Douglas W. Campbell, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended April 30, 2024 of America's Car-Mart, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 15, 2024

/s/ Douglas W. Campbell
Douglass W. Campbell
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification

I, Vickie D. Judy, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended April 30, 2024 of America's Car-Mart, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 15, 2024

/s/ Vickie D. Judy
Vickie D. Judy
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Annual Report on Form 10-K for the period ended April 30, 2024 of America's Car-Mart, Inc. (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Douglas W. Campbell, Chief Executive Officer of the Company, and Vickie D. Judy, Chief Financial Officer of the Company, certify in our capacities as officers of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

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

By: /s/ Douglas W. Campbell
Douglas W. Campbell
President and Chief Executive Officer
July 15, 2024

By: /s/ Vickie D. Judy
Vickie D. Judy
Chief Financial Officer
July 15, 2024

America's Car-Mart, Inc.
2024 Annual Report

CORPORATE INFORMATION

Board of Directors

Joshua G. Welch
*Chairman of the Board
Managing Partner
Vicuna Capital I, LP*

Douglas W. Campbell
*President and Chief Executive Officer
America's Car-Mart, Inc.*

Ann G. Bordelon
*Executive Vice Chancellor for
Finance and Administration
University of Arkansas*

Jonathan Z. Buba
*Partner
Nantahala Capital Management, LLC*

Julia K. Davis
*Retired Executive Vice President and
Chief Information Officer R1 RCM*

Daniel J. Englander
*Managing Partner
Ursula Capital Partners*

Dawn C. Morris
*Founder and Chief Executive Officer
Growth Partners Group, LLC*

Jeffrey A. Williams
*Retired Chief Executive Officer
America's Car-Mart, Inc.*

Executive Officers

Douglas W. Campbell
President and Chief Executive Officer

Vickie D. Judy
Chief Financial Officer

Corporate Headquarters

1805 N 2nd St, Suite 401
Rogers, Arkansas 72756
(479) 464-9944

Annual Meeting

The annual meeting of stockholders will be held at America's Car-Mart Corporate Headquarters, 1805 N 2nd St, Suite 401, Rogers, Arkansas 72756 at 8:00 a.m. Central Time on Tuesday, August 27, 2024.

Transfer Agent and Registrar

Securities Transfer Corporation
2901 N Dallas Parkway, Suite 380
Plano, Texas 75093

Independent Public Accountants

Grant Thornton, LLP
Tulsa, Oklahoma



**AMERICA'S
CAR-MART**

Keeping You on the Road

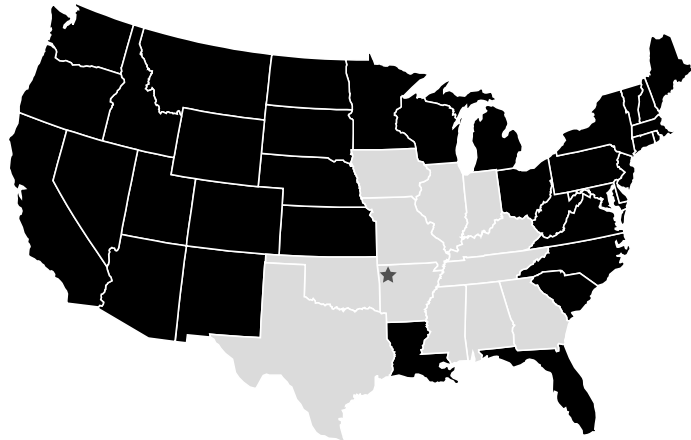


America's Car-Mart currently operates **156 dealerships** in twelve states, with headquarters in Rogers, Arkansas.

★ **Corporate Headquarters**

1805 N 2nd St, Suite 401
 Rogers, Arkansas 72756
 Phone: (479) 464-9944
 Fax: (479) 273-7556

www.car-mart.com



ALABAMA (16)

Albertville
 Anniston
 Athens
 Cullman
 Decatur
 Dothan
 Enterprise
 Florence
 Gadsden
 Montgomery
 Muscle Shoals
 Opelika
 Phenix City
 Prattville
 Troy
 Tuscaloosa

ARKANSAS (37)

Arkadelphia
 Batesville
 Benton
 Berryville
 Bryant
 Cabot
 Camden
 Centerton
 Clarksville
 Conway (2)
 El Dorado
 Fayetteville (2)
 Fort Smith
 Harrison
 Hope
 Hot Springs(2)
 Jonesboro
 Little Rock
 Magnolia
 Malvern
 Morrilton
 Mountain Home
 North Little Rock

Paragould
 Pine Bluff
 Rogers (2)
 Russellville (2)
 Searcy
 Siloam Springs
 Springdale (2)
 Van Buren

GEORGIA (9)

Brunswick
 Carrollton
 Covington
 Dalton
 Macon
 Millidgeville
 Rome
 Valdosta
 Woodstock

ILLINOIS (3)

Benton
 Marion
 Mt. Vernon

INDIANA (1)

Evansville

IOWA (1)

Burlington

KENTUCKY (12)

Bowling Green (2)
 Elizabethtown
 Glasgow
 Henderson
 Hopkinsville
 Lexington
 Madisonville
 Owensboro
 Paducah

Richmond
 Winchester

MISSISSIPPI (5)

Columbus
 Corinth
 Meridian
 Oxford
 Tupelo

MISSOURI (18)

Cape Girardeau
 Carthage
 Columbia
 Farmington
 Harrisonville
 Joplin
 Kirksville
 Lebanon
 Moberly
 Neosho
 Poplar Bluff
 Rolla
 Saint Joseph
 Sedalia
 Springfield (2)
 West Plains
 Warrensburg

OKLAHOMA (29)

Ada
 Altus
 Ardmore
 Bartlesville
 Bixby
 Broken Arrow
 Claremore
 Duncan
 Durant
 Edmond
 Enid
 Grove

Lawton
 McAlester
 Miami
 Muskogee
 Norman
 Okmulgee
 Owasso
 Ponca City
 Poteau
 Pryor
 Sapulpa
 Shawnee
 Stillwater
 Stilwell
 Tahlequah
 Tulsa (2)

TENNESSEE (9)

Chattanooga
 Clarksville
 Columbia
 Hixson
 Jackson
 Johnson City
 Knoxville (2)
 Tullahom..

TEXAS (16)

Austin
 Corsicana
 Greenville
 Longview
 Lufkin
 Mount Pleasant
 Nacogdoches
 Palestine
 Paris
 San Marcos
 Sherman
 Sulphur Springs
 Taylor
 Texarkana
 Tyler
 Wichita Falls

