UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

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

FOR THE FISCAL YEAR ENDED JANUARY 31, 2022 OR

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

Commission File No. 001-33866

TITAN MACHINERY INC.

(Exact name of registrant as specified in its charter)

Delaware	**45-0357838**
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)

644 East Beaton Drive
West Fargo, ND 58078-2648
(Address of Principal Executive Offices)

(701) 356-0130
(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, $0.00001 par value per share	TITN	The Nasdaq Stock Market LLC

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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. ☒

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 our common stock held by non-affiliates as of July 31, 2021 was approximately $567.7 million (based on the last sale price of $28.53 per share on such date as reported on the NASDAQ Global Select Market).

The number of shares outstanding of the registrant's common stock as of March 28, 2022 was 22,587,476 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the registrant's 2022 Annual Meeting of Stockholders are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this report.

Table of Contents

We make available, free of charge, copies of our annual report on Form 10-K (the "Form 10-K"), quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, on our website, *http://www.titanmachinery.com*, as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the Securities and Exchange Commission ("SEC"). We are not including the information on our website as a part of, or incorporating it by reference into, this Form 10-K.

ITEM 1. BUSINESS

Our Company

Titan Machinery Inc. and its subsidiaries (collectively, "Titan Machinery," the "Company," "we," or "our") own and operate a network of full service agricultural and construction equipment stores in the United States and Europe. We have been an authorized dealer of CNH Industrial N.V. or its U.S. subsidiaries (collectively referred to in this Form 10-K as "CNH Industrial") since our inception in 1980. CNH Industrial is a leading manufacturer and supplier of agricultural and construction equipment, which includes the Case IH Agriculture, New Holland Agriculture, Case Construction and New Holland Construction brands. Based upon information provided to us by CNH Industrial, we are the largest retail dealer of Case IH Agriculture equipment in the world, one of the largest retail dealers of Case Construction equipment in North America and one of the largest retail dealers of New Holland Agriculture and New Holland Construction equipment in the United States. In addition to the CNH Industrial brands, we sell and service equipment made by a variety of other manufacturers.

We operate our business in three reportable segments, Agriculture, Construction and International, within which we engage in four principal business activities:

- new and used equipment sales;
- parts sales;
- equipment repair and maintenance services; and
- equipment rental and other activities.

We offer our customers a one-stop solution by providing equipment and parts sales, equipment repair and maintenance services, and rental functions in each store. Our full service approach provides us with multiple points of customer contact and cross-selling opportunities. We believe our mix of equipment sales and recurring parts and service sales, as well as our geographic footprint, provide us with diversification, lowering our overall exposure to adverse economic cycles that affect particular geographic markets or segments. We also believe our scale, customer service, diverse and stable customer base, centralized resources, and experienced management team provide us with a competitive advantage in many of our local markets.

Throughout our 41-year operating history, we have built an extensive, geographically contiguous network of 74 stores in the United States and 35 stores in Europe. Our Agriculture stores in the U.S. are located in Iowa, Minnesota, Nebraska, North Dakota, South Dakota and Wyoming and include several highly productive farming regions, such as the Red River Valley in eastern North Dakota and northwestern Minnesota, portions of the corn belt in Iowa, eastern South Dakota and southern Minnesota, and along the I-80 corridor in Nebraska, which sits on top of the Ogallala Aquifer. Our Construction stores are located in Colorado, Iowa, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin. Our international stores are located in the European countries of Bulgaria, Germany, Romania, and Ukraine.

We have a history of growth through acquisitions. Since January 1, 2003, we have completed the acquisition of over 50 dealerships located in 11 U.S. states and four European countries, along with establishing a new network of dealership stores in Ukraine. We believe that there will continue to be opportunities for dealership consolidation in the future, and we expect that acquisitions will continue to be a component of our long-term growth strategy.

Products and Services

Within each of our segments, we have four principal sources of revenue: new and used equipment sales, parts sales, equipment repair and maintenance services, and equipment rental and other business activities.

New and Used Equipment Sales

We sell new agricultural and construction equipment manufactured under the CNH Industrial family of brands as well as equipment from a variety of other manufacturers. The used equipment we sell is primarily acquired through trade-ins from our customers. The agricultural equipment we sell and service includes machinery and attachments for uses ranging from large-scale farming to home and garden purposes. The construction equipment we sell and service includes heavy construction machinery, light industrial machinery for commercial and residential construction, and road and highway construction machinery. Equipment sales generate cross-selling opportunities by populating our markets with equipment in need of service and parts. Equipment revenue represented 75.4%, 72.0% and 70.3% of total revenue for the fiscal years ended January 31, 2022, 2021 and 2020.

Parts Sales

We maintain an extensive in-house parts inventory to provide timely parts and repair and maintenance support to our customers. Our parts sales provide a relatively stable revenue stream that is less sensitive to economic cycles than our equipment sales. Parts revenue represented 15.6%, 17.3% and 17.9% of total revenue for the fiscal years ended January 31, 2022, 2021 and 2020.

Equipment Repair and Maintenance Services

We provide repair and maintenance services, including warranty repairs, for our customers' equipment. All of our stores have service shops staffed by trained service technicians. In addition, our technicians are able to make off-site repairs at customer locations. We provide proactive and comprehensive customer service by maintaining service histories for each piece of equipment owned by our customers, maintaining 24/7 service hours in times of peak equipment usage, providing on-site repair services, scheduling off-season maintenance activities with customers, notifying customers of periodic service requirements and providing training programs to customers in order to educate them on standard maintenance requirements. Our after-market repair and maintenance services have historically provided a high-margin, relatively stable source of revenue through changing economic cycles. Service revenue represented 6.8%, 7.6% and 7.6% of total revenue for the fiscal years ended January 31, 2022, 2021 and 2020.

Equipment Rental and Other Business Activities

We rent equipment to our customers, primarily in the Construction segment, for periods ranging from a few days to seasonal rentals. We actively manage the size, quality, age and composition of our rental fleet and closely monitor and analyze customer demand and rate trends. We service our fleet through our on-site parts and services team, and market our rental equipment through our retail sales force. Our rental activities create cross-selling opportunities in equipment sales, including rent-to-own purchase options on our non-fleet rentals.

We provide ancillary equipment support activities such as equipment transportation, Global Positioning System ("GPS") signal subscriptions and other precision farming products, farm data management products, and CNH Industrial finance and insurance products.

Equipment rental and other revenue represented 2.2%, 3.1% and 4.2% of total revenue for the fiscal years ended January 31, 2022, 2021 and 2020.

Industry Overview

Agricultural Equipment Industry

Agricultural equipment is purchased primarily by commercial farmers for the production of crops used for food, fiber, feed grain and feedstock for renewable energy. Agricultural equipment is also purchased by "life-style farmers" and for home and garden applications, and for maintenance of commercial, residential and government properties. Deere & Company ("Deere"), CNH Industrial, and Agco Corporation ("AGCO") are the largest global manufacturers of agricultural equipment, and they each manufacture a full line of equipment and parts that supply the primary machinery requirements of farmers. In addition to the major manufacturers, several short-line manufacturers produce specialized equipment that satisfies various niche requirements of farmers. Agricultural equipment manufacturers typically grant dealers in the United States defined sales and marketing territories with designated store locations to distribute their products.

We believe there are many factors that influence demand for agricultural equipment, parts, and repair and maintenance services, including net farm income, commodity markets, production yields, tariffs and trade policies, interest rates, government policies, European Union subvention funds and individual European country subsidies, tax policies, local growing conditions, and general economic conditions. Any of these conditions can change materially in a short time period, creating volatility in demand for our products and services. U.S federal legislation, such as the Farm Bill, attempts to stabilize the agriculture industry through various policies including (i) commodity programs consisting of direct, counter-cyclical and price support payments to farmers; (ii) conservation programs; (iii) crop insurance programs; and (iv) disaster relief programs. In recent years, the U.S. federal government has furnished market facilitation program payments to farmers or ranchers to compensate for the adverse impact of trade policies, along with payments under the Coronavirus Aid, Relief, and Economic Security ("CARES") Act, which payments have assisted our customers. We believe that these various federal policies reduce financial volatility in the agriculture industry and assist farmers in continuing to operate their farms during economic down cycles and through the adverse headwinds caused by trade policies and tariffs.

Construction Equipment Industry

Construction equipment is purchased primarily for use in commercial, residential and infrastructure construction, as well as for agriculture, demolition, energy production and forestry operations. Caterpillar, Inc., Deere, Komatsu Ltd., the Volvo Group, Terex Corporation, Doosan, and CNH Industrial are some of the largest global manufacturers of construction and industrial equipment. The market for construction equipment is segmented across multiple categories including earth moving, lifting, light industrial, asphalt and paving, and concrete and aggregate equipment. As with agricultural equipment, distribution of construction equipment in the United States is accomplished primarily through manufacturer authorized dealers.

CNH Industrial and industry reports show that demand for construction equipment in our markets is driven by several factors, including (i) public spending on roads, highways, sewer and water projects, and other public works projects; (ii) public and private expenditures for the energy industries, which are driven in part by demand for fossil fuels, metals and other commodities; (iii) business conditions in the agriculture industry; and (iv) general economic and market conditions of the construction sector for residential and commercial buildings.

Business Strengths

We believe the following attributes are important factors in our ability to compete effectively and to achieve our long-term financial objectives:

Centralized Inventory Management

We believe our significant scale enables us to centrally manage our inventory, permitting us to more effectively manage inventory levels at each store while still providing a significant breadth of equipment and parts inventories to our customers throughout our footprint. Moreover, our floorplan financing capacity enables us to opportunistically purchase and carry inventory to satisfy market demands.

Superior Customer Service at the Local Level

Our centralization of numerous administrative functions better positions our employees in the field to focus on customer service. We believe that the following capabilities enable us to better service our customers:

- our ability to staff a large number of highly-trained service technicians across our network of stores, which makes it possible to schedule repair services on short notice without affecting our technician utilization rates;
- our ability to staff and leverage product and application specialists across our network of stores, which makes it possible to offer valuable pre-sale and aftermarket services, including equipment training, best practices education and precision farming technology support; and
- our ability to innovate and lead our industry through initiatives such as precision farming and farm data management products and services, which provide our customers with the latest advances in technology and operating practices.

We spend significant time and resources training our employees to effectively service our customers in each of our local markets. Our training program involves active participation in all manufacturer-sponsored training programs, the use of industry experts for customized training programs, and a centralized training team to assist in training programs and the integration of newly-acquired dealerships. We also partner with several technical colleges to sponsor students who we plan to eventually employ as service technicians.

Ability to Act on Acquisition Opportunities

We believe that our experienced management team and access to capital enables us to be opportunistic in responding to accretive growth opportunities, primarily arising from the continued consolidation of the equipment dealer network.

Superior Centralized Marketing Systems

Our shared resource group includes a professional marketing team that supports all aspects of brand and solution awareness, customer analytics and targeting, and lead generation through multichannel campaigns that typically incorporate digital marketing (email, website, search, social and syndication), direct mail, and regional and local advertising and sponsorships. Our marketing functions also drive increased customer engagement and loyalty through participation in trade shows and industry events and communication and coordination for local store open houses, service clinics, equipment demonstrations, product showcases and customer appreciation outings.

Ability to Attract and Retain Superior Employees.

We recognize that attracting and retaining talented employees is essential to achieving outstanding company performance. We strive to develop our employees through a structured training program, and to invest in our employees' development. In addition, we have robust compensation tools that allow us to react to rapidly changing market conditions and reward employees for high performance. We believe that our efforts in these areas will enable us to attract and retain superior employees, necessary for us to be successful in our industry. See "Human Capital".

Diverse and Stable Customer Base Reduces Market Risk

Our large geographic footprint covering eight U.S. states and four European countries provides a diversified customer base. We believe that this diverse customer base reduces the potential impact of risks associated with customer concentration and fluctuations in local market conditions. During fiscal 2022, none of our customers accounted for more than 1.0% of our total revenue. Revenue from customers located outside of the United States is primarily included in our International segment, which represented 18.6%, 15.5% and 18.1% of total consolidated revenue during fiscal 2022, 2021 and 2020, respectively. In addition, our large geographic footprint enables us to capitalize on crop diversification and disparate weather conditions in growing regions, as well as local trends in residential, infrastructure and commercial construction.

Experienced Management Team

Our executive team is led by David Meyer, our Board Chair and Chief Executive Officer, who has over 40 years of industry experience. Our other executive team members, managers in the field, and equipment sales consultants also have extensive knowledge and experience in our industry. We compensate, develop and review our managers and sales employees based on an approach that aligns their incentives with the goals and objectives of our Company, including achievement of revenue, profitability, market share and balance sheet objectives. We believe the strength of our management team assists to improve our success in the marketplace.

Growth Strategy

We pursue the following growth strategies:

Increasing Same-Store Sales and Market Share

Increasing same-store sales and market share are among our top priorities. This type of growth both enhances our current period revenue and increases our potential future revenue during the life of the sold equipment as a result of the potential for recurring parts and service business. We seek to generate growth in same-store sales and market share through the following:

- employing significant marketing and advertising programs, including targeted direct mailings, internet based marketing, advertising with targeted local media outlets, participation in and sponsorship of trade shows and industry events, our Titan Trader monthly magazine, and by hosting open houses, service clinics, equipment demonstrations, product showcases and customer appreciation outings;
- supporting and providing customers with training on evolving technologies, such as precision farming and farm data management, which can be difficult for small dealers to support;
- maintaining state-of-the-art service facilities, mobile service trucks and trained service technicians to maximize our customers' equipment uptime through preventative maintenance programs and seasonal 24/7 service support; and
- centrally managing our inventory to optimize the availability of equipment and parts for our customers.

Strategic Acquisitions

Since January 1, 2003, we have completed the acquisition of over 50 dealerships located in 11 U.S. states and four European countries. In addition, we have added dealership locations in Ukraine through new start-up operations. The agricultural and construction equipment dealership industries are fragmented and consist of many relatively small, independent businesses serving discrete local markets. We believe a favorable climate for dealership consolidation will continue to exist in the future due to several factors, including the competitiveness of our industry, increased dealer capitalization requirements, increased sophistication and complexity of equipment and related technologies, increased expectations from our customers and our equipment suppliers, and the lack of succession alternatives for many current owners. We intend to pursue acquisitions with the objectives of entering new markets, consolidating distribution within our existing footprint, and strengthening our competitive position. We expect that strategic acquisitions will continue to be a component of our long-term growth strategy.

We regularly assess the acquisition landscape, evaluating potential acquisitions in terms of availability and alignment to our long-term growth strategy. Typically, in an acquisition, we have acquired only the working capital and fixed assets that we believe are necessary to run an efficient store, and we do not generally assume any indebtedness. On occasion, we have acquired all of the outstanding equity of a company. Acquisitions are typically financed with available cash balances, floorplan payable line of credit capacity, and long-term debt.

The consent of CNH Industrial is required to acquire any CNH Industrial dealership. Additionally, the consent of our lender group, consisting of a number of national and regional banks (the "Bank Syndicate"), is required for acquisitions meeting certain thresholds or other criteria as defined in our credit agreement.

Suppliers

CNH Industrial—Case IH Agriculture, Case Construction, New Holland Agriculture and New Holland Construction

CNH Industrial is a publicly-traded, global leader in the agricultural and construction equipment industries. In 2021, CNH Industrial generated $17.8 billion in revenue from its equipment operations. CNH Industrial is the world's second largest manufacturer of agricultural equipment, manufacturing the Case IH Agriculture and New Holland Agriculture brands of equipment. Case IH Agriculture, recognized by the red color of its equipment, possesses over 170 years of farm equipment heritage. New Holland Agriculture, recognized by the blue color of its tractors and the yellow color of its harvesting and hay equipment, has over 120 years of farm equipment industry experience. The Case Construction and New Holland Construction brands are also owned and operated by CNH Industrial.

In fiscal 2022, CNH Industrial supplied approximately 76% of the new equipment sold in our Agriculture segment, 66% of the new equipment sold in our Construction segment, and 70% of the new equipment sold in our International segment. In addition, CNH Industrial provides financing and insurance products and services to our end-user customers through its affiliate CNH Industrial Capital America, LLC ("CNH Industrial Capital").

Our relationship with CNH Industrial is more than a typical supply relationship; it is strategic for both our Company and CNH Industrial. In that regard, we believe that it is in each company's interest to maintain and develop the longstanding strong relationship we share.

Dealership Agreements

We have entered into separate dealership agreements with CNH Industrial to sell and service the Case IH Agriculture, New Holland Agriculture, Case Construction and New Holland Construction brands (collectively the "CNH Industrial Dealer Agreements”). Separate CNH Industrial Dealer Agreements exist for each of our North American stores or store complexes, and for each of the European countries in which we operate. The structure of the North American and European agreements are very similar. Except as noted, the following discussion describes each of the North American CNH Industrial Dealer Agreements.

Each of the CNH Industrial Dealer Agreements assign to us a geographically defined area of primary responsibility, providing us with distribution and product support rights within the identified territory for specific equipment products. Although the dealer appointment is non-exclusive, in each territory there is typically only one dealer responsible for retail sales to end-users and for after-sales product support of the equipment. If we sell certain CNH Industrial construction equipment outside of our designated sales and service areas, CNH Industrial has the right to require that we pay sales and service fees for purposes of compensating the dealer assigned to such territory. We are authorized to display and use CNH Industrial trademarks and trade names at our stores, with certain restrictions.

Under our CNH Industrial Dealer Agreements, we have both the right and obligation to sell CNH Industrial equipment and related parts and products and to provide customers with repair services. The CNH Industrial Dealer Agreements impose various requirements on us regarding the location and appearance of facilities, satisfactory levels of new equipment and parts inventories, the training of personnel, adequate business enterprise and information technology systems, adequate working capital, a maximum adjusted debt to tangible net worth ratio, development of annual sales and marketing goals, and furnishing of monthly and annual financial information to CNH Industrial. We must obtain the approval or consent of CNH Industrial in the event of proposed fundamental changes to our ownership, governance or business structure (defined as "change in control" events) including, among other things, (i) a merger, consolidation or reorganization, unless securities representing more than 50% of the total combined voting power of the successor corporation are immediately owned, directly or indirectly, by persons that owned our securities prior to the transaction; (ii) a sale of all or substantially all of our assets; (iii) any transaction or series of transactions resulting in a person or affiliated group acquiring 30% or more of the combined voting power of our securities or, in the case of a competitor of CNH Industrial, acquiring 20% or more of the combined voting power of our securities; (iv) a substantial disposition of shares of our common stock by certain named executives; (v) certain significant changes in the composition of our Board of Directors; and (vi) replacement of our Chief Executive Officer. The CNH Industrial Dealer Agreements do not establish mandatory minimum or maximum retail pricing for our equipment, parts, or service offerings.

The Case IH Agricultural dealership agreement and the Case Construction dealership agreement have fixed terms expiring on December 31, 2027, and renew automatically for successive 5-year terms unless either party notifies the other party of its intention not to renew or otherwise exercises its termination rights under the agreement. The New Holland dealership agreement is a 12-month agreement, with automatic 1-year renewals unless either party notifies the other party of its intention not to renew or otherwise exercises its termination rights under the agreement.

CNH Industrial has the right to terminate its dealer agreements with us immediately in certain circumstances, including in the event of (i) our insolvency or bankruptcy, (ii) a material breach by us of the provisions of a CNH Industrial Dealer Agreement or (iii) our failure to secure the consent of CNH Industrial prior to the occurrence of a "change in control" event. The CNH Industrial Dealer Agreements governing Case Construction equipment grant CNH Industrial the right to terminate these CNH Industrial Dealer Agreements for any reason upon 120 days prior written notice. In addition, we have the right to terminate any of the CNH Industrial Dealer Agreements at any time, with or without cause, upon 60 days prior written notice. Subject to protections provided under state dealer protection laws, in the event that CNH Industrial offers a new dealer agreement or an amendment to the existing CNH Industrial Dealer Agreements to all authorized CNH Industrial dealers located in the state, CNH Industrial is permitted to terminate our existing CNH Industrial Dealer Agreements for stores located in that state upon at least 180 days prior written notice if we refuse or otherwise fail to enter into such new agreements or amendments. In addition, to the extent CNH Industrial determines that we are not meeting our obligations under the CNH Industrial Dealer Agreement with respect to a particular product, CNH Industrial may, upon 60 days prior written notice to us, remove such product from the authorized product list allowed to be sold or serviced by us. In the event of termination of any of the CNH Industrial Dealer Agreements, CNH Industrial is obligated to repurchase the inventory of the CNH Industrial brand applicable to the agreement being terminated. The CNH Industrial Dealer Agreements generally do not include non-compete provisions that apply during or after the term of such agreements or limit our operations apart from our designated CNH Industrial dealership store locations. Our CNH Industrial Dealer Agreements for Case Construction equipment, absent consent of CNH Industrial, restrict our ability to sell competing products (new equipment and parts) of other manufacturers at our Case dealership store locations during the term of such agreements. Our CNH Industrial Dealer Agreements require us to operate any material business activities not related to sales of CNH Industrial products or services to customers in agricultural, construction, industrial or similar markets separately from our CNH Industrial dealership business.

CNH Industrial and other equipment suppliers frequently provide to its dealers interest free financing on equipment purchases. The interest free periods are for varying terms but generally less than 6 months. After the supplier's interest free floorplan expires, for any equipment that has not already been sold at retail, we typically pay off the supplier's financing with cash or through one of our lower interest rate floorplan credit facilities. Generally, payment for parts purchased from CNH Industrial entities is due within 30 days. CNH Industrial makes available to us any floorplan programs, parts return programs, sales or incentive programs or similar plans or programs it offers to its other dealers, and provides us with promotional items and marketing materials.

The CNH Industrial Dealer Agreements for our European operations, with the exception of Ukraine, grant to us exclusive territories. We are restricted in our ability to sell competing products in our assigned territories. Our CNH Industrial Dealer Agreements for our European operations do not have a fixed term. CNH Industrial can terminate these agreements immediately in certain circumstances constituting cause, and for any reason upon 24 months' prior written notice.

Other Suppliers

In addition to products supplied by CNH Industrial, we sell a variety of new equipment and parts supplied by other manufacturers. These products tend to address specialized niche markets and complement the CNH Industrial products we sell by filling gaps in the CNH Industrial line of products. We believe our offering of products for specialized niche markets supports our goal of being a one-stop solution for our customers' equipment needs at each of our stores. Approximately 27% of our total new equipment sales in fiscal 2022 resulted from sales of products manufactured by companies other than CNH Industrial, with our single largest manufacturer other than CNH Industrial representing approximately 2% of our total new equipment sales during fiscal 2022. The terms of our arrangements with these other suppliers vary, but most of the dealership agreements contain termination provisions allowing the supplier to terminate the agreement after a specified notice period, which is typically 30 days. Payment and financing practices with these other suppliers are similar to those practices described above with respect to CNH Industrial.

Customers

Our North America agriculture customers vary from small, single machine owners to large farming operations, primarily in the states of Iowa, Minnesota, Nebraska, North Dakota, South Dakota and Wyoming. In fiscal 2022, no single agriculture customer accounted for more than 1.0% of our Agriculture revenue.

Our Construction customers include a wide range of construction contractors, public utilities, forestry, energy companies, farmers, municipalities and maintenance contractors, primarily in the states of Colorado, Iowa, Minnesota, Nebraska, North Dakota, South Dakota, and Wisconsin. They vary in size from small, single machine owners to large firms. In fiscal 2022, no single construction equipment customer accounted for more than 2.0% of our Construction revenue.

Our international customers vary from small, single machine owners to large farming operations, primarily in the European countries of Bulgaria, Germany, Romania, and Ukraine. We also sell Case construction equipment in Bulgaria and Romania. In fiscal 2022, no single international customer accounted for more than 2.0% of our International revenue.

Floorplan Payable Financing

We attempt to maintain at each store, or have readily available at other stores in our network, sufficient new equipment inventory to satisfy customer demand. Inventory levels fluctuate throughout the year and tend to increase before the primary sales seasons for agricultural equipment.

The cost of floorplan payable financing is an important factor affecting our financial results. CNH Industrial Capital offers floorplan payable financing to CNH Industrial dealers to finance the purchase of inventory from CNH Industrial and for used equipment inventory purchased on trade-ins from our customers. CNH Industrial Capital provides this financing in part to enable dealers to carry representative inventories of equipment and encourage the purchase of goods by dealers in advance of seasonal retail demand. CNH Industrial Capital charges variable market rates of interest based on the prime rate on balances outstanding after any interest-free periods and receives a security interest in inventory and other assets. Interest-free periods are generally about four months in duration for both new and used agriculture and construction equipment. As of January 31, 2022, we had a $450.0 million floorplan credit facility with CNH Industrial Capital.

In addition to the CNH Industrial Capital floorplan line of credit, as of January 31, 2022, we also had a $185.0 million wholesale floorplan line of credit under the Bank Syndicate Agreement, and a $50.0 million credit facility with DLL Finance LLC that can be used to finance inventory purchases. In addition, we have other lines of credit offered by various financial institutions as well as floorplan payable financing programs offered by manufacturers and suppliers, or their third party lenders, from which we purchase equipment inventory.

Sales and Marketing

We currently market our products and services through:

- our sales employees, who operate out of our network of local stores and call on customers in the markets surrounding each store;
- our area product support managers, and our store parts managers and service managers, who provide our customers with comprehensive after-market support;
- our website;
- local and regional advertising efforts, including broadcast, cable, print and web-based media; and
- alternative channels, such as auctions, for selling our aged equipment inventories.

Equipment Sales Consultants and Centralized Support

Our equipment sales employees (who we refer to as "equipment sales consultants") perform a variety of functions, such as servicing customers at our stores, calling on existing customers, and soliciting new business at farming, construction and industrial sites. We develop customized marketing programs for our sales force by analyzing each customer group for profitability, buying behavior and product selection. All members of our sales force are expected to participate in internal and external manufacturer-sponsored training sessions to develop product and application knowledge, sales techniques and financial acumen. Our shared resources group provides centralized sales and marketing support for our field operations, and coordinates centralized media buys, strategic planning, sales support and training. In addition, we enable our regional and area managers and their sales teams to develop localized sales and marketing strategies.

Parts Managers and Service Managers

Our parts managers and service managers at our stores are involved in our efforts to market our parts and service offerings, taking advantage of our seasonal marketing campaigns in parts and service sales. As a group, they have won multiple awards from our suppliers for their efforts benefiting both our customers and our key suppliers.

Website

Our used equipment inventories are marketed on our website, *www.titanmachinery.com,* through an equipment search feature which allows users to search by equipment type, manufacturer, price and/or store. A picture of each piece of equipment is shown, along with the equipment specifications, price and store location. Parts manufactured by the CNH Industrial brands are marketed and can be purchased directly through our website. Other sales and financing programs are also marketed through our website. Finally, our website provides dealer locator search functions and provides the contact information for the various departments at each of our stores.

Print, Broadcast and Web-Based Advertising Campaigns

Each year we initiate several targeted direct mail, print and broadcast advertising and marketing campaigns. CNH Industrial and other suppliers periodically provide us with advertising funds, which we primarily use to promote new equipment, parts and financing programs. We will continue to explore and launch additional sales channels as appropriate, including, for example, additional internet-based efforts.

Channels for Selling Aged Equipment Inventory

In certain circumstances, we sell aged equipment inventories through the use of alternative channels such as onsite and online auctions.

Competition

The agricultural and construction equipment sales and distribution industries are highly competitive and fragmented, with large numbers of companies operating on a regional or local scale. Our competitors range from multi-location, regional operators to single-location dealers and include dealers and distributors of competing equipment brands, including Deere, Caterpillar and the AGCO brands, as well as other dealers and distributors of the CNH Industrial family of brands. Competition among equipment dealers, whether they offer agricultural or construction products or both, is primarily based on the price, value, reputation, quality and design of the products, technology, customer service including repair and maintenance service provided by the dealer, the availability of equipment and parts, and the accessibility of stores. While we believe we compete favorably on each of these competitive factors, our sales and margins may be impacted by (i) aggressive pricing competition by equipment manufacturers or their dealers, (ii) our ability to obtain higher service margins based on our service quality and reputation, and (iii) our ability to attract new and maintain existing customers based on the availability and quality of the products we offer and our local relationships and reputation.

We are one of the established regional-scale agricultural and construction equipment dealers in the United States and Europe. The number of other agricultural and construction equipment dealers operating on a regional scale is limited. Our primary regional-scale competitors include RDO Equipment Co., Butler Machinery Company, Ziegler Inc., Brandt Holdings Co., Wagner Equipment Co., 21st Century Equipment, LLC, AKRS Equipment Solutions, Inc., C & B Operations, LLC, and Van Wall Equipment, Inc.

Corporate Information

We were incorporated as a North Dakota corporation in 1980 and reincorporated in Delaware in December 2007 prior to our initial public offering. Our executive offices are located at 644 East Beaton Drive, West Fargo, ND 58078-2648. Our telephone number is (701) 356-0130. We maintain a website at *www.titanmachinery.com.* Our SEC filings are available on the Investor Relations page of our website or at www.sec.gov.

Intellectual Property

We have registered trademarks for certain names and designs used in our business and have trademark applications pending for certain others. We operate each of our stores under the Titan Machinery name. Case IH, Case and New Holland are registered trademarks of CNH Industrial, which we are authorized to use pursuant to the terms of the CNH Industrial Dealer Agreements. We also license trademarks and trade names from other suppliers of equipment to us.

Product Warranties

Product warranties for new equipment and parts are provided by the original equipment manufacturer ("OEM"). The term and scope of these warranties vary greatly by OEM and by product. At the time equipment is purchased, we also offer customers the option of purchasing extended warranty protection provided by the OEM or through various third-party warranty providers. We are paid by the OEM for repairs we perform on equipment under warranty. We generally sell used equipment "as is" and without OEM warranty unless the original warranty period has not expired and is transferable. We also offer extended warranty programs on certain used equipment through various third-party warranty providers.

Seasonality & Weather

The agricultural and construction equipment businesses are highly seasonal, which causes our quarterly results and our cash flow to fluctuate during the year. Our customers generally purchase and rent equipment in preparation for, or in conjunction with, their busy seasons. For farmers, the busy seasons are spring planting and fall harvesting. For construction customers, the busy season is typically the second and third quarters of our fiscal year for much of our Construction footprint, subject to weather conditions. Our parts and service revenues are typically highest during our customers' busy seasons as well, due to the increased use of their equipment during this time, which generates the need for more parts and service work. Weather conditions impact the timing of our customers' busy times, which may cause our quarterly financial results to differ between fiscal years. In addition, the fourth quarter typically is a significant period for equipment sales in the U.S. because of our customers' year-end tax planning considerations, the timing of dealer incentives and the increase in availability of funds from completed harvests and construction projects.

Seasonal weather trends, particularly severe wet or dry conditions, can have a significant impact on regional agricultural and construction market performance by affecting crop production yields and the ability to undertake construction projects. Weather conditions that adversely affect the agricultural or construction markets would have a negative effect on the demand for our products and services.

In addition, numerous external factors such as credit markets, commodity prices, production yields, and other circumstances may disrupt normal purchasing practices and buyer sentiment, further contributing to the seasonal fluctuations.

Human Capital

We recognize that our success is highly dependent upon the talents and dedication of our employees. As a result, we are committed to attracting, developing and retaining a team of highly talented and motivated employees.

Employee Recruitment

We strive to attract the best talent from a variety of sources to meet the current and future needs of our business. We have established relationships with multiple high schools, trade schools and colleges across our footprint, which we utilize as a source for entry-level talent. Additionally, we believe it is incumbent upon all of our managers to continuously monitor their local markets for experienced individuals who might be successful additions to our organization. We seek a workforce that reflects the communities in which we operate, and strive to create diverse, equal and inclusive workplaces where our employees have the opportunity to achieve their full potential.

Compensation Programs and Employee Benefits

We conduct regular assessments of our pay and benefit practices. Our compensation programs are designed to attract, retain, motivate and reward employees who must operate in a highly competitive, fast-paced environment. In general, our compensation programs consist of a base salary or hourly rate, commissions for employees in front-line customer facing sales roles, cash performance bonuses, health and dental insurance benefits, health savings and flexible spending accounts, a 401(k) plan, paid time off, family leave, an employee assistance program, tuition assistance, and other benefit programs.

Training and Development

We devote significant resources to staff training and development, including tuition assistance for career-enhancing academic programs. Our training and development programs are designed to facilitate the development and advancement of talent from within our organization to ensure we continuously fill our ranks with qualified employees for critical positions in the organization. Members of our training and development team collaborate with employees from our various operations teams to identify our strategic training needs and prioritize the development of appropriate training content.

Employee Engagement and Retention

We conduct periodic comprehensive employee engagement surveys designed to measure organizational culture and engagement. The purposes of the surveys are to monitor overall employee engagement, identify actions that can be taken to improve our employee engagement and motivation, and to continuously improve employee retention. Data collected in each employee engagement survey is maintained and used to track our progress.

Management continually monitors employee turnover data, which is supplemented with additional data from exit surveys, to assist in determining the reasons for voluntary employee terminations. The turnover rate of our service technicians is also monitored closely by management, as the retention of skilled service technicians is critical to our success. Demand for service technicians across the country is very high, and turnover in this role is also traditionally high for all equipment dealers.

Health and Safety

Employee health and safety is of paramount importance to us. We strongly believe that a safe work environment will help us gain a competitive advantage, and that doing what is right, honest and ethical is essential to developing trust with our partners. This includes providing a safe place to works, safety training relevant to the employee's position, and following all safety and environmental regulations. We ensure that safety performance data is tracked, aggregated, and reviewed on an ongoing basis across our organization. Our corporate safety team collects data on recordable injury rates, serious injury rates, and near misses from each of our facilities, and engages in a root cause analysis and identifies corrective action to prevent future occurrences. This data is reviewed monthly by the executive leadership team and shared with the Company's Board of Directors on a quarterly basis.

We are also interested in improving the health and well-being of our employees. The purpose of our U.S. employee wellness program is to help educate, motivate and reward our employees for maintaining healthy lifestyles.

Performance Management

We have developed an employee performance management program that is consistently applied throughout our U.S. operations. The core goal of our performance management process is to develop and maintain a high-performing organization that is positioned to meet our business objectives. Our performance management program focuses on enabling staff employees and their managing supervisors to gain alignment through:

a. a structured annual goal-setting process where managers and associates work collaboratively to develop specific, measurable, achievable, relevant and time bound (SMART) goals that align with our overarching business objectives and our Company values;

b. clear, organization-wide expectations that managers and staff employees monitor progress toward completion of their SMART goals with regular coaching sessions and periodic evaluations; and

c. an annual performance discussion.

Commitment to Core Values and Ethical Culture

In addition to our focus on performance, our employees are also guided by our corporate core values of: "Our People", "Integrity", "Excellence", and "Teamwork." We continue to promote these values from the top down. In addition, we promote a commitment to ethics and compliance among our global workforce through our Code of Ethics and related training programs.

Community Engagement

As a Company, we believe being good community citizens is critical to our success, and we encourage our employees to be involved in the communities where we operate. We offer paid time off for employees to volunteer their time to community efforts.

Employees

As of January 31, 2022, we employed 2,288 people on a full-time basis, 1,637 in the U.S. and 651 in Europe, and an additional 148 part-time employees. We do not regularly use independent contractors in our business operations. To date, we have not experienced any work stoppages as a result of labor disputes, and we consider our relationship with our employees to be good. Our employees are not covered by a collective bargaining agreement.

Environmental and Other Governmental Regulation

We are subject to a wide range of environmental laws and regulations, including those governing discharges into water, air emissions, storage of petroleum substances and chemicals, handling and disposal of solid and hazardous wastes, remediation of various types of contamination, and otherwise relating to health, safety and protection of the environment.

Our business involves the generation, use, handling, and disposal of hazardous or toxic substances and wastes and the use of above ground and underground storage tanks (ASTs and USTs). Operations involving the management of wastes and the use of ASTs and USTs are subject to requirements of the Resource Conservation and Recovery Act, analogous state statutes, and their implementing regulations. Pursuant to these laws, federal and state environmental agencies have established approved methods for handling, storing, treating, transporting, and disposing of regulated substances and wastes with which we must comply.

We also are subject to laws and regulations governing responses to any releases of contamination at or from our facilities or at facilities that receive our hazardous wastes for treatment or disposal. The Comprehensive Environmental Response, Compensation and Liability Act and similar state statutes, can impose strict and joint and several liability for cleanup costs on those that are considered to have contributed to the release of a "hazardous substance."

We also are subject to the Clean Water Act, analogous state statutes, and their implementing regulations which, among other things, prohibit discharges of pollutants into regulated waters without permits, require containment of potential discharges of oil or hazardous substances, and require preparation of spill contingency plans.

We have incurred, and will continue to incur, costs and capital expenditures to comply with these environmental laws and regulations. We believe that our operations currently are conducted in substantial compliance with all applicable regulations. None of our dealerships have been subject to any material liabilities in the past, nor do we know of any fact or condition that would result in any material liabilities being incurred in the future.

In addition to the environmental regulations discussed above, we are subject to numerous federal, state, and local laws regulating the conduct of our business, including those relating to sales and marketing, taxation, employment practices, working conditions, data privacy, and corruption. The foreign countries and domestic states that we operate in, subject us to a significant number of regulatory jurisdictions. We believe that we are currently in material compliance with laws and regulations applicable to our business operations.

ITEM 1A. RISK FACTORS

Risks related to our Reliance on CNH Industrial

We are substantially dependent upon CNH Industrial, our primary supplier of equipment and parts inventory.

The substantial majority of our business involves the sale and distribution of new equipment and after-market parts supplied by CNH Industrial and the servicing of equipment manufactured by CNH Industrial. In fiscal 2022, CNH Industrial supplied approximately 76% of the new equipment sold in our Agriculture segment, 66% of the new equipment sold in our Construction segment, and 70% of the new equipment sold in our International segment, and supplied a significant portion of our parts inventory. The success of our stores, and our business as a whole, is dependent on CNH Industrial in several key respects.

First, we rely on CNH Industrial for new equipment inventory. Our ability to maintain or grow market share is dependent on CNH Industrial’s ability to design, manufacture, and allocate to our stores at the right time high quality and desirable products that compare favorably to those of our principal competitors in terms of price, quality, functionality, features, connected and digital solutions, and autonomy. Supply chain issues and labor shortages could diminish the manufacturing output of CNH Industrial's plants, resulting in our stores not receiving inventories in the expected quantities and timelines necessary to satisfy customer demand. Any failure of CNH Industrial to offer competitive products, or delays in bringing strategic new products to market, could have a material adverse effect on our business, results of operations and financial condition.

Second, CNH Industrial supports our business by providing financial assistance and marketing support including the following:

- Floorplan payable financing for the purchase of a substantial portion of our equipment inventory;
- Retail financing used by many of our customers to purchase CNH Industrial equipment from us;
- Incentive programs and discount programs offered from time to time that enable us to price our products more competitively; and

- Promotional and marketing activities on national, regional and local levels.

Our financial performance is dependent on CNH Industrial's continued commitment to these offerings, at a level that allows us to be competitive in our markets.

Third, CNH Industrial provides product warranties and, in some cases, extended warranties to our customers. Our stores perform warranty work for equipment under these product warranties, and we direct bill CNH Industrial as opposed to invoicing the store customer. At any particular time, we have significant receivables from CNH Industrial for warranty work performed. CNH Industrial's commitment to its product warranties is important to both our market share success and our parts and service revenue.

CNH Industrial may be adversely impacted by economic downturns, industry declines, natural disasters, labor strikes or similar disruptions, financial performance and liquidity concerns, supply shortages or rising raw materials costs, failed strategic initiatives, or other adverse events. Our business, results of operations, and financial condition could be materially adversely affected as a result of any event that has a material adverse effect on CNH Industrial.

Furthermore, our financial performance and future success are highly dependent on the overall reputation, brand and success of CNH Industrial in the agricultural and construction equipment manufacturing industries, including its ability to maintain a competitive position in product innovation, product quality, and product pricing.

The terms of our CNH Industrial dealer agreements subject us to restrictions that may adversely impact our business including our ability to acquire additional stores.

We have entered into CNH Industrial Dealer Agreements under which we sell CNH Industrial's branded agricultural and construction equipment, along with after-market parts and repair services. Subject to applicable state statutes that may govern the dealer-manufacturer legal relationship, CNH Industrial may terminate our CNH Industrial Dealer Agreements immediately in certain circumstances, following written notice and cure periods for certain breaches of the agreement, and for any reason under our Case Construction agreement following 120 days' prior written notice. If CNH Industrial were to terminate all or any of its CNH Industrial Dealer Agreements with us, our business would be severely harmed.

Furthermore, CNH Industrial may unilaterally change its operating practices under the terms of the CNH Industrial Dealer Agreements to, among other things, change or authorize additional dealers in our sales and service areas, change its distribution system to the detriment of its dealers like us, limit our product offerings, and change pricing or delivery terms. If CNH Industrial were to change the terms of our CNH Industrial Dealer Agreements or its operating practices in a manner that adversely affects us, our business and results of operations would be harmed.

Our CNH Industrial Dealer Agreements impose obligations and restrictions on us.

Under our CNH Industrial Dealer Agreements, we are obligated to actively promote the sale of CNH Industrial equipment within our designated geographic areas of responsibility, fulfill the product warranty obligations of CNH Industrial (subject to CNH Industrial's payment to us of the agreed upon reimbursement), maintain adequate facilities and workforce to service the needs of our customers, maintain equipment and parts inventories at the level deemed necessary by CNH Industrial to meet sales goals as stated in the annual business plan mutually agreed upon by us and CNH Industrial, maintain adequate working capital, and maintain stores only in authorized locations.

Consent of CNH Industrial is required for certain material changes in our ownership, governance or business structure, including the acquisition by any person or group of persons of 30% or more of our outstanding stock or 20% or more of our outstanding stock if the acquiring person or group is a competitor of CNH Industrial. This requirement may have the effect of discouraging a sale or other change in control of the Company, including transactions that may be in the best interests of our stockholders.

The acquisition of additional CNH Industrial geographic areas of responsibility and store locations in our Agriculture, Construction and International segments requires the consent of CNH Industrial under our CNH Industrial Dealer Agreements. CNH Industrial may decline, in its sole discretion, to consent to any acquisition of an additional CNH Industrial store location we may pursue. If CNH Industrial is unwilling to consent to any future proposed acquisition of additional dealerships, our ability to execute on our acquisition strategy and to grow our business may be impaired.

Our CNH Industrial Dealer Agreements require us to operate any material business activities not related to sales of CNH Industrial products or services to customers in agricultural, construction, industrial or similar markets separately from our CNH Industrial dealership business. In addition, our CNH Industrial Dealer Agreement for Case Construction equipment prohibits us from carrying other suppliers' products (new equipment and parts) at our Case Construction stores that are competitive with CNH Industrial's products. These restrictions may discourage or prevent us from pursuing activities that we believe will grow our business.

Risks Related to Economic Conditions Affecting our Customers' Demand for our Products and Services

Our agriculture equipment sales are significantly affected by net farm income, which is influenced by factors which we have no control.

Farmers' capital expenditures often follow a cyclical pattern, with increased equipment purchases typically occurring during boom cycles spurred by high net farm income and strong farmer balance sheets. Net farm income is influenced by factors such as:

- the price of agricultural commodities and the ability to competitively export agricultural commodities;
- the profitability of agricultural enterprises, farmers' income and their capitalization;
- the demand for food products;
- the availability of stocks from previous harvests; and
- agricultural policies, including aid and subsidies to agricultural enterprises provided by governments, policies impacting commodity prices or limiting the export or import of commodities, and alternative fuel mandates.

In addition to macroeconomic drivers of net farm income, local growing conditions also influence farmers' buying sentiment within the affected geography. Therefore, droughts, excess rain, hail, and other unfavorable climatic conditions affecting certain geographic regions will adversely impact the local farmers' buying sentiment.

The nature of the agricultural industry is such that a downturn in equipment demand can occur suddenly, resulting in negative impact on dealers in the form of declining revenues, reduced profit margins, excess new and used equipment inventories, and increased floorplan interest expenses. These downturns may be prolonged, and during these periods, our revenues and profitability could be harmed.

Demand for our parts and repair services, although not as cyclical as equipment purchases, also can be negatively affected in agricultural industry downturns and in regions affected by adverse weather or growing conditions which result in fewer acres planted or harvested.

Our construction equipment sales are affected by several market factors over which we have no control.

Our construction equipment customers primarily operate in the natural resource, construction, transportation, agriculture, manufacturing, industrial processing and utilities industries. The construction equipment market is influenced by factors such as:

- public infrastructure spending;
- new residential and non-residential construction; and
- capital spending in oil and gas, forestry, agricultural and mining.

The construction industry in many of our geographical areas has experienced periodic, and sometimes prolonged, economic down cycles. During these downturns our revenues and profitability could be adversely impacted.

The ability to obtain affordable financing is an important part of a customer's decision to purchase agricultural or construction equipment. Projected interest rate hikes will increase financing costs of our customers, which may make equipment purchases less affordable for customers and, as a result, our revenue and profitability may decrease.

Risks Related to the Competitive Conditions of the Equipment Distribution Industry

The equipment distribution market is subject to sudden supply-demand imbalances arising from factors over which we have no control, which can affect our equipment sales and margins.

Over-production of equipment by one or more manufacturers, or a sudden reduction in demand for equipment, can dramatically disrupt the equipment market and cause downward pressure on our equipment profit margins. Customer leasing arrangements in the agriculture and construction equipment industries may also impact the level of industry-wide equipment inventory supplies. When leased equipment comes off lease, there may be an increase in the availability of late-model used equipment, which can create an inventory over-supply condition and put pressure on our equipment sales and margins, and have an adverse effect on values of our used equipment inventory and rental fleet equipment. Similarly, rental house companies engage in regular sales of rental fleet units, which can further disrupt the supply-demand balance. We have no control over or ability to significantly influence any of the foregoing factors affecting the equipment distribution markets.

Our industry is highly competitive.

The agricultural and construction equipment distribution (including parts and service) and rental industries are highly competitive and fragmented, with large numbers of companies operating on a regional or local basis. Historically, our competitors have competed aggressively on the basis of pricing or inventory availability, resulting in decreased margins on our sales to the extent we choose to match our competitors' pricing. To the extent we choose not to match or remain within a reasonable range of our competitors' pricing, we may lose sales and market share. In addition, to the extent CNH Industrial's equipment manufacturer competitors (such as Deere, Caterpillar, Komatsu, Volvo, and AGCO) provide their dealers with more innovative or higher quality products, lower cost products, better customer financing, or have more effective marketing programs, or the CNH Industrial reputation is tarnished in the marketplace or with our customers, our ability to compete and our results of operations could be adversely affected. In addition, e-commerce companies selling parts have negatively impacted dealers' parts sales and margins, and we expect that this competitive pressure will continue to increase in the future.

Risks Related to Supply Chain

Following the business interruptions caused by COVID-19, our suppliers have experienced continuing supply chain disruptions, including country of origin production and port delays. Additionally, trucker, dockworker, and labor shortages, a surge of consumer demand, and other factors have led to industry-wide delays and inflationary trends. Our suppliers' challenges directly affect us through price increases, and disruptions and delays on delivery of certain products, which may cause us to lose business.

Risks of International Operations

Our international operations expose us to risks and uncertainties.

We currently operate dealership locations in Bulgaria, Germany, Romania, and Ukraine. In fiscal 2022, total International segment revenues were 18.6% of our consolidated total revenue. As of January 31, 2022, total International segment assets were 16.4% of our consolidated total assets.

Our operations in international markets subject us to risks and uncertainties arising from the differing legal, political, social and regulatory environments and economic conditions in the countries in which we operate. These risks include:

- difficulties in implementing our business model in foreign markets;
- costs and diversion of domestic management attention related to oversight of international operations;
- unexpected adverse changes in export duties, quotas and tariffs and difficulties in obtaining import licenses;
- cyclicality of demand in European Union member states for agricultural equipment, based on availability of European Union government subsidy programs and tax incentives;
- unexpected adverse changes in foreign laws or regulatory requirements;
- compliance with a variety of tax regulations, foreign laws and regulations;
- compliance with the Foreign Corrupt Practices Act and other U.S. laws that apply to the international operations of U.S. companies which may be difficult and costly to implement and monitor, can create competitive disadvantages if our competitors are not subject to such laws, and which, if violated, may result in substantial financial and reputational harm;
- fluctuations in foreign currency exchange rates to which we are exposed may adversely affect the results of our operations, the value of our foreign assets and liabilities and our cash flows;
- the laws of the European countries in which we operate, unlike U.S. states, do not include specific dealer protection laws and, therefore, we may be more susceptible to actions of suppliers that are adverse to our interests such as termination of our dealer agreements for any reason or installing additional dealers in our designated territories; and
- geopolitical or economic instability in the regions in which we operate, including the impact of the Russian invasion of Ukraine.

The Russian-Ukraine conflict has presented significant challenges and risks for our Ukraine operations.

The Russian military occupation of Ukraine has significantly disrupted our Ukrainian operations and resulted in the shut-down of our 10 Ukrainian stores for a period of time, some of which have reopened. The outcome of the Russian military operation remains unclear and we cannot predict when or if our stores and business operations will reopen. The military conflict and related political instability may make it impossible for us to effectively operate our Ukraine dealerships, which may result in our decision to cease operations in Ukraine. This would result in asset write-offs and a loss in revenues and profits. See additional information in Note 1 to the Consolidated Financial Statements at Item 8. Even if we are able to continue operations, we expect that the military conflict will significantly impact our customers' liquidity and their purchasing decisions for our products and services. If no crops are planted or the upcoming growing season is negatively impacted, it will limit our ability to maintain working capital loans or increase the cost of maintaining such loans, and as a result of imposed currency exchange controls and other restrictions, restrict our ability to manage our cash held in Ukraine and our investment in our Ukrainian business. Additional risks related to our operations in Ukraine, likely made more acute by the impact of the military conflict, include further devaluation of the local currency, increased interest rates and increased inflation.

These factors, in addition to others that we have not anticipated, may negatively impact our financial condition and results of operations.

Risks Related to Financial Matters

Our financial performance is dependent on our ability to effectively manage our inventory.

Our dealership network requires substantial inventories of equipment and parts to be maintained at each store and company-wide to facilitate sales to customers on a timely basis. Our equipment inventory has traditionally represented a significant portion of our total assets. We need to maintain a proper balance of new and used equipment to assure satisfactory inventory turnover and to minimize floorplan financing costs.

Our orders for the purchase of new equipment and parts are based primarily on projected demand. If actual sales are materially less than our forecasts, for example because of a significant drop in net farm income, weather disruptions to the agricultural growing regions, or a construction industry recession, we would experience an over-supply of new equipment inventory. An over-supply of new equipment inventory will generally cause downward pressure on our product sale prices and margins, decrease our inventory turns, and increase our floorplan financing expenses.

Our used equipment is generally acquired as trade-ins from customers in connection with equipment sales to those customers. Equipment inventories are stated at the lower of cost or net realizable value. Adjustments to market value of inventory are recognized as a cost of sales, negatively impacting earnings, in the periods in which they occur. Our estimates of net realizable value for our used equipment, as determined at the time of the trade-in, may prove to be inaccurate, given the potential for sudden changes in market conditions and other factors beyond our control. Moving from our normal retail marketing channel to more aggressive marketing channels for specific pieces or categories of equipment inventory, particularly as equipment inventory ages, will generally result in lower sales prices. Pricing and other terms of sale of used equipment can be significantly adversely affected by the limited market for certain types of used equipment.

Our level of indebtedness could limit our financial and operational flexibility.

As of January 31, 2022, our indebtedness included floorplan payable financing, real estate mortgage financing arrangements that are secured by real estate assets and other long-term debt. In addition, we have obligations under our lease agreements for our store locations and corporate headquarters. Our level of indebtedness could have important consequences. For example, it could:

- increase our vulnerability to adverse economic and industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and
- limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes.

We expect to use cash flow from operations and borrowings under our credit facilities to fund our operations, debt service and capital expenditures. However, our cash flow and ability to borrow depends on our future performance, which will be affected by financial, business, economic and other factors, many of which may be beyond our control.

The credit agreements governing our indebtedness restrict our ability to engage in certain corporate and financial transactions, and require us to satisfy financial covenants.

The credit agreements governing our indebtedness contain covenants that, among other things, may limit or place conditions on our ability to:

- incur more debt;
- make investments;
- create liens;
- merge, consolidate, or make certain acquisitions;
- transfer and sell assets, or divest of dealership stores;
- pay dividends or repurchase stock; and

- issue equity instruments.

Our credit facilities with CNH Industrial Capital, DLL Finance, and certain of our real estate lenders require us to satisfy a net leverage ratio and fixed charge coverage ratio on an ongoing basis, measured at the end of each fiscal quarter. Under the Bank Syndicate Agreement, if our excess availability (i.e., borrowing base capacity less outstanding loan balance and certain reserves) falls below a certain threshold, we become subject to a minimum fixed charge coverage ratio. Our ability to borrow under these credit agreements depends upon compliance with these financial covenants.

Our failure to satisfy any covenant, absent a waiver or amendment, would cause us to be in default under our credit facilities and would enable our lenders to accelerate payment of the outstanding indebtedness. Each of our credit agreements include cross-default provisions which state that certain types of defaults under any other indebtedness agreement will also constitute a default under that credit agreement. If an event of default occurred, and the lender demanded accelerated payment, we may not be able to satisfy a pay-off request, whether through internal funds or a new financing.

Our variable rate indebtedness exposes us to interest rate risk.

A substantial portion of our floorplan and working capital borrowings, including the credit facilities with CNH Industrial Capital, the Bank Syndicate, DLL Finance, and our international floorplan facilities are at variable rates of interest and expose us to interest rate risk. As such, our results of operations are sensitive to movements in interest rates. There are many economic factors outside our control that have in the past and may, in the future, impact rates of interest including publicly announced indices that underlie the interest obligations related to a certain portion of our debt. Factors that impact interest rates include governmental monetary policies, inflation, recession, changes in unemployment, the money supply, and international instability impacting domestic and foreign financial markets. Any increases in interest rates could have an adverse effect on our results of operations.

We are in the process of implementing a new enterprise resource planning ("ERP") system, and problems with the design or implementation of this ERP system could interfere with our business and operations.

We are engaged in the implementation of a new ERP system. The ERP system is designed to accurately maintain our books and records and provide information to management important to the operation of our business. Our ERP transition has required, and will continue to require, the investment of significant human and financial resources. We have and may continue to experience challenges as we work toward the completion of the ERP conversion. Beyond cost and scheduling, potential flaws in the implementation of an ERP system may pose risks to the Company's ability to operate successfully and efficiently, including timely and accurate SEC filings. If we are unable to successfully implement the new ERP system as planned, our financial position, results of operations and cash flows could be negatively impacted.

Moreover, if the ERP system does not effectively collect, store, process, and report relevant data for the operation of our business (whether due to equipment malfunction or constraints, software deficiencies, cybersecurity attack, and/or human error), our ability to effectively plan, forecast, and execute our business plan and comply with applicable laws and regulations will be impaired, perhaps materially. Any such impairment could materially and adversely affect our financial condition, results of operations, cash flows and the timeliness with which we report our internal and external operating results.

The agricultural and construction equipment industries are highly seasonal, which can cause significant fluctuations in our results of operations and cash flow.

The agricultural and construction equipment businesses are highly seasonal, which causes our quarterly results to fluctuate during the year. Farmers generally purchase agricultural equipment and service work in preparation for, or in conjunction with, the spring planting and fall harvesting seasons. Construction equipment customers' purchases of equipment and service work, as well as rental of equipment, are also seasonal in our stores located in colder climates where construction work slows significantly in the winter months. In addition, the fourth quarter typically is a significant period for equipment sales in the United States because of our customers' year-end tax planning considerations, the timing of dealer incentives and the increase in availability of farmers' funds from completed harvests and construction customers' funds from completed projects. Also, numerous external factors such as credit markets, commodity prices, weather conditions, and other circumstances may disrupt normal purchasing practices and customers' sentiment, further contributing to the seasonal fluctuations.

We are exposed to customer credit risks.

We extend credit to our customers for parts and service work, rental charges, and also for some equipment sales in our domestic and international operations. If we are unable to manage these credit risk issues adequately, or if a large number of customers should have financial difficulties at the same time, our credit losses could increase above historical levels and our operating results would be adversely affected. Delinquencies and credit losses generally would be expected to increase if there was a worsening of economic conditions in any of our reporting segments.

Our rental operations subject us to risks including increased maintenance costs as our rental fleet ages, increased costs of new replacement equipment we use in our fleet, and losses upon disposition of rental fleet units.

Our rental fleet margins are materially impacted by utilization of fleet assets, which is seasonal and can fluctuate materially due to weather and economic factors. If our rental equipment ages, the costs of maintaining that equipment, if not replaced within a certain period of time, will likely increase. The cost of new equipment for use in our rental fleet could also increase due to increased material costs for our suppliers or other factors beyond our control. Furthermore, changes in customer demand could cause some of our existing equipment to become obsolete and require us to purchase new equipment at increased costs.

Upon the sale of a rental fleet unit, we include in operating income the difference between the sales price and the depreciated value of the equipment sold. The market value of any given piece of rental equipment could be less than its depreciated value at the time it is sold. The market value of used rental equipment depends on several factors, including:

- market prices for like equipment;
- hours and condition of the equipment;
- time of year that the equipment is sold;
- the supply of used equipment in the market; and
- general economic conditions.

Any significant decline in the selling prices for used rental equipment, or increased costs resulting from our rental operations, could have an adverse effect on our results of operations and cash flows.

Risks Related to Governmental Regulation

Enactment of "right to repair" legislation could adversely affect the sales and profitability of our parts and service business.

Proposed state and federal legislation has been introduced that generally would require the manufacturers of products to provide the purchaser and/or independent repair technicians with documents, diagnostic software, and other information that would allow the equipment to be repaired without having it returned to the dealer for repair. Moreover, recent versions of the proposed legislation require that the manufacturer sell certain spare parts to users and third-party repair shops at the same price as offered by the manufacturer to its authorized dealers. To date, no form of legislation has passed in the states where we do business or at the federal level.

It is difficult to predict whether any form of this legislation will be enacted in any of the states where we do business or at the federal level. If enacted, however, any such legislation could have negative impacts on our parts and service business as follows:

- ***Increased competition for repair services.*** We would become subject to additional competition from independent repair shops and/or other equipment dealers' repair shops, who would have greater access to manufacturer furnished diagnostic tools as necessary to perform repair and maintenance services on CNH Industrial branded equipment.
- ***Loss of parts sales***. If customers, third-party repair shops, and/or parts vendors are able to purchase parts directly from the manufacturer at the same price as available to us, then our parts business would be negatively impacted.
- ***Margin Compression on Parts and Service Revenue***. With the increased competition for repair service and parts sales, we would expect that this new competition would result in margin compression in our sales.

Climate and Weather Risks

Weather conditions may negatively impact the agricultural and construction equipment markets and affect our financial results.

Weather conditions, particularly severe floods and droughts, can have a significant adverse effect on growing conditions and on regional agricultural and construction markets. Adverse weather conditions may result in fewer acres being planted or harvested by farmers and reduced crop yields on those acres that are planted, and in delays or cancellations of construction projects. This in turn could result in lower demand for our agricultural and construction equipment and services and adversely affect our results of operation. Many scientific reports predict that severe weather events can be expected to become more frequent as a result of global climate change.

New or more stringent greenhouse gas emission standards designed to address climate change could increase costs of the equipment we purchase from our suppliers and increase our customers' costs of operations.

There is global scientific consensus that emissions of greenhouse gases (GHG) continue to alter the composition of Earth's atmosphere in ways that are affecting and are expected to continue to affect the global climate. These considerations may lead to new international, national, regional or local legislative or regulatory responses. Various stakeholders, including legislators and regulators, shareholders and non-governmental organizations, as well as companies in many business sectors are continuing to look for ways to reduce GHG emissions.

The regulation of GHG emissions from the equipment we sell could result in additional manufacturing costs to our suppliers who, in turn, will likely pass along those costs to us. We may not be successful in passing along the equipment price increases to our customers, which could impact our results of operation. To the extent that we attempt to pass along price increases to our customers, the increased costs of equipment will likely negatively affect their purchasing decisions.

Moreover, the GHG regulations could increase other input costs for our customers, such as fuel and fertilizer, and impose indirect compliance-related costs on our customers. These economic impacts could negatively impact our customers' purchasing decisions.

Because the impact of any future GHG legislative, regulatory or product standard requirements is dependent on the timing and design of mandates or standards, we are unable to predict their potential impact at this time.

Risks of our Growth Strategy

If our acquisition plans are unsuccessful, we may not achieve our planned long-term revenue growth.

Our ability to grow through the acquisition of additional CNH Industrial geographic areas of responsibility and store locations or other businesses will be dependent upon the availability of suitable acquisition candidates at acceptable values, our ability to compete effectively for available acquisition candidates and the availability of capital to complete the acquisitions. We may not successfully identify suitable targets, or if we do, we may not be able to close the transactions, or if we close the transactions, they may not be profitable. In addition, CNH Industrial's consent is required for the acquisition of any CNH Industrial dealership, and the consent of our lenders may be required for certain acquisitions. CNH Industrial typically evaluates management, historical performance, and capitalization of a prospective acquirer in determining whether to consent to the sale of a CNH Industrial dealership. We may not obtain the consent of CNH Industrial or our lenders for certain acquisitions we may propose.

Our acquisitions may not be successful.

There are risks associated with acquisitions of new dealerships. These risks include incurring significantly higher than anticipated capital expenditures and operating expenses; failing to integrate the operations and personnel of the acquired dealerships; failing to integrate the operations and personnel of the acquired dealerships; employee attrition at the acquired business; disrupting our ongoing business; diluting the effectiveness of our management; failing to maintain uniform standards, controls and policies; and impairing relationships with employees and customers as a result of changes in management. To the extent we do not successfully avoid or overcome the risks or problems related to acquisitions, our results of operations and financial condition could be adversely affected. Future acquisitions also may have a significant impact on our financial position and capital needs, and could cause substantial fluctuations in our quarterly and yearly results of operations. Acquisitions could include significant goodwill and intangible assets. If the acquisitions giving rise to these intangible assets are unsuccessful, this may result in future impairment charges that would reduce our stated earnings.

Human Capital Risks

Our business success depends on attracting and retaining qualified personnel.

Our success in executing our operating and strategic plans depends on the efforts and abilities of our management team and key employees, including the managers of our field operations and our country managers in our international operations. The failure to attract and retain members of our management team and key employees will harm us.

In recent years, the equipment industry has experienced a shortage of qualified service technicians. If this trend worsens and we are not able to hire and retain qualified service technicians at acceptable levels, our ability to satisfy customers' service needs would be negatively impacted. Moreover, the technician shortage may increase our service technician compensation expense, and reduce our gross margins on service work.

In addition, in recent years it has been unusually difficult to hire and retain employees, which we believe is primarily attributable to COVID-19 pandemic related factors and which in turn has created increased competition in labor markets.

Difficulties in hiring and retaining employees and heightened competition for employees may impact our ability to serve customers, increase our costs, and impair our efficiency and effectiveness and our ability to pursue growth opportunities.

Labor organizing activities could negatively impact us.

Although none of our employees are covered by a collective bargaining agreement, there have been attempts to unionize our store personnel. The unionization of all or a substantial portion of our workforce could result in work slowdowns or stoppages, could increase our overall costs, could reduce our operating margins and reduce the efficiency of our operations at the affected locations, could adversely affect our flexibility to run our business competitively, and could otherwise have an adverse effect on our business.

Liability Risks

Selling and renting agricultural and construction equipment, selling parts, and providing repair services subject us to liability risks that could adversely affect our financial condition and reputation.

Products sold, rented or serviced by us may expose us to potential liabilities for personal injury or property damage claims that arise from the use of those products. Our commercial liability insurance may not be adequate to cover significant product liability claims, or we may not be able to secure such insurance on economically reasonable terms. An uninsured or partially insured claim for which indemnification from the manufacturer is not available could have a material adverse effect on our financial condition or results of operations. Furthermore, if any significant claims are made against us or against CNH Industrial or any of our other suppliers, our business may be adversely affected by any related negative publicity or any adverse impact on the reputation or brand of any of our suppliers, including CNH Industrial.

Stock Price Volatility

Our common stock price has fluctuated significantly and may continue to do so in the future.

The price at which our common stock trades may be volatile and could be subject to significant fluctuations in response to our operating results and financial condition as set forth in our earnings releases, guidance estimates released by agricultural or construction equipment manufacturers that serve the markets in which we operate, announcements by our competitors, analyst recommendations, our ability to meet or exceed analysts' or investors' expectations, fluctuations in the price of crop commodities and natural resources, the condition of the financial markets, and other factors. Quarterly fluctuations resulting from the seasonality of our business may cause our results of operations and cash flows to underperform in relation to the expectations of financial analysts or investors, which may cause volatility or decreases in our stock price.

Data Security Risks

Security breaches and other disruptions could compromise our information systems and expose us to liability, which would cause our business and reputation to suffer.

The efficient operation of our business is dependent on our information technology systems. We use information technology systems to record, process and summarize financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting, legal and tax requirements. Additionally, in the ordinary course of our business, we collect and store sensitive data, including proprietary business information, of our customers and suppliers, as well as personally identifiable information of our customers and employees, in our data centers and on our networks. The secure operation of these information technology networks and the systems of the third parties with whom we do business and the processing and maintenance of information is critical to our operations. Despite our and the third parties with whom we do business' security measures and business continuity plans, our information technology and infrastructure may be vulnerable to damage, disruptions or shutdowns due to attacks by hackers or breaches due to employee error or malfeasance or other disruptions arising from power outages, telecommunication failures, terrorist acts, natural disasters, or other catastrophic events. The occurrence of these events could compromise our networks, and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability or regulatory penalties under laws that protect the privacy of personally identifiable information, disrupt our operations, and damage our reputation, which could adversely affect our business, results of operations, and financial condition. In particular, given our Europe operations, the European Union General Data Protection Regulation imposes stringent data protection requirement and provides significant penalties for noncompliance. In addition, as security threats continue to evolve and increase in frequency and sophistication, we may need to invest additional resources to protect the security of our systems.

We maintain cyber risk insurance, but this insurance may not be sufficient to cover all of our losses from any future breaches of our systems.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Equipment Stores

As of January 31, 2022, we operated 109 agricultural and construction equipment stores in the United States and Europe in the following locations:

	Agriculture Segment	Construction Segment	International Segment	Total
United States				
North Dakota	10	5	—	15
Minnesota	12	3	—	15
Iowa	11	3	—	14
Nebraska	13	2	—	15
South Dakota	8	2	—	10
Colorado	—	3	—	3
Wisconsin	—	1	—	1
Wyoming	1	—	—	1
European Countries				
Bulgaria	—	—	7	7
Germany	—	—	5	5
Romania	—	—	13	13
Ukraine	—	—	10	10
Total	55	19	35	109

Store Lease Arrangements

As of January 31, 2022, we leased 66 store facilities with lease arrangements expiring at various dates through January 31, 2031. Many of our lease agreements include fair market value purchase options, rights of first refusal, lease term extension options, or month-to-month or year-to-year automatic renewal provisions at the conclusion of the original lease period. A majority of the leases provide for fixed monthly rental payments and require us to pay the real estate taxes on the properties for the lease periods. We are generally responsible for utilities and maintenance of the leased premises. All of the leases require that we maintain public liability, property casualty, and personal property insurance on each of the leased premises. The leases generally require us to indemnify the lessor in connection with any claims arising from the leased premises during our occupation of the property. We believe our facilities are adequate to meet our current and anticipated needs.

In recent years, we have been strategically purchasing real estate and financing the purchases with long term debt, to take advantage of low interest rates. We currently own the store facilities for 39 U.S. dealership locations and four Germany dealership locations. We have incurred debt financing and granted mortgages on these owned facilities. The remainder of our U.S. and international store locations are leased from third parties.

As part of our due diligence review prior to a dealership acquisition, we evaluate the adequacy, suitability and condition of the related real estate. Our evaluation typically includes a Phase I environmental study, and if deemed necessary, a Phase II environmental study, of the real property to determine whether there are any environmental concerns. If any environmental concerns exist, we generally require that such concerns be addressed prior to acquisition of the dealership real estate.

Headquarters

We currently lease and occupy approximately 48,000 square feet in West Fargo, North Dakota for our headquarters and this lease expires on January 31, 2028. We continually review our location needs, including the adequacy of our headquarters space, to ensure our space is sufficient to support our operations. We believe there is ample opportunity for expansion in our West Fargo headquarters facility if necessary.

ITEM 3. LEGAL PROCEEDINGS

We are, from time to time, subject to claims and suits arising in the ordinary course of business. Such claims have, in the past, generally been covered by insurance. Management believes the resolution of other legal matters will not have a material effect on our financial condition, results of operation or cash flow, although the ultimate outcome of any such actions is not assured. Furthermore, our insurance may not be adequate to cover all liabilities that may arise out of claims brought against us.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The names, ages and positions of our executive officers are as follows:

Name	Age	Position
David Meyer	68	Board Chair and Chief Executive Officer
Mark Kalvoda	50	Chief Financial Officer and Treasurer
Bryan Knutson	43	Chief Operating Officer

David Meyer is our Board Chair and Chief Executive Officer. Mr. Meyer worked for JI Case Company in 1975. From 1976 to 1980, Mr. Meyer was a partner in a Case/New Holland Dealership with locations in Lisbon, North Dakota and Wahpeton, North Dakota. In 1980, Mr. Meyer, along with a partner, founded Titan Machinery Inc. Mr. Meyer has served on both the Case CE and CaseIH Agriculture Dealer Advisory Boards. Mr. Meyer is the past chairman of the North Dakota Implement Dealers Association, and currently serves as a Trustee on the University of Minnesota Foundation.

Mark Kalvoda became our Chief Financial Officer in April 2011 and previously served as our Chief Accounting Officer since September 2007. Prior to joining us, he held various positions between 2004 and 2007 at American Crystal Sugar Co., including Corporate Controller, Assistant Secretary and Assistant Treasurer. Prior to working for American Crystal Sugar Co., he served in various financial positions within Hormel Foods Corporation.

Bryan Knutson became our Chief Operating Officer in August 2017 and previously served as our Vice President, Ag Operations since 2016. Mr. Knutson joined the company in 2002 where he began his career in equipment sales later advancing to store manager, complex manager and region manager prior to his current role. Mr. Knutson is a current board member of the Pioneer Equipment Dealers Association.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET INFORMATION

Our common stock is listed for trading on the Nasdaq Stock Market and trades under the symbol "TITN". As of March 28, 2022, there were approximately 575 record holders of our common stock, which excludes holders whose stock is held either in nominee name or street name brokerage accounts.

DIVIDENDS

We have not historically paid any dividends on our common stock. Payment of future cash dividends, if any, will be at the discretion of our board of directors after taking into account various factors, including our financial condition, operating results, current and anticipated cash needs, outstanding indebtedness and plans for expansion and restrictions imposed by lenders, if any.

UNREGISTERED SALES OF EQUITY SECURITIES

We did not have any unregistered sales of equity securities during the fiscal quarter ended January 31, 2022.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

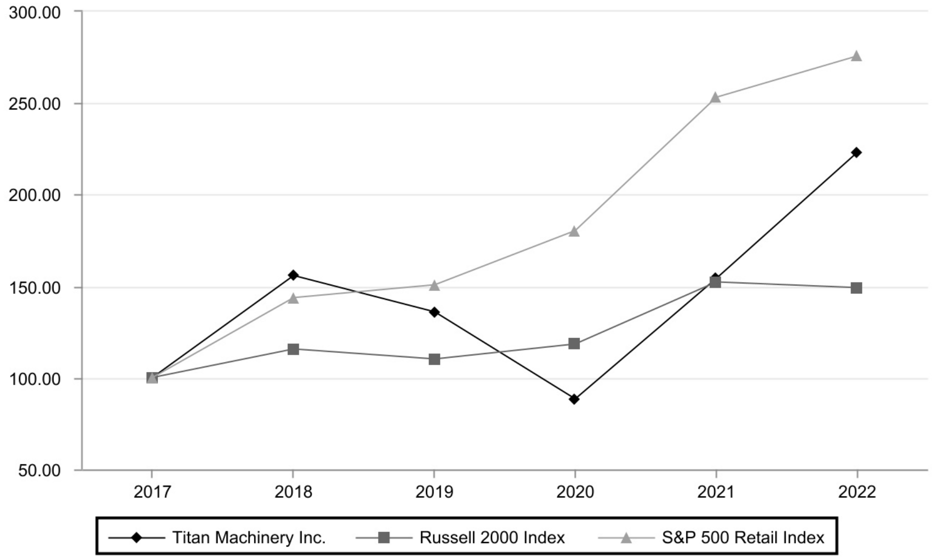
For information on securities authorized for issuance under our equity compensation plans, refer to Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

REPURCHASES

We did not engage in any repurchases of our common stock during the fiscal quarter ended January 31, 2022.

STOCK PERFORMANCE GRAPH

The following graph compares the cumulative total return for the last trading day of our last five fiscal years on a $100 investment (assuming dividend reinvestment) on January 31, 2017, the last trading day before our fifth preceding fiscal year, in each of our common stock, the Russell 2000 Stock Index and the S&P Retailing Group Index.



	January 31,					
	2017	2018	2019	2020	2021	2022
Titan Machinery Inc.	$ 100.00	$ 155.61	$ 135.70	$ 88.41	$ 154.24	$ 223.03
Russell 2000 Index	100.00	115.65	110.10	118.52	152.27	148.95
S&P 500 Retail Index	100.00	143.84	150.77	180.19	253.16	275.65

ITEM 6. [RESERVED]

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

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes appearing under Item 8 of this Form 10-K. Some of the information contained in this discussion and analysis or set forth elsewhere in this annual report, including information with respect to our plans and strategy for our business and expected financial results, includes forward-looking statements that involve risks and uncertainties. You should review the "Information Regarding Forward-Looking Statements" in this Item 7 and "Risk Factors" presented under Item 1A for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis in this annual report.

A discussion of changes in our Financial Results and Cash Flow Comparisons from fiscal year 2020 to fiscal year 2021 has been omitted from this Form 10-K, but may be found in Item 7 of Part II of our Annual Report on Form 10-K for the fiscal year ended January 31, 2021, filed with the SEC on March 31, 2021.

BUSINESS DESCRIPTION

We own and operate a network of full service agricultural and construction equipment stores in the United States and Europe. Based upon information provided to us by CNH Industrial N.V. or its U.S. subsidiary CNH Industrial America, LLC, collectively referred to in this Form 10-K as CNH Industrial, we are the largest retail dealer of Case IH Agriculture equipment in the world, one of the largest retail dealers of Case Construction equipment in North America and one of the largest retail dealers of New Holland Agriculture and New Holland Construction equipment in the U.S. We operate our business through three reportable segments: Agriculture, Construction and International. Within each segment, we have four principal sources of revenue: new and used equipment sales, parts sales, service, and equipment rental and other activities.

The agricultural equipment we sell and service includes machinery and attachments for uses ranging from large-scale farming to home and garden use. The construction equipment we sell and service includes heavy construction machinery, light industrial machinery for commercial and residential construction, road and highway construction machinery, energy, and forestry operations equipment. We offer our customers a one-stop solution for their equipment needs through:

- new and used equipment sales;
- parts sales;
- equipment repair and maintenance services; and
- equipment rental and other activities.

The new equipment and parts we sell are supplied primarily by CNH Industrial. According to its public reports, CNH Industrial is a leading manufacturer and supplier of agricultural and construction equipment based on the number of units sold, primarily through the Case IH Agriculture, New Holland Agriculture, Case Construction and New Holland Construction brands. Sales of new CNH Industrial products accounted for approximately 73% of our new equipment revenue in fiscal 2022, with our single largest manufacturer other than CNH Industrial representing approximately 2% of our total new equipment sales in fiscal 2022. We acquire used equipment for resale primarily through trade-ins from our customers and in some cases through selective purchases. We sell parts and provide in-store and on-site repair and maintenance services. We rent equipment and provide other ancillary services such as equipment transportation, GPS signal subscriptions, farm data management systems, precision farming equipment, and finance and insurance products.

Throughout our 41-year operating history, we have built an extensive, geographically contiguous network of 74 stores located in the United States and 35 stores in Europe. We have a history of growth through acquisitions, including over 50 acquisitions in 11 U.S. states and four European countries since January 1, 2003. We believe that there will continue to be opportunities for dealership consolidation in the future, and we expect that acquisitions will continue to be a component of our long-term growth strategy.

Certain External Factors Affecting our Business

We are subject to a number of factors that affect our business including those factors discussed in the sections in this annual report entitled "Risk Factors" and "Information Regarding Forward-Looking Statements." Certain of these external factors include, but are not limited to, the following:

Russia/Ukraine Geopolitical Conflict

As discussed in Risk Factors and Note 22, to the consolidated Financial Statements, our Ukrainian operations closed for a period of time. While some have reopened others may remain closed indefinitely or perhaps permanently. To the extent the conflict continues, our International revenues and profits will be adversely affected.

Impact of COVID-19 Pandemic on the Company

The outbreak and global spread of COVID-19, which was declared a pandemic by the World Health Organization and a national emergency by the President of the United States in March 2020, continues to have an impact on society, economies, financial markets, and businesses. While the Company's products and services were determined to be an essential business, the pandemic has had an impact on our business operations, existing employees and ability to find new employees, customers, and suppliers. Uncertainty remains regarding the magnitude and duration of the pandemic and the resulting financial effects and will depend on future developments including the efficacy of vaccines, the spread of COVID-19 variants, and the extent of governmental responses, including potential vaccine or testing mandates.

On November 5, 2021, the Department of Labor's Occupational Safety and Health Administration ("OSHA") announced an Emergency Temporary Standard ("ETS") requiring all employers with at least 100 employees to ensure their employees are fully vaccinated or require weekly testing of unvaccinated employees. On January 13, 2022, the US Supreme Court granted emergency relief to stay the implementation of the ETS and on January 26, 2022, OSHA withdrew the standard. Although OSHA withdrew the vaccination and testing ETS as an enforceable emergency temporary standard, the agency is not withdrawing the ETS as a proposed rule. The agency is prioritizing resources and is focusing on finalizing a permanent COVID-19 Healthcare Standard. The ultimate impact of a permanent standard on the Company, if one were to be adopted, is currently unknown and difficult to predict.

The Company has assessed the impacts of the COVID-19 pandemic on its results of operations for the fiscal year ended January 31, 2022, and although there have been challenges, no material adverse impacts were identified. We continue to monitor developments involving our workforce, customers, and suppliers and continue to take steps to mitigate against additional impacts.

Supply Chain Disruptions

In recent months, we have seen increasing supply chain disruptions, including country of origin production and port delays. Additionally, trucker, dockworker, and labor shortages, a surge of consumer demand, and other factors have led to industry-wide delays. In response, we have been, and expect to continue to be, proactive in ordering inventory, parts, and components to ensure our operations can continue without significant delay; however, we have experienced price increases, disruptions and delays on delivery of certain products.

Macroeconomic and Industry Factors

Our Agriculture and International businesses are primarily driven by the demand for agricultural equipment for use in the production of food, fiber, feed grain and renewable energy; home and garden applications; and the maintenance of commercial, residential and government properties. Agriculture industry factors such as changes in agricultural commodity prices and net farm income, have an effect on customer sentiment and their ability to secure financing for equipment purchases. Macroeconomic and industry factors that affect commodity prices and net farm income include changing worldwide demand for agriculture commodities, crop yields and supply disruptions caused by weather patterns and crop diseases, crop stock levels, production costs, and changing U.S. dollar foreign currency exchange rates. Based on U.S. Department of Agriculture ("USDA") publications, the most recent estimate of net farm income for calendar year 2021 increased 25.1% compared to calendar year 2020 due to U.S. crop production and increased commodity exports and partially offset by a reduction in U.S. Federal government's direct farm program payments. Based on its February 2022 report, the USDA projected net farm income for calendar year 2022 to decrease 4.5%, as compared to calendar year 2021.

Our Construction business is primarily impacted by the demand for construction equipment for use in private and government commercial, residential, and infrastructure construction; demolition; maintenance; energy and forestry operations. Industry reports show that demand for construction equipment in our markets is driven by several factors, one of which is public infrastructure spending, including roads and highways, sewer and water. Any growth in federal allocations to public infrastructure spending over the next few years should positively impact our future results of operations. Likewise, any decline in federal allocations to public infrastructure spending over the next few years should negatively impact our future results of operations.

Seasonality & Weather

The agricultural and construction equipment businesses are highly seasonal, which causes our quarterly results and our available cash flow to fluctuate during the year. Our customers generally purchase and rent equipment in preparation for, or in conjunction with, their busy seasons, which for farmers are the spring planting and fall harvesting seasons; and which for Construction customers is typically the second and third quarters of our fiscal year for much of our Construction footprint. Our parts and service revenues are typically highest during our customers' busy seasons as well, due to the increased use of their equipment during this time, which generates the need for more parts and service work. However, weather conditions impact the timing of our customers' busy times, which may cause greater than expected fluctuations in our quarterly financial results year over year. In addition, the fourth quarter typically is a significant period for equipment sales in the U.S. because of our customers' year-end tax planning considerations, the timing of dealer incentives and the increase in availability of funds from completed harvests and construction projects.

Seasonal weather trends, particularly severe wet or dry conditions, can have a significant impact on regional agricultural and construction market performance by affecting crop production and the ability to undertake construction projects. Weather conditions that adversely affect the agricultural or construction markets decrease the demand for our products and services.

In addition, numerous external factors such as credit markets, commodity prices, and other circumstances may disrupt normal purchasing practices and buyer sentiment, further contributing to the seasonal fluctuations.

Dependence on our Primary Supplier

The majority of our business involves the distribution and servicing of equipment manufactured by CNH Industrial. In fiscal 2022, CNH Industrial supplied approximately 76% of the new equipment sold in our Agriculture segment, 66% of the new equipment sold in our Construction segment, and 70% of the new equipment sold in our International segment, and represented a significant portion of our parts revenue. Thus, we believe the following factors have a significant impact on our operating results:

- CNH Industrial's product offerings, reputation and market share;
- CNH Industrial's product prices and incentive and discount programs;
- CNH Industrial's supply of inventory;
- CNH Industrial's offering of floorplan payable financing for the purchase of a substantial portion of our inventory; and
- CNH Industrial's offering of financing and leasing used by our customers to purchase CNH Industrial equipment from us.

Credit Market Changes

Changes in credit markets can affect our customers' ability and willingness to make capital expenditures, including purchasing our equipment. Tight credit markets, a low level of liquidity in many financial markets, and extreme volatility in fixed income, credit, currency and equity markets have the potential to adversely affect our business. Such disruptions in the overall economy and financial markets and the related reduction in consumer confidence in the economy, slow activity in the capital markets, negatively affect access to credit on commercially acceptable terms, and may adversely impact our customers' access to credit and the terms of any such credit. However, if retail interest rates remain low, our business may be positively affected by customers who find financing purchases of our equipment more attractive due to lower borrowing costs.

Our business is also particularly dependent on our access to credit markets to manage inventory and finance acquisitions. We cannot predict what future changes will occur in credit markets or how these changes will impact our business.

Inflation

Inflationary pressures have led to rising inventory and supply costs as well as increased labor costs. To date, in those instances in which we have experienced cost increases, we have been able to increase selling prices to offset much of the increases and expect to continue to do so in the future.

Significant Items Impacting Our Financial Position and Results of Operations

Jaycox Acquisition

On December 1, 2021, we continued our strategy of acquiring dealerships in desired market areas with our acquisition of Jaycox Implement ("Jaycox"). Jaycox consists of three CaseIH agriculture dealership locations in Worthington and Luverne, Minnesota and Lake Park, Iowa. Total cash consideration paid for the business was $28.2 million which was financed through available cash resources. In conjunction with the acquisition, we purchased the real estate for $5.5 million which was financed with available cash and long term debt. The three Jaycox locations are included within our Agriculture segment.

Montana and Wyoming Divestiture

On January 24, 2022, we divested four dealership locations in Billings, Great Falls, and Missoula, Montana and Gillette, Wyoming. The sale of these locations resulted in a $5.7 million gain which is included in fiscal 2022 consolidated operating expenses. The gain on the sale is included in the Construction segment.

HorizonWest Acquisition

On May 4, 2020, the Company acquired certain assets of HorizonWest Inc. This acquired Case IH agriculture dealership complex consisted of three agriculture equipment stores in Scottsbluff and Sidney, Nebraska and Torrington, Wyoming, which expands the Company's agriculture presence in Nebraska and into Wyoming. The total consideration transferred for the acquired business was $6.8 million paid in cash, which the Company financed through available cash resources and capacity under our existing floorplan payable and other credit facilities. The three HorizonWest dealerships are included within our Agriculture segment.

Critical Accounting Policies and Use of Estimates

In the preparation of financial statements prepared in conformity with U.S. generally accepted accounting principles ("GAAP"), we are required to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and the related disclosures. While we believe the estimates and judgments we use in preparing our financial statements are appropriate, they are subject to future events and uncertainties regarding their outcome and therefore actual results may materially differ from these estimates. We describe in Note 1, *Business Activity and Significant Accounting Polices,* of the Notes to our Consolidated Financial Statements the significant accounting policies used in preparing the consolidated financial statements. We consider the following items in our consolidated financial statements to require significant estimation or judgment.

Revenue Recognition

Equipment revenue transactions include the sale of agricultural and construction equipment and often include both cash and noncash consideration received from our customers, with noncash consideration in the form of used, trade-in, equipment assets. The amount of revenue recognized in the sale transaction is dependent on the value assigned to the trade-in asset. Significant judgment is required to estimate the value of trade-in assets. We assign value based on the estimated selling price for that piece of equipment in the applicable market, less a gross profit amount to be realized at the time the trade-in asset is sold and an estimate of any reconditioning work required to ready the asset for sale. We estimate future selling prices of trade-in assets using various external industry data and relevant internal information, and consider the impact of various factors including model year, hours of use, overall condition, and other equipment specifications. Our estimates of the value of trade-in assets are impacted by changing market values of used equipment and the availability of relevant and reliable third-party data. In instances in which relevant third-party information is not available, the value assigned to trade-in equipment is dependent on internal judgments.

Inventories

New and used equipment inventories are stated at the lower of cost (specific identification) or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The majority of our used equipment inventory is acquired through trade-ins from our customers and is initially measured and recognized based on the estimated future selling price of the equipment, less a gross profit amount to be realized when the trade-in asset is sold and an estimate of any reconditioning work required to ready the asset for sale. Subsequent to the initial recognition, all new and used equipment inventories are subject to lower of cost or net realizable value assessments. We estimate net realizable value using internal information, management judgment and third-party data that considers various factors including age and condition of equipment, hours of use and market conditions. Generally, used equipment prices are more volatile to changes in market conditions than prices for new equipment due to incentive programs that may be offered by manufacturers to assist in the sale of new equipment. We review our equipment inventory values and adjust them whenever the carrying amount exceeds the estimated net realizable value.

Parts inventories are valued at the lower of average cost or net realizable value. We estimate net realizable value of our parts inventories based on various factors including aging and sales history of each type of parts inventory.

Impairment of Long-Lived Assets

Our long-lived assets consist primarily of property and equipment and operating lease assets. We review these assets for potential impairment whenever events or circumstances indicate that the carrying value may not be recoverable. Recoverability is measured by comparing the estimated future undiscounted cash flows of such assets to their carrying values. If the estimated undiscounted cash flows exceed the carrying value, the carrying value is considered recoverable and no impairment recognition is required. However, if the sum of the undiscounted cash flows is less than the carrying value of the asset, the second step of the impairment analysis must be performed to measure the amount of the impairment, if any. The second step of the impairment analysis compares the estimated fair value of the long-lived asset to its carrying value and any amount by which the carrying value exceeds the fair value is recognized as an impairment charge.

When reviewing long-lived assets for impairment, we group long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Long-lived assets deployed and used by individual store locations are reviewed for impairment at the individual store level. Other long-lived assets shared across stores within a segment or shared across segments are reviewed for impairment on a segment or consolidated level as appropriate.

During our 2022 fiscal year, we determined that events or circumstances were present that may indicate that the carrying amount of certain of our store long-lived assets might not be recoverable. The events or circumstances which indicated that certain of our store long-lived assets might not be recoverable included a current period operating loss combined with historical losses and anticipated future operating losses within certain of our stores, or an expectation that a long-lived asset (or asset group) will be disposed of before the end of its previously estimated useful life. In light of these circumstances, we performed step one of the impairment analysis for these assets, which have a combined carrying value of $25.8 million, to determine if the asset values are recoverable. In certain cases, the analysis indicated that the carrying value is not recoverable. The aggregate carrying value of such assets totaled $5.2 million. Based on this conclusion, we performed step two of the impairment analysis and estimated the fair value of these assets using an income approach that incorporated unobservable inputs including estimated forecasted net cash flows generated from the use and disposition of these assets. Step two of the analysis indicated that an impairment charge in the amount of $0.4 million was necessary, which related to the International segment. In all other cases, in which the aggregate carrying value of such assets totaled $20.6 million, our analyses indicated that the carrying values are recoverable based on our estimates of future undiscounted cash flows under step one of the impairment analysis.

Our impairment analyses require significant judgment, including identification of the grouping of long-lived and other assets and liabilities for impairment testing, estimates of future cash flows arising from these groups of assets and liabilities, and estimates of the remaining useful lives of the long-lived assets being evaluated. Our estimates inherently include a degree of uncertainty and are impacted by macroeconomic and industry conditions, the competitive environment and other factors. Adverse changes in any of these factors in future periods could result in impairment charges in future periods which could materially impact our results of operations and financial position.

Income Taxes

In determining our provision for (benefit from) income taxes, we must make certain judgments and estimates, including an assessment of the realizability of our deferred tax assets. In evaluating our ability to realize the benefit of our deferred tax assets we consider all available positive and negative evidence, including our historical operating results and our expectation of future taxable income, the availability to implement prudent tax-planning strategies, and the carryforward periods over which the assets may be realized. These assumptions require significant judgment and estimation.

In reviewing our deferred tax assets as of January 31, 2022, we concluded that a full valuation allowance continued to be warranted on our Ukrainian subsidiary. It was also concluded that a full valuation allowance was warranted on our German subsidiary which was previously only a partial valuation allowance. We also recorded a full valuation allowance on our Luxembourg holding company. Due to improved performance, a partial release of a valuation allowance for the Company's Bulgarian subsidiary was recorded. In total, valuation allowances of $6.0 million exist for our international entities as of January 31, 2022.

At the end of fiscal year ended January 31, 2021, the Company concluded, a full valuation allowance continued to be warranted in certain jurisdictions. It was also concluded that a full valuation allowance for the Company's Ukrainian subsidiary was warranted and a partial valuation allowance for the Company's German subsidiary was warranted, as such the Company recorded an additional $3.8 million valuation allowance for these two subsidiaries. In total, valuation allowances of $6.1 million existed for certain of our international entities as of January 31, 2021.

The initial recognition of, and any changes in, a deferred tax asset valuation allowance are recorded to the provision for income taxes and impacts our effective tax rate. Our assessment of the need for and magnitude of valuation allowances for our deferred tax assets may be impacted by changes in tax laws, our assumptions regarding the ability to generate future taxable income and the availability of tax-planning strategies. Changes in any of these factors could lead to a change in the recognized valuation allowance which may impact our future results of operations and financial position.

New Accounting Pronouncements

Refer to Note 1, *Business Activity and Significant Accounting Polices,* of the Notes to our Consolidated Financial Statements for a description of new accounting pronouncements recently adopted or not yet adopted and the impact or anticipated impact of such pronouncements to our consolidated financial statements.

Key Financial Metrics

In addition to tracking our sales and expenses to evaluate our operational performance, we also monitor the following key financial metrics. The results of some of these metrics are discussed further throughout the Management's Discussion and Analysis of Financial Condition and Results of Operations section of this Form 10-K.

Inventory Turnover

Inventory turnover measures the rate at which inventory is sold during the year. We calculate it by dividing cost of sales on equipment for the last twelve months by the average of the month-end balances of our equipment and parts inventories for the same twelve-month period. We believe that inventory turnover is an important management metric in evaluating the efficiency at which we are managing and selling our inventories.

Same-Store Results

Same-store results for any period represent results of operations by stores that were part of our Company for the entire comparable period in the preceding fiscal year. We do not distinguish relocated or newly-expanded stores in this same-store analysis. Closed stores are excluded from the same-store analysis.

Absorption

Absorption is an industry term that refers to the percentage of an equipment dealer's operating expense covered by the combined gross profit from parts, service and rental fleet activity. We calculate absorption by dividing our gross profit from sales of parts, service and rental fleet by our operating expenses, less commission expense on equipment sales, plus interest expense on floorplan payables and rental fleet debt. We believe that absorption is an important management metric because during economic down cycles our customers tend to postpone new and used equipment purchases while continuing to run, maintain and repair their existing equipment. Thus, operating at a high absorption rate enables us to operate profitably throughout economic down cycles.

Dollar Utilization

Dollar utilization is a measurement of asset performance and profitability used in the rental industry. We calculate the dollar utilization of our rental fleet equipment by dividing the rental revenue earned on our rental fleet by the average gross carrying value of our rental fleet (comprised of original equipment costs plus additional capitalized costs) for that period. While our rental fleet has variable expenses related to repairs and maintenance, its primary expense for depreciation is fixed. Low dollar utilization of our rental fleet has a negative impact on gross profit margin and gross profit dollars due to the fixed depreciation component. However, high dollar utilization of our rental fleet has a positive impact on gross profit margin and gross profit dollars.

Adjusted EBITDA

EBITDA is a non-GAAP financial measure defined as earnings before finance costs, income taxes, depreciation and amortization and is a metric frequently used to assess and evaluate financial performance. Management uses Adjusted EBITDA as a measure of financial performance, as a supplemental measure to evaluate the Company's overall operating performance and believes it provides a useful metric for comparability between periods and across entities within our industry by excluding differences in capital structure, income taxes, non-cash charges and certain activities that occur outside of the ordinary course of our business. We calculate Adjusted EBITDA as our net income (loss), adjusted for net interest (excluding floorplan interest expense), income taxes, depreciation, amortization, and items included in our non-GAAP reconciliation, for each of the respective periods. Adjusted EBITDA should be evaluated in addition to, and not considered a substitute for, or superior to, any GAAP measure of net income (loss). In addition, other companies may calculate Adjusted EBITDA in a different manner, which may hinder comparability with other companies. Refer to the Non-GAAP Financial Measures section for a reconciliation of Adjusted EBITDA to net income.

Key Financial Statement Components

Revenue

- *Equipment*: We derive equipment revenue from the sale of new and used agricultural and construction equipment.
- *Parts:* We derive parts revenue from the sale of parts for brands of equipment that we sell, other makes of equipment, and other types of equipment and related components. Our parts sales provide us with a relatively stable revenue stream that is less sensitive to the economic cycles that affect our equipment sales.
- *Service:* We derive service revenue from repair and maintenance services to our customers' equipment. Our repair and maintenance services provide a high-margin, relatively stable source of revenue through changing economic cycles.
- *Rental and other:* We derive other revenue from equipment rentals and ancillary equipment support activities such as equipment transportation, GPS signal subscriptions and reselling financial and insurance products.

Cost of Revenue

- *Equipment:* Cost of equipment revenue is the lower of the acquired cost or the net realizable value of the specific piece of equipment sold.
- *Parts:* Cost of parts revenue is the lower of the acquired cost or the market value of the parts sold, based on average costing.
- *Service:* Cost of service revenue represents costs attributable to services provided for the maintenance and repair of customer-owned equipment and equipment then on-rent by customers.
- *Rental and other:* Costs of other revenue represent costs associated with equipment rental, such as depreciation, maintenance and repairs, as well as costs associated providing transportation, hauling, parts freight, GPS subscriptions and damage waivers, including, among other items, drivers' wages, truck depreciation, fuel costs, shipping costs and our costs related to damage waiver policies.

Operating Expenses

Our operating expenses include sales and marketing expenses, sales commissions (which generally are based upon equipment gross profit margins), payroll and related benefit costs, insurance expenses, professional fees, property rental and related costs, property and other taxes, administrative overhead, and depreciation associated with property and equipment (other than rental and trucking equipment).

Floorplan Interest

The cost of financing inventory is an important factor affecting our results of operations. Floorplan payable financing from CNH Industrial Capital, the Bank Syndicate Agreement, DLL Finance and various credit facilities related to our foreign subsidiaries represent the primary sources of financing for equipment inventories. CNH Industrial regularly offers interest-free periods as well as additional incentives and special offers. As of January 31, 2022, 78.8% of our floorplan payable financing was non-interest bearing.

Other Interest Expense

Interest expense represents the interest on our debt instruments, other than floorplan payable financing facilities. This includes long-term debt used to finance the purchase of real estate and vehicles.

Results of Operations

Comparative financial data for each of our four sources of revenue for fiscal 2022 and 2021 are presented below. The results include the acquisitions made during these periods. The year-to-year comparison included below is not necessarily indicative of future results. Information regarding segment revenue and income (loss) before income taxes is presented for each fiscal year following our discussion of the consolidated results of operations. Additional information regarding our segments is included in Note 21 of our consolidated financial statements.

	Year Ended January 31,	
	2022	2021
	(dollars in thousands)	
Equipment		
Revenue	$ 1,291,684	$ 1,016,071
Cost of revenue	1,130,205	911,170
Gross profit	$ 161,479	$ 104,901
Gross profit margin	12.5 %	10.3 %
Parts		
Revenue	$ 266,916	$ 244,676
Cost of revenue	186,324	171,873
Gross profit	$ 80,592	$ 72,803
Gross profit margin	30.2 %	29.8 %
Service		
Revenue	$ 115,641	$ 107,229
Cost of revenue	38,771	36,692
Gross profit	$ 76,870	$ 70,537
Gross profit margin	66.5 %	65.8 %
Rental and other		
Revenue	$ 37,665	$ 43,246
Cost of revenue	23,882	30,125
Gross profit	$ 13,783	$ 13,121
Gross profit margin	36.6 %	30.3 %

The following table sets forth our statements of operations data expressed as a percentage of revenue for the fiscal years indicated.

	Year Ended January 31,	
	2022	2021
Revenue		
Equipment	75.4 %	72.0 %
Parts	15.6 %	17.3 %
Service	6.8 %	7.6 %
Rental and other	2.2 %	3.1 %
Total Revenue	100.0 %	100.0 %
Total Cost of Revenue	80.6 %	81.5 %
Gross Profit Margin	19.4 %	18.5 %
Operating Expenses	14.1 %	15.6 %
Impairment of Goodwill	— %	0.1 %
Impairment of Intangible and Long-Lived Assets	0.1 %	0.1 %
Income from Operations	5.3 %	2.7 %
Other Income (Expense)	(0.2)%	(0.5)%
Income Before Income Taxes	5.1 %	2.2 %
Provision for Income Taxes	1.2 %	0.8 %
Net Income	3.9 %	1.4 %

Fiscal Year Ended January 31, 2022 Compared to Fiscal Year Ended January 31, 2021

Consolidated Results

Revenue

	Year Ended January 31,		Increase/	Percent
	2022	2021	(Decrease)	Change
	(dollars in thousands)			
Equipment	$ 1,291,684	$ 1,016,071	$ 275,613	27.1 %
Parts	266,916	244,676	22,240	9.1 %
Service	115,641	107,229	8,412	7.8 %
Rental and other	37,665	43,246	(5,581)	(12.9)%
Total Revenue	$ 1,711,906	$ 1,411,222	$ 300,684	21.3 %

The increase in total revenue for fiscal 2022, as compared to fiscal 2021, was primarily the result of Company-wide same-store sales increase of 23.5% over the prior fiscal year and our acquisitions of HorizonWest and Jaycox, completed in May 2020 and December 2021, respectively. The strong same store sales increase was primarily driven by strong agriculture equipment sales due to higher commodity prices, higher net farm income, and good growing conditions in our international footprint.

Gross Profit

	Year Ended January 31, 2022	2021	Increase/ (Decrease)	Percent Change
	(dollars in thousands)			
Gross Profit				
Equipment	$ 161,479	$ 104,901	$ 56,578	53.9 %
Parts	80,592	72,803	7,789	10.7 %
Service	76,870	70,537	6,333	9.0 %
Rental and other	13,783	13,121	662	5.0 %
Total Gross Profit	$ 332,724	$ 261,362	$ 71,362	27.3 %
Gross Profit Margin				
Equipment	12.5 %	10.3 %	2.2 %	21.4 %
Parts	30.2 %	29.8 %	0.4 %	1.3 %
Service	66.5 %	65.8 %	0.7 %	1.1 %
Rental and other	36.6 %	30.3 %	6.3 %	20.8 %
Total Gross Profit Margin	19.4 %	18.5 %	0.9 %	4.9 %
Gross Profit Mix				
Equipment	48.6 %	40.1 %	8.5 %	21.2 %
Parts	24.2 %	27.9 %	(3.7)%	(13.3)%
Service	23.1 %	27.0 %	(3.9)%	(14.4)%
Rental and other	4.1 %	5.0 %	(0.9)%	(18.0)%
Total Gross Profit Mix	100.0 %	100.0 %		

Gross profit increased 27.3% or $71.4 million from fiscal 2021 to fiscal 2022, primarily due to higher revenue and gross profit from our equipment, parts, and service business. Gross profit margin increased from 18.5% in fiscal 2021 to 19.4% in fiscal 2022. The increase in overall gross profit margin was primarily due to stronger equipment margins, which were positively impacted by favorable end market conditions, healthy inventory, and a $6.4 million increase in the amount earned under manufacturer incentive programs.

Our company-wide absorption rate improved to 84.6% for fiscal 2022 as compared to 77.7% during fiscal 2021 as the increase in gross profit from parts and service combined with lower floorplan interest expenses more than offset the increase in operating expenses compared to that of fiscal 2021. The overall absorption rate in fiscal 2022 was positively impacted by a one-time gain of $5.7 million on the fourth quarter divestiture of three Montana and one Wyoming stores in our Construction segment.

Operating Expenses

	Year Ended January 31, 2022	2021	Increase/ (Decrease)	Percent Change
	(dollars in thousands)			
Operating Expenses	$ 241,044	$ 220,774	$ 20,270	9.2 %
Operating Expenses as a Percentage of Revenue	14.1 %	15.6 %	(1.5)%	(9.6) %

Operating expenses for fiscal 2022 increased $20.3 million, as compared to fiscal 2021. The increase in operating expenses was primarily due to variable expenses associated with increased sales, which was partially offset by a one-time gain of $5.7 million on the fourth quarter fiscal 2022 divestiture of three Montana and one Wyoming stores in our Construction segment. In fiscal 2022, operating expenses as a percentage of revenue decreased to 14.1% from 15.6% in fiscal 2021. The decrease in operating expenses as a percentage of total revenue was due to the increase in total revenue in fiscal 2022 compared to fiscal 2021, which positively affected our ability to leverage our fixed operating costs.

Impairment

	Year Ended January 31, 2022	2021	Decrease	Percent Change
	(dollars in thousands)			
Impairment of Goodwill	$ —	$ 1,453	$ (1,453)	n/m
Impairment of Intangible and Long-Lived Assets	1,498	1,727	(229)	(13.3)%

During fiscal 2022, the Company did not recognize any goodwill impairment charges and recognized a total of $1.5 million of impairment charges related to certain intangible and long-lived assets. In fiscal 2021, the Company recognized $1.5 million of impairment charges related to goodwill and $1.7 million of impairment charges related to other intangible and long lived assets. The fiscal 2022 and 2021 impairment expenses were primarily related to the impairment of goodwill and certain other intangible assets in our International segment.

Other Income (Expense)

	Year Ended January 31, 2022	2021	Increase/ (Decrease)	Percent Change
	(dollars in thousands)			
Interest and other income (expense)	$ 2,431	$ 527	$ 1,904	n/m
Floorplan interest expense	(1,175)	(3,339)	(2,164)	(64.8)%
Other interest expense	(4,537)	(3,843)	694	18.1 %

The increase in Interest and other income (expense) compared to fiscal 2021 is primarily the result of fluctuations in foreign currency exchange rates, primarily the Ukrainian currency. The decrease in floorplan interest expense for fiscal 2022, as compared to fiscal 2021, was due to an overall lower interest rate environment as well as lower borrowings. The increase in other interest expense in fiscal 2022 is the result of an increased amount of long term debt resulting from real estate purchased in fiscal 2022.

Provision for Income Taxes

	Year Ended January 31, 2022	2021	Increase	Percent Change
	(dollars in thousands)			
Provision for Income Taxes	$ 20,854	$ 11,397	$ 9,457	83.0 %

Our effective tax rate decreased from 37.1% in fiscal 2021 to 24.0% in fiscal 2022. The Company's effective tax rate decreased due to changes in valuation allowances recognized for deferred tax assets. In fiscal 2021, the Company added a full valuation allowance for the Company's Ukrainian subsidiary as well as a partial valuation allowance for the Company's German subsidiary. In fiscal 2022, the Company released a portion of the valuation allowance on its Bulgarian subsidiary's deferred tax assets, which was offset by a valuation allowance on its Luxembourg holding company.

See Note 14 to our consolidated financial statements for further details on our effective tax rate.

Segment Results

	Year Ended January 31, 2022	Year Ended January 31, 2021	Increase/ (Decrease)	Percent Change
	(dollars in thousands)			
Revenue				
Agriculture	$ 1,076,751	$ 886,485	$ 190,266	21.5 %
Construction	317,164	305,745	11,419	3.7 %
International	317,991	218,992	98,999	45.2 %
Total	$ 1,711,906	$ 1,411,222	$ 300,684	21.3 %
Income (Loss) Before Income Taxes				
Agriculture	$ 60,567	$ 34,422	$ 26,145	76.0 %
Construction	15,543	186	15,357	n/m
International	12,552	(6,025)	18,577	n/m
Segment income before income taxes	88,662	28,583	60,079	210.2 %
Shared Resources	(1,761)	2,170	(3,931)	n/m
Total	$ 86,901	$ 30,753	$ 56,148	182.6 %

Agriculture

Agriculture segment revenue for fiscal 2022 increased 21.5% or $190.3 million compared to the same period last year. Agriculture same-store sales increased 19.3% for fiscal 2022, as compared to fiscal 2021. Equipment sales were driven by increased equipment demand due to higher commodity prices and higher net farm income. The HorizonWest and Jaycox acquisitions, which were completed in May 2020 and December 2021, respectively, also contributed to the total sales growth for the segment.

Agriculture segment income before income taxes for fiscal 2022 improved by $26.1 million or 76.0% compared to fiscal 2021. The improvement in segment results was the result of stronger equipment margins which were positively impacted by favorable end market conditions, healthy inventory, and a $5.1 million increase in the amount earned under manufacturer incentive programs. Decreased inventory levels resulted in lower floorplan interest expense which also contributed to the improvement in segment results.

Construction

Construction segment revenue for fiscal 2022 increased 3.7% or $11.4 million compared to fiscal 2021 due to a same-store sales increase of 14.8% which more than offset our divestiture of the Phoenix and Tucson stores in the fourth quarter of fiscal 2021. Higher equipment sales were driven by increased construction activity throughout the footprint.

The Construction segment income before income taxes was $15.5 million for fiscal 2022 compared to income of $0.2 million for the prior year. The improvement in segment results was the result of improved equipment margins and lower floorplan and other interest expense. The segment also benefited from a $5.7 million gain on the divestiture of our Billings, Great Falls, and Missoula, Montana and Gillette, Wyoming locations.

International

International segment revenue for fiscal 2022 increased 45.2% or $99.0 million compared to fiscal 2021. Higher segment revenue is being driven by higher commodity prices as well as favorable growing conditions for much of our farming footprint, which had a positive impact on all sources of sales, but primarily equipment sales.

Our International segment income before income taxes was $12.6 million for fiscal 2022, compared to loss before income taxes of $6.0 million for fiscal 2021. The higher segment results were primarily the result of increased equipment sales and equipment gross profit margin including a $1.3 million increase in manufacturer incentive programs. Impairment charges of $1.5 million were recognized in fiscal 2022, compared to impairment charges of $2.3 million in fiscal 2021.

Shared Resources/Eliminations

We incur centralized expenses/income at our general corporate level, which we refer to as "Shared Resources," and then allocate most of these net expenses to our segments. Since these allocations are set early in the year, and a portion is planned to be unallocated, unallocated balances may occur. Shared Resource loss before income taxes was $1.8 million for fiscal 2022 compared to income before income taxes of $2.2 million for fiscal 2021.

Non-GAAP Financial Measures

To supplement our net income and diluted earnings per share ("diluted EPS"), both GAAP measures, we present and our management utilizes adjusted net income, adjusted diluted EPS, and adjusted EBITDA, all non-GAAP financial measures. Generally, these non-GAAP financial measures include adjustments for items such as ERP transition costs for fiscal year 2021, impairment charges, and foreign currency remeasurement gains/losses in Ukraine. Furthermore, we calculate adjusted EBITDA as our net income (loss), adjusted for net interest (excluding floorplan interest expense), income taxes, depreciation, amortization, and the adjustments included in our non-GAAP reconciliation as described above, for each of the respective periods. We believe that the presentation of adjusted net income, adjusted diluted EPS and adjusted EBITDA is relevant and useful to our management and investors because they each provide a measurement of earnings on activities that we consider to occur in the ordinary course of our business. In addition, our management uses adjusted EBITDA, as a supplemental measure of financial performance, to evaluate the Company's overall operating performance and believes it provides a useful metric for comparability between periods and across entities within our industry by excluding differences in capital structure, income taxes, non-cash charges and certain activities that occur outside of the ordinary course of our business. Adjusted net income, adjusted diluted EPS, and adjusted EBITDA should be evaluated in addition to, and not considered a substitute for, or superior to, the most comparable GAAP financial measure. In addition, other companies may calculate these non-GAAP financial measures in a different manner, which may hinder comparability of our results with those of other companies.

Changes in Presentation of Non-GAAP Financial Measures

Beginning in the third quarter of fiscal 2022, the Company discontinued the use of the adjusted cash-flow measure and revised its presentation of two non-GAAP financials measures, Adjusted Net Income and Adjusted Diluted EPS, to better align with SEC guidance. The adjustment for income tax valuation allowance, a non-cash tax expense related to the use of deferred tax assets in certain jurisdictions, will no longer be an adjustment included in these two non-GAAP financial measures. For comparability, references to prior periods' non-GAAP financial measures have also been updated to show the effect of omitting the valuation allowance from Adjusted Net Income and Adjusted Diluted EPS - see tables below.

The following tables reconcile net income and diluted EPS, GAAP financial measures, to adjusted net income, adjusted diluted EPS, and adjusted EBITDA, all non-GAAP financial measures.

	Year Ended January 31,	
	2022	2021
	(dollars in thousands, except per share data)	
Adjusted Net Income		
Net Income	$ 66,047	$ 19,356
Adjustments		
ERP transition costs	—	2,990
Impairment charges	1,498	3,180
Ukraine remeasurement (gain) / loss	(263)	1,174
Total Pre-Tax Adjustments	1,235	7,344
Tax Effect of Adjustments (1)	—	2,227
Total Adjustments	1,235	5,117
Adjusted Net Income	$ 67,282	$ 24,473
Adjusted Diluted EPS		
Diluted EPS	$ 2.92	$ 0.86
Adjustments (2)		
ERP transition costs	—	0.13
Impairment charges	0.07	0.14
Ukraine remeasurement (gain) / loss	(0.01)	0.05
Total Pre-Tax Adjustments	0.06	0.32
Tax Effect of Adjustments (1)	—	0.09
Total Adjustments	0.06	0.23
Adjusted Diluted EPS	$ 2.98	$ 1.09

	Year Ended January 31,	
	2022	2021
	(dollars in thousands, except per share data)	
Adjusted EBITDA		
Net Income	$ 66,047	$ 19,356
Adjustments		
Interest expense, net of interest income	4,208	3,574
Provision for income taxes	20,854	11,397
Depreciation and amortization	22,139	23,701
EBITDA	113,248	58,028
Adjustments		
ERP transition costs	—	2,990
Impairment charges	1,498	3,180
Ukraine remeasurement (gain) / loss	(263)	1,174
Total Adjustments	1,235	7,344
Adjusted EBITDA	$ 114,483	$ 65,372

(1) The tax effect of U.S. related adjustments was calculated using a 26% tax rate, determined based on a 21% federal statutory rate and a 5% blended state income tax rate. The tax effect of the Germany related adjustments was calculated using a 29% tax rate. Included in the tax effect of the adjustments is the tax impact of foreign currency changes in Ukraine of $1.2 million for fiscal 2021.

(2) Adjustments are net of the impact of amounts allocated to participating securities where applicable

Liquidity and Capital Resources

Sources of Liquidity

Our primary sources of liquidity are cash reserves, cash generated from operations, and borrowings under our floorplan payable and other credit facilities. We expect these sources of liquidity to be sufficient to fund our working capital requirements, acquisitions, capital expenditures and other investments in our business, service our debt, pay our tax and lease obligations and other commitments and contingencies, and meet any seasonal operating requirements for the foreseeable future, provided, however, that our borrowing capacity under our credit agreements is dependent on compliance with various financial covenants as further described in Note 8 to our consolidated financial statements included in this Form 10-K. We have worked in the past, and will continue to work in the future if necessary, with our lenders to implement satisfactory modifications to these financial covenants when appropriate for the business conditions confronted by us.

Equipment Inventory and Floorplan Payable Credit Facilities

Floorplan payable balances reflect the amount owed for new equipment inventory purchased from a manufacturer and used equipment inventory, which is primarily purchased through trade-in on equipment sales, net of unamortized debt issuance costs incurred for floorplan credit facilities. Certain of the manufacturers from which we purchase new equipment inventory offer financing on these purchases, either offered directly from the manufacturer or through the manufacturers' captive finance affiliate. CNH Industrial's captive finance subsidiary, CNH Industrial Capital, also provides financing of used equipment inventory. We also have floorplan payable balances with non-manufacturer lenders for new and used equipment inventory. Borrowings and repayments on manufacturer floorplan facilities are reported as operating cash flows, while borrowings and repayments on non-manufacturer floorplan facilities are reported as financing cash flows in our consolidated statements of cash flows.

As of January 31, 2022, we had floorplan payable lines of credit for equipment purchases totaling $752.0 million, which includes a $450.0 million credit facility with CNH Industrial Capital, a $185.0 million floorplan payable line under the Bank Syndicate Agreement, a $50.0 million credit facility with DLL Finance, and additional credit facilities related to our foreign subsidiaries. Available borrowing capacity under these lines of credit are reduced by amounts outstanding under such facilities, borrowing base calculations and amount of standby letters of credit outstanding with respect to the Bank Syndicate Agreement, and certain acquisition-related financing arrangements with respect to the CNH Industrial Capital credit facility. As of January 31, 2022, the Company was in compliance with the financial covenants under its credit agreements. Additional details on each of these credit facilities are disclosed in Note 8 to our consolidated financial statements included in this annual report.

As of January 31, 2022, the Company was not subject to the fixed charge ratio covenant under the Bank Syndicate Agreement as our adjusted excess availability plus eligible cash collateral (as defined in the Bank Syndicate Agreement) was not less than 15% of the total amount of the credit facility. Please refer to Note 8 to our consolidated financial statement included in Item 8 for further information regarding the Company's line of credit.

Our equipment inventory turnover increased to 3.4 times for fiscal 2022 compared to 2.0 times for fiscal 2021. Our equipment inventories amount decreased 4.2% from January 31, 2021 to January 31, 2022. The improvement in equipment turnover was due to the combination of the increase in equipment sales volume in fiscal 2022 as compared to fiscal 2021 and a decrease in our average equipment inventory over these time periods. Our equity in equipment inventory, which reflects the portion of our equipment inventory balance that is not financed by floorplan payables, increased to 58.2% as of January 31, 2022, from 52.1% as of January 31, 2021. The increase in our equity in equipment inventory is primarily due to a high level of cash generation in fiscal 2022, which was applied against interest bearing floorplan payables.

Long-Term Debt Facilities

As of January 31, 2021, we had a $65.0 million working capital line of credit under the Bank Syndicate Agreement (the "Revolver Loan"). The Revolver Loan is used to finance our working capital requirements and fund certain capital expenditures, as needed. As of January 31, 2022, the Company did not have a need to utilize any of the Revolver Loan, as such the outstanding balance was zero. The Company works with various lenders to finance the purchase of real estate we currently lease or are acquiring through an acquisition. The Company may also decide in the future to finance a portion of our rental fleet as well as our capital expenditures using long-term debt from various lenders.

Adequacy of Capital Resources

Our primary uses of cash have been to fund our operating activities, including the purchase of inventories and providing for other working capital needs; meeting our debt service requirements; making payments due under our various leasing arrangements; and funding capital expenditures, including the purchase of rental fleet assets. The primary factor affecting our ability to generate cash and to meet cash requirements, is our operating performance as impacted by (i) industry factors, (ii) competition, (iii) general economic conditions, (iv) the timing and extent of acquisitions, and (v) business and other factors including those identified in Item 1A "Risk Factors" and discussed in this Form 10-K.

Our ability to service our debt will depend upon our ability to generate necessary cash. This will in turn depend on our future acquisition activity, operating performance, general economic conditions, and financial, competitive, business and other factors, some of which are beyond our immediate control. Based on our current operational performance, we believe our cash flow from operations, available cash, and available borrowings under our existing credit facilities will be adequate to meet our liquidity needs for, at a minimum, the next 12 months.

In fiscal 2022, we used $14.6 million in cash for rental fleet purchases and $23.0 million in cash for property and equipment purchases and financed $14.6 million in property and equipment purchases with long-term debt and finance leases. The property and equipment purchases in fiscal 2022 primarily related to improvements to, or purchases of, real estate assets and the purchase of vehicles. In fiscal 2021, we used $7.1 million in cash for rental fleet purchases, $13.0 million in cash for property and equipment purchases, and financed $19.5 million in property and equipment purchases with long-term debt. The property and equipment purchases in fiscal 2022 primarily related to the purchase of vehicles, trucks and real estate. We expect our cash expenditures for property and equipment, exclusive of rental fleet purchases, for fiscal 2023 to be approximately $25.0 million and expect cash expenditures for our rental fleet for fiscal 2023 to be approximately $10.0 million. The actual amount of our fiscal 2023 capital expenditures will depend upon factors such as general economic conditions, growth prospects for our industry and our decisions regarding financing and leasing options. We currently expect to finance property and equipment purchases with borrowings under our existing credit facilities, financing with long-term debt, with available cash or with cash flow from operations. We may need to incur additional debt if we pursue any future acquisitions.

There can be no assurances, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available under the credit facilities with the Bank Syndicate, CNH Industrial Capital and DLL Finance in amounts sufficient to allow us to service our indebtedness and to meet our other commitments. If we are unable to generate sufficient cash flow from operations or to obtain sufficient future borrowings, we may be required to seek one or more alternatives such as refinancing or restructuring our indebtedness, selling material assets or operations or seeking to raise additional debt or equity capital. There can be no assurances that we will be able to succeed with one of these alternatives on commercially reasonable terms, if at all. In addition, if we pursue strategic acquisitions, we may require additional equity or debt financing to consummate the transactions, and we cannot assure you that we will succeed in obtaining this financing on favorable terms or at all. If we incur additional indebtedness to finance any of these transactions, this may place increased demands on our cash flow from operations to service the resulting increased debt. Our existing debt agreements contain restrictive covenants that may restrict our ability to adopt any of these alternatives. Any non-compliance by us under the terms of our debt agreements could result in an event of default which, if not cured, could result in the acceleration of our debt. We have met all financial covenants under these credit agreements as of January 31, 2022. If anticipated operating results create the likelihood of a future covenant violation, we would seek to work with our lenders on an appropriate modification or amendment to our financing arrangements.

Cash Flow

Cash Flow Provided By Operating Activities

Net cash provided by operating activities in fiscal 2022 was $158.9 million compared to $173.0 million in fiscal 2021. The decrease in net cash provided by operating activities of $14.1 million from fiscal 2021 to fiscal 2022 is primarily the result of a consistent inventory balance and manufacturer floorplan payable balance during fiscal 2022 compared to a reduction in inventories in fiscal 2021, this was partially offset by an increase in receivables and prepaid expenses for fiscal 2022.

Cash Flow Used For Investing Activities

Net cash used for investing activities is primarily comprised of cash used for property and equipment purchases, including rental fleet purchases, and for business acquisitions.

Net cash used for investing activities was $55.2 million in fiscal 2022, compared to $20.3 million in fiscal 2021. In fiscal 2022, the Company used $37.6 million of cash, compared to use of $20.1 million in fiscal 2021, for additional investment in our rental fleet, vehicles, capital improvements, and purchases of real estate. In addition, the Company utilized $33.6 million of cash in fiscal 2022, compared to use of $6.8 million in the prior fiscal year, for acquisitions.

Cash Flow Provided By (Used For) Financing Activities

Net cash used for financing activities was $35.3 million in fiscal 2022, compared to net cash used for financing activities of $117.9 million in fiscal 2021. In fiscal 2022, net cash used for financing activities was the result of decreased non-manufacturer floorplan payables, which was reduced due to use of cash provided by operating activities.

Future Cash Requirements

We enter into contractual obligations in the ordinary course of business that may require future cash payments. Such obligations include, but are not limited to, debt arrangements, leasing arrangements, and costs related to Information Technology ("IT"), including ERP expenses. The Notes to the Consolidated Financial Statements provide additional information in regard to Long Term Debt (Note 10) and Leases (Note 13). Other purchase obligations consist primarily of ERP related expenses with estimated cash payments of $4.4 million for fiscal 2023, $9.1 million combined for fiscal years 2024, 2025, and 2026.

Information Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. We include "forward-looking" information in this Form 10-K, including this Item 7, as well as in other materials filed or to be filed by us with the SEC (as well as information included in oral statements or other written statements made or to be made by us).

This Form 10-K contains forward-looking statements that involve risks and uncertainties. In some cases, you can identify forward-looking statements by the following words: "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "should," "will," "would," or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Our forward-looking statements in this Form 10-K generally relate to the following:

- our beliefs and intentions with respect to our growth strategies, including growth through strategic acquisitions, the types of acquisition targets we intend to pursue, the availability of suitable acquisition targets, the industry climate for dealer consolidation, and our ability to implement our growth strategies;
- our beliefs with respect to factors that will affect demand and seasonality of purchasing in the agricultural and construction industries;

- our beliefs with respect to our primary supplier (CNH Industrial) of equipment and parts inventory;
- our beliefs with respect to the equipment market, our competitors and our competitive advantages;
- our beliefs with respect to the impact of U.S federal government policies on the agriculture economy;
- our beliefs with respect to the impact of commodity prices for the fossil fuels and other commodities on our operating results;
- our beliefs with respect to the impact of government regulations;
- our beliefs with respect to our business strengths and the diversity of our customer base;
- our plans and beliefs with respect to real property used in our business;
- our plans and beliefs regarding future sales, sales mix, and marketing activities;
- our beliefs and assumptions regarding the payment of dividends;
- our beliefs and assumptions regarding valuation reserves, equipment inventory balances, fixed operating expenses, and absorption rate;
- our beliefs and expectations regarding the impact of the Russia-Ukraine military conflict on our Ukrainian operations;
- our beliefs and assumptions with respect to our rental equipment operations;
- our beliefs with respect to our employee relations;
- our assumptions, beliefs and expectations with respect to past and future market conditions, including interest rates, and public infrastructure spending, new environmental standards, and the impact these conditions will have on our operating results;
- our beliefs with respect to the impact of our credit agreements, including future interest expense, limits on corporate transactions, financial covenant compliance, and ability to negotiate amendments or waivers, if needed;
- our beliefs with respect to the impact of increase or decrease in applicable foreign exchange rates;
- our plans and assumptions for future capital expenditures and rental fleet purchases;
- our cash needs, sources of liquidity, and the adequacy of our working capital.

Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the expansion of product offerings geographically, the timing and cost of planned capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Forward-looking statements also involve known and unknown risks and uncertainties, which could cause actual results that differ materially from those contained in any forward-looking statement. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

- the impact of the Russian-Ukraine military conflict on our operations in Ukraine;
- assumptions regarding our cash needs and the amount of inventory we need on hand;
- general economic conditions and construction activity in the markets where we operate;
- our dependence on CNH Industrial, our primary supplier of equipment and parts inventory, and our relationships with other equipment suppliers;
- the terms of the CNH dealer agreements that subject us to restrictions that may adversely impact our business and growth;
- the risks associated with our international operations;
- risks resulting from the implementation or design of our new ERP system;
- risks resulting from the impact of the enactment of "right to repair" legislation;
- the impact of security breaches and other disruptions to our information system;
- our level of indebtedness and ability to comply with the terms of agreements governing our indebtedness;

- the risks associated with the expansion of our business;
- the risks resulting from outbreaks or other public health crises, including COVID-19;
- the potential inability to integrate any businesses we acquire;
- competitive pressures;
- significant fluctuations in the price of our common stock;
- risks related to our dependence on our information technology systems and the impact of potential breaches and other disruptions;
- compliance with laws and regulations; and
- other factors discussed under "Risk Factors" or elsewhere in this Form 10-K.

You should read the risk factors and the other cautionary statements made in this Form 10-K as being applicable to all related forward-looking statements wherever they appear in this Form 10-K. We cannot assure you that the forward-looking statements in this Form 10-K will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified timeframe, if at all. Other than as required by law, we undertake no obligation to update these forward-looking statements, even though our situation may change in the future.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, including changes in interest rates and foreign currency exchange rates. Market risk is the potential loss arising from adverse changes in market rates and prices such as interest rates and foreign currency exchange rates.

Interest Rate Risk

Exposure to changes in interest rates results from borrowing activities used to fund operations. For fixed rate debt, interest rate changes affect the fair value of financial instruments but do not impact earnings or cash flows. Conversely, for floating rate debt, interest rate changes generally do not affect the fair market value but do impact future earnings and cash flows, assuming other factors are held constant. We have both fixed and floating rate financing. Some of our floating rate credit facilities contain minimum rates of interest to be charged. Based upon our interest-bearing balances and interest rates as of January 31, 2022, holding other variables constant, a one percentage point increase in interest rates for the next 12-month period would decrease pre-tax earnings and cash flow by approximately $0.3 million. Conversely, a one percentage point decrease in interest rates for the next 12-month period would result in an increase to pre-tax earnings and cash flow of approximately $0.3 million. At January 31, 2022, we had total floorplan payables outstanding of $135.4 million, of which $28.6 million was interest-bearing at variable interest rates and $106.8 million was non-interest bearing. In addition, at January 31, 2022, we had total long-term debt outstanding and finance lease liabilities of $89.6 million, primarily all of which is fixed rate debt.

Foreign Currency Exchange Rate Risk

Our foreign currency exposures arise as the result of our foreign operations. We are exposed to transactional foreign currency exchange rate risk through our foreign entities holding assets and liabilities denominated in currencies other than their functional currency. In addition, the Company is exposed to foreign currency transaction risk as a result of certain intercompany financing transactions. The Company attempts to manage its transactional foreign currency exchange rate risk through the use of derivative financial instruments, primarily foreign exchange forward contracts, or through natural hedging instruments. Based upon balances and exchange rates as of January 31, 2022, holding other variables constant, we believe that a hypothetical 10% increase or decrease in all applicable foreign exchange rates would not have a material impact on our results of operations or cash flows. As of January 31, 2022, our Ukrainian subsidiary had $1.7 million of net monetary assets denominated in Ukrainian hryvnia (UAH). We have attempted to minimize our net monetary asset position through reducing overall asset levels in Ukraine and through borrowing in UAH which serves as a natural hedging instrument offsetting our net UAH denominated assets. With the Russia/Ukraine conflict significantly intensifying in February 2022, currency and payment controls imposed by the National Bank of Ukraine limit our ability to manage our net monetary asset position. However in late March 2022, Ukraine's government classified agriculture as a critical industry. This has allowed us to convert hryvnia to pay for certain parts and equipment invoices. Continuation of political tensions in the Russian/Ukraine conflict could lead to more significant UAH devaluations. The inability to fully manage our net monetary asset position and continued UAH devaluations for an extended period of time, could have a material impact on our results of operations and cash flows.

In addition to transactional foreign currency exchange rate risk, we are also exposed to translational foreign currency exchange rate risk as we translate the results of operations and assets and liabilities of our foreign operations from their functional currency to the U.S. dollar. As a result, our results of operations, cash flows and net investment in our foreign operations may be adversely impacted by fluctuating foreign currency exchange rates. We believe that a hypothetical 10% increase or decrease in all applicable foreign exchange rates, holding all other variables constant, would not have a material impact on our results of operations or cash flows.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Balance Sheets of the Company as of January 31, 2022 and 2021, and the related Consolidated Statements of Operations, Comprehensive Income, Stockholders' Equity, and Cash Flows for the years ended January 31, 2022, 2021 and 2020, and the notes thereto, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Titan Machinery Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Titan Machinery Inc. and subsidiaries (the "Company") as of January 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended January 31, 2022, and the related notes and the schedule listed in the Index at Part IV, Item 15 (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 January 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 31, 2022, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Inventories – Valuation of Used Equipment Inventories — Refer to Notes 1 and 5 to the financial statements

Critical Audit Matter Description

The majority of the Company's used equipment inventories are acquired through trade-ins from customers. Equipment that is traded-in is recorded at fair value less a normal gross profit margin. The Company determines fair value for the traded-in equipment through internal and third-party data that considers various factors including the age and condition of the equipment, hours of use, and market conditions. The Company's used equipment inventories are stated at the lower of cost (specific identification) or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The Company periodically subjects used equipment inventories to lower of cost or net realizable value assessments and adjusts carrying values when such values exceed estimated net realizable value. The Company estimates net realizable value using internal and third-party data that considers various factors including the age and condition of the equipment, hours of use, and market conditions. The used equipment inventories balance as of January 31, 2022 was $128.0 million.

Given the significant judgments made by management to determine the initial fair value and subsequent net realizable value of used equipment inventories, performing audit procedures to evaluate these judgments to determine the valuation of used equipment inventories required a high degree of auditor judgment and an increased extent of effort.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management’s judgments regarding the valuation of used equipment inventories included the following, among others:

- We tested the effectiveness of controls over the valuation of used equipment inventories, including the reasonableness of various factors including the age and condition of the equipment, hours of use, and market conditions, used to determine the net realizable value of the equipment.
- We tested the effectiveness of controls over the internal and external data used to determine the valuation of used equipment inventories.
- We evaluated the reasonableness of management’s judgments utilized to determine the net realizable value of the used equipment inventories by:
    - Evaluating the reasonableness and consistency of the methodology and assumptions used by management to determine net realizable value.
    - Testing the underlying determination of the net realizable value by obtaining sales documentation containing the age of the equipment and hours of use and comparing it to comparable internal and external data.
    - Performing a retrospective lookback analysis of management’s process by comparing the actual selling prices of used equipment inventories units sold in the current year to the selling prices estimated by management for those units in the prior year.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
March 31, 2022

We have served as the Company's auditor since 2013.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Titan Machinery Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Titan Machinery Inc. and subsidiaries (the "Company") as of January 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended January 31, 2022, of the Company and our report dated March 31, 2022, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota
March 31, 2022

TITAN MACHINERY INC.

CONSOLIDATED BALANCE SHEETS

AS OF JANUARY 31, 2022 AND 2021

(in thousands, except per share data)

	January 31, 2022	January 31, 2021
Assets		
Current Assets		
Cash	$ 146,149	$ 78,990
Receivables, net of allowance for expected credit losses	94,287	69,109
Inventories	421,758	418,458
Prepaid expenses and other	28,135	13,677
Total current assets	690,329	580,234
Noncurrent Assets		
Property and equipment, net of accumulated depreciation	178,243	147,165
Operating lease assets	56,150	74,445
Deferred income taxes	1,328	3,637
Goodwill	8,952	1,433
Intangible assets, net of accumulated amortization	10,624	7,785
Other	1,041	1,090
Total noncurrent assets	256,338	235,555
Total Assets	$ 946,667	$ 815,789
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 25,644	$ 20,045
Floorplan payable	135,415	161,835
Current maturities of long-term debt	5,876	4,591
Current maturities of operating leases	9,601	11,772
Deferred revenue	134,146	59,418
Accrued expenses and other	59,339	48,791
Income taxes payable	4,700	11,048
Total current liabilities	374,721	317,500
Long-Term Liabilities		
Long-term debt, less current maturities	74,772	44,906
Operating lease liabilities	55,595	73,567
Deferred income taxes	2,006	—
Other long-term liabilities	4,374	8,535
Total long-term liabilities	136,747	127,008
Commitments and Contingencies (Note 12)		
Stockholders' Equity		
Common stock, par value $0.00001 per share, 45,000,000 shares authorized; 22,587,859 shares issued and outstanding at January 31, 2022; 22,552,967 shares issued and outstanding at January 31, 2021	—	—
Additional paid-in-capital	254,455	252,913
Retained earnings	182,916	116,869
Accumulated other comprehensive income (loss)	(2,172)	1,499
Total stockholders' equity	435,199	371,281
Total Liabilities and Stockholders' Equity	$ 946,667	$ 815,789

See Notes to Consolidated Financial Statements

TITAN MACHINERY INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

YEARS ENDED JANUARY 31, 2022, 2021 AND 2020

(in thousands, except per share data)

	2022	2021	2020
Revenue			
Equipment	$ 1,291,684	$ 1,016,071	$ 917,202
Parts	266,916	244,676	234,217
Service	115,641	107,229	99,165
Rental and other	37,665	43,246	54,587
Total Revenue	1,711,906	1,411,222	1,305,171
Cost of Revenue			
Equipment	1,130,205	911,170	818,707
Parts	186,324	171,873	165,190
Service	38,771	36,692	33,446
Rental and other	23,882	30,125	37,010
Total Cost of Revenue	1,379,182	1,149,860	1,054,353
Gross Profit	332,724	261,362	250,818
Operating Expenses	241,044	220,774	225,722
Impairment of Goodwill	—	1,453	—
Impairment of Intangible and Long-Lived Assets	1,498	1,727	3,764
Income from Operations	90,182	37,408	21,332
Other Income (Expense)			
Interest and other income	2,431	527	3,126
Floorplan interest expense	(1,175)	(3,339)	(5,354)
Other interest expense	(4,537)	(3,843)	(4,452)
Income Before Income Taxes	86,901	30,753	14,652
Provision for Income Taxes	20,854	11,397	699
Net Income	$ 66,047	$ 19,356	$ 13,953
Earnings per Share:			
Basic	$ 2.93	$ 0.86	$ 0.63
Diluted	$ 2.92	$ 0.86	$ 0.63
Weighted Average Common Shares:			
Basic	22,238	22,100	21,946
Diluted	22,248	22,104	21,953

See Notes to Consolidated Financial Statements

TITAN MACHINERY INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED JANUARY 31, 2022, 2021 AND 2020

(in thousands)

	2022	2021	2020
Net Income	$ 66,047	$ 19,356	$ 13,953
Other Comprehensive Income (Loss)			
Foreign currency translation adjustments	(3,671)	4,719	(880)
Comprehensive Income	$ 62,376	$ 24,075	$ 13,073

See Notes to Consolidated Financial Statements

TITAN MACHINERY INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

YEARS ENDED JANUARY 31, 2022, 2021 AND 2020

(in thousands)

	Common Stock					
	Shares Outstanding	**Amount**	**Additional Paid-In Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Income (Loss)**	**Total Stockholders' Equity**
BALANCE, JANUARY 31, 2019	22,218	$ —	$ 248,423	$ 89,228	$ (2,340)	$ 335,311
Common stock issued on grant of restricted stock, net of restricted stock forfeitures and restricted stock withheld for employee withholding tax	117	—	(509)	—	—	(509)
Stock-based compensation expense	—	—	2,693	—	—	2,693
Cumulative-effect adjustment of adopting ASC 842, *Leases*	—	—	—	(5,464)	—	(5,464)
Net income	—	—	—	13,953	—	13,953
Other comprehensive loss	—	—	—	—	(880)	(880)
BALANCE, JANUARY 31, 2020	22,335	—	250,607	97,717	(3,220)	345,104
Cumulative-effect adjustment of adopting ASC 326, *Financial Instruments - Credit Losses*	—	—	—	(204)	—	(204)
Common stock issued on grant of restricted stock, net of restricted stock forfeitures and restricted stock withheld for employee withholding tax	218	—	(209)	—	—	(209)
Stock-based compensation expense	—	—	2,515	—	—	2,515
Net income	—	—	—	19,356	—	19,356
Other comprehensive loss	—	—	—	—	4,719	4,719
BALANCE, JANUARY 31, 2021	22,553	—	252,913	116,869	1,499	371,281
Common stock issued on grant of restricted stock, net of restricted stock forfeitures and restricted stock withheld for employee withholding tax	35	—	(1,012)	—	—	(1,012)
Stock-based compensation expense	—	—	2,554	—	—	2,554
Net income	—	—	—	66,047	—	66,047
Other comprehensive income	—	—	—	—	(3,671)	(3,671)
BALANCE, JANUARY 31, 2022	22,588	$ —	$ 254,455	$ 182,916	$ (2,172)	$ 435,199

See Notes to Consolidated Financial Statements

TITAN MACHINERY INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED JANUARY 31, 2022, 2021 AND 2020

(in thousands)

	2022	2021	2020
Operating Activities			
Net income	$ 66,047	$ 19,356	$ 13,953
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	22,139	23,701	28,067
Impairment of goodwill, intangible assets and long lived assets	1,498	3,180	3,764
Deferred income taxes	4,315	(3,538)	(1,663)
Stock-based compensation expense	2,554	2,515	2,693
Noncash interest expense	218	174	408
Noncash lease expense	9,882	11,537	12,234
Gain on sale of property & equipment	(4,525)	(863)	(875)
Other, net	711	(512)	487
Changes in assets and liabilities			
Receivables, prepaid expenses and other assets	(37,037)	4,469	6,217
Inventories	5,799	199,245	(99,469)
Manufacturer floorplan payable	14,233	(110,084)	49,601
Deferred revenue	74,244	18,157	(5,370)
Accounts payable, deferred revenue, accrued expenses and other and other long-term liabilities	9,687	18,048	3,480
Operating lease liability	(10,849)	(12,389)	(12,572)
Net Cash Provided by Operating Activities	158,916	172,996	955
Investing Activities			
Rental fleet purchases	(14,594)	(7,103)	(14,302)
Property and equipment purchases (excluding rental fleet)	(23,033)	(12,986)	(10,714)
Proceeds from sale of property and equipment	16,046	6,592	2,415
Acquisition consideration, net of cash acquired	(33,643)	(6,790)	(13,887)
Other, net	26	(10)	19
Net Cash Used for Investing Activities	(55,198)	(20,297)	(36,469)
Financing Activities			
Net change in non-manufacturer floorplan payable	(35,443)	(106,414)	50,158
Principal payments on senior convertible notes	—	—	(45,644)
Proceeds from long-term debt borrowings	10,348	5,326	23,354
Principal payments on long-term debt and finance leases	(9,212)	(15,942)	(4,490)
Other, net	(1,028)	(909)	(509)
Net Cash Provided by (Used for) Financing Activities	(35,335)	(117,939)	22,869
Effect of Exchange Rate Changes on Cash	(1,224)	509	(379)
Net Change in Cash	67,159	35,269	(13,024)
Cash at Beginning of Period	78,990	43,721	56,745
Cash at End of Period	$ 146,149	$ 78,990	$ 43,721
Supplemental Disclosures of Cash Flow Information			
Cash paid during the period			
Income taxes, net of refunds	$ 22,946	$ 2,786	$ 3,656
Interest	$ 5,399	$ 7,355	$ 9,687
Supplemental Disclosures of Noncash Investing and Financing Activities			
Net property and equipment financed with long-term debt, capital leases, accounts payable and accrued liabilities	$ 14,626	$ 19,537	$ 11,039
Long-term debt to acquire finance leases	$ 11,000	$ —	$ —
Net transfer of assets from property and equipment to inventories	$ 4,368	$ 6,702	$ 2,544

See Notes to Consolidated Financial Statements

NOTE 1 - BUSINESS ACTIVITY AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Titan Machinery Inc. and its subsidiaries (collectively, the "Company") are engaged in the retail sale, service and rental of agricultural and construction machinery through its stores in the United States and Europe. The Company's North American stores are located in Colorado, Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Wisconsin and Wyoming, and its European stores are located in Bulgaria, Germany, Romania, and Ukraine.

Russia/Ukraine Geopolitical Conflict

On February 24, 2022, the ongoing Russia/Ukraine conflict significantly intensified. Titan Machinery Ukraine, LLC. ("Titan Machinery Ukraine"), the Company's wholly owned Ukrainian subsidiary, has ten locations in Ukraine, each of which were temporarily closed for a period of time, some locations have remained closed, as the well-being of the employees is the Company's primary concern. The Company is actively monitoring the quickly evolving geopolitical situation but due to the unknown nature of this conflict, the duration of the closures are unknown and may vary across different areas of Ukraine.

For the fiscal year ended January 31, 2022, the Company had total assets of $32.7 million in Ukraine. The physical assets (e.g. inventory and fixed assets) are almost exclusively located in central and western areas of the country. The Company has been monitoring Titan Machinery Ukraine's net monetary asset position, but the currency and payment controls imposed by the National Bank of Ukraine have limited our ability to fully manage our net monetary asset position.

The Russia/Ukraine conflict did not have a significant impact on our results of operations for the fiscal year ended January 31, 2022, but depending on the extent and duration of the conflict may have a material adverse effect on Titan Machinery Ukraine's operations going forward.

Impact of the COVID-19 Pandemic

The outbreak and global spread of COVID-19, which was declared a pandemic by the World Health Organization and a national emergency by the President of the United States in March 2020, continues to have an impact on society, economies, financial markets, and businesses. While the Company's products and services were determined to be an essential business, the pandemic has had an impact on the Company's business operations, existing employees and ability to find new employees, customers, and suppliers. Uncertainty remains regarding the magnitude and duration of the pandemic and the resulting financial effects and will depend on future developments including the efficacy of vaccines, the spread of COVID-19 variants, and the extent of governmental responses, including potential vaccine or testing mandates.

On November 5, 2021, the Department of Labor's Occupational Safety and Health Administration ("OSHA") announced an Emergency Temporary Standard ("ETS") requiring all employers with at least 100 employees to ensure their employees are fully vaccinated or require weekly testing of unvaccinated employees. On January 13, 2022, the US Supreme Court granted emergency relief to stay the implementation of the ETS and on January 26, 2022, OSHA withdrew the standard. Although OSHA withdrew the vaccination and testing ETS as an enforceable emergency temporary standard, the agency is not withdrawing the ETS as a proposed rule. The agency is prioritizing resources and is focusing on finalizing a permanent COVID-19 Healthcare Standard. The ultimate impact of a permanent standard on the Company, if one were to be adopted, is currently unknown and difficult to predict.

The Company has assessed the impacts of the COVID-19 pandemic on its results of operations for the fiscal year ended January 31, 2022, and although there have been challenges, no material adverse impacts were identified. We continue to monitor developments involving our workforce, customers, and suppliers and continue to take steps to mitigate against additional impacts.

Seasonality

The agricultural and construction equipment businesses are highly seasonal, which causes the Company's quarterly results and cash flows to fluctuate during the year. The Company's customers generally purchase and rent equipment in preparation for, or in conjunction with, their busy seasons, which for farmers are the spring planting and fall harvesting seasons, and for construction customers is dependent on weather seasons in their respective regions, which is typically the second and third quarters of the Company's fiscal year for much of its Construction footprint. The Company's parts and service revenues are also typically highest during its customers' busy seasons, due to the increased use of their equipment during this time, which generates the need for more parts and service work. However, weather conditions impact the timing of our customers' busy times, which may cause the Company's quarterly financial results to differ between fiscal years. In addition, the fourth quarter typically is a significant period for equipment sales in the United States because of our customers' year-end tax planning considerations, the timing of dealer incentives and the increase in availability of funds from completed harvests and construction projects.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant accounts, transactions and profits between the consolidated companies have been eliminated in consolidation.

The Company's foreign subsidiaries have fiscal years ending on December 31 of each year, consistent with statutory reporting requirements in each of the respective countries. The accounts of the Company's foreign subsidiaries are consolidated as of December 31 of each year. No events or transactions occurred related to these subsidiaries in January 2022 that would have materially affected the consolidated financial position, results of operations or cash flows.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates, particularly related to realization of inventory, impairment of long-lived assets, goodwill, indefinite-lived intangible assets, collectability of receivables, and income taxes.

Concentrations of Credit Risk

The Company's sales are to agricultural and construction equipment customers principally in the states in which it has stores as well as in the European countries in which its stores are located. The Company extends credit to its customers in the ordinary course of business and monitors its customers' financial condition to minimize its risks associated with trade receivables; however, the Company does not generally require collateral on trade receivables.

The Company's cash balances are maintained in bank deposit accounts, which, generally, are in excess of federally insured limits.

Concentrations in Operations

The Company currently purchases new equipment, rental equipment and the related parts from a limited number of manufacturers. Although no change in suppliers is anticipated, the occurrence of such a change could cause a possible loss of sales and adversely affect operating results. The Company is the holder of authorized dealerships granted by CNH Industrial America, LLC and CNHI International SA (collectively referred to "CNH Industrial") whereby it has the right to act as an authorized dealer for the entity's equipment at specified locations. The dealership authorizations and floorplan payable facilities can be canceled by the respective entity if the Company does not observe certain established guidelines and covenants.

In addition, the Company believes that the following factors related to concentrations in suppliers, and in particular CNH Industrial, have a significant impact on its operating results:

- CNH Industrial's product offerings, reputation and market share
- CNH Industrial's product prices and incentive and discount programs
- Supply of inventory from CNH Industrial
- CNH Industrial provides floorplan payable financing for the purchase of a substantial portion of the Company's inventory
- CNH Industrial provides a significant percentage of the financing and lease financing used by the Company's customers to purchase CNH Industrial equipment from the Company

Revenue Recognition

Revenues are recognized when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to collect in exchange for those goods or services. Shipping and handling costs are recorded as cost of revenue. Sales, value added and other taxes collected from the Company's customers concurrent with the Company's revenue activities are excluded from revenue.

Equipment Revenue. Equipment revenue transactions include the sale of new and used agricultural and construction equipment. The Company satisfies its performance obligations and recognizes revenue at a point in time, primarily upon the delivery of the product. Once a product is delivered, the customer has physical possession of the asset, can direct the use of the asset, and has the significant risks and rewards of ownership of the asset. Equipment transactions often include both cash and non-cash consideration. Cash consideration is paid directly by the Company's customers or by third-party financial institutions financing the Company's customer transactions. Non-cash consideration is in the form of trade-in equipment assets. The Company assigns a value to trade-in assets by estimating a future selling price, which the Company estimates based on relevant internal and third-party data, less a gross profit amount to be realized at the time the trade-in asset is sold and an estimate of any reconditioning work required to ready the asset for sale. Both cash and non-cash consideration may be received prior to or after the Company's performance obligation is satisfied. Any consideration received prior to the satisfaction of the Company's performance obligation is recognized as deferred revenue. Receivables recognized for amounts not paid at the time our performance obligation is satisfied, including amounts due from third-party financial institutions, generally do not have established payment terms but are collected in relatively short time periods.

Parts Revenue. We sell a broad range of maintenance and replacement parts for both equipment that we sell and other types of equipment. The Company satisfies its performance obligation and recognizes revenue at a point in time, upon delivery of the product to the customer. Once a product is delivered, the Company has a present right to payment, the customer has physical possession of the asset, can direct the use of the asset, and has the significant risks and rewards of ownership of the asset. In many cases, customers tender payment at the time of delivery. Balances not paid at the time of delivery are typically due in full within 30 days. Most parts are sold with a thirty-day right of return or exchange. Historically, parts returns have not been material.

Parts revenue also includes the retail value of parts inventories consumed during the course of customer repair and maintenance services and services provided under manufacturer warranties. As further described below, we recognize revenue from these activities over time.

Service Revenue. We provide repair and maintenance services, including repairs performed under manufacturer warranties, for our customer’s equipment. We recognize service and associated parts revenue of our repair and maintenance services over time as we transfer control of these goods and services over time. The Company recognizes revenue over time in the amount to which we have the right to invoice the customer, as such an amount corresponds to the value of our performance completed to date. Generally, the Company has the right to invoice the customer for labor hours incurred and parts inventories consumed during the performance of the service arrangement. Customer invoicing most often occurs at the conclusion of our repair and maintenance services. Accordingly, we recognize unbilled receivables for the amount of unbilled labor hours incurred and parts inventories consumed under our repair and maintenance arrangements. Upon customer invoicing, unbilled receivables are reclassified to receivables. In many cases, customers tender payment at the completion of our work and the creation of the invoice. Balances not paid at the time of invoicing are typically due in full within 30 days.

Rental and Other Revenue. We rent equipment to our customers on a short-term basis for periods ranging from a few days to a few months. Rental revenue is recognized on a straight-line basis over the period of the related rental agreement. Revenue from rental equipment delivery and pick-up services is recognized when the service is performed. Other revenues primarily consist of fees charged in connection with short-haul equipment delivery and pick-up services, in which revenue is recognized at a point in time when the service is completed, and Global Positioning System ("GPS") signal subscriptions, in which revenue is recognized on a straight-line basis over the subscription period.

Manufacturer Incentives and Discounts

The Company receives various manufacturer incentives and discounts, which are based on a variety of factors. Discounts and incentives related to the purchase of inventory are recognized as a reduction of inventory prices and recognized as a reduction of cost of revenue when the related inventory is sold. Other incentives, reflecting reimbursement of qualifying expenses, are recognized as a reduction of the related expense when earned.

Receivables and Credit Policy

Trade accounts receivable due from customers are uncollateralized customer obligations due under normal trade terms requiring payment within 30 to 90 days from the invoice date. Balances unpaid after the due date based on trade terms are considered past due and begin to accrue interest. Payments of trade receivables are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices. Trade accounts receivable due from manufacturers relate to discount programs and incentive programs. Trade accounts receivable due from finance companies primarily consist of contracts in transit with finance companies and balances due from credit card companies. These receivables do not generally have established payment terms but are collected in relatively short time periods. Unbilled receivables primarily represent unbilled labor hours incurred and parts inventories consumed during the performance of service arrangements for our customers at the Company's retail rates.

The carrying amount of trade receivables is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management reviews aged receivable balances and estimates the portion, if any, of the balance that will not be collected. Account balances are charged off after all appropriate means of collection have been exhausted and the potential for recovery is considered remote.

Inventories

New and used equipment are stated at the lower of cost (specific identification) or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. All new and used equipment inventories, including that which has been rented, are subject to periodic lower of cost or net realizable value evaluations that consider various factors including aging and condition of the equipment and market conditions. Equipment inventory values are adjusted whenever the carrying amount exceeds the net realizable value. Parts inventories are valued at the lower of average cost or net realizable value. The Company estimates its lower of average cost or net realizable value adjustments on its parts inventories based on various factors including aging and sales of each type of parts inventory. Work in process represents costs incurred in the reconditioning and preparation for sale of our equipment inventories.

Property and Equipment

Property and equipment is carried at cost less accumulated depreciation and amortization. Depreciation and amortization are computed on a straight-line basis over the estimated useful life of each asset, as summarized below:

Buildings and leasehold improvements	Lesser of 10 - 40 years or lease term
Machinery and equipment	3 - 10 years
Furniture and fixtures	3 - 10 years
Vehicles	5 - 10 years
Rental fleet	3 - 10 years

Depreciation for income tax reporting purposes is computed using accelerated methods.

Goodwill

Goodwill is recognized and initially measured as any excess of the acquisition-date consideration transferred in a business combination over the acquisition-date amounts recognized for the net identifiable assets acquired. Goodwill is not amortized but is tested for impairment annually, or more frequently if an event occurs or circumstances change that would more likely than not result in an impairment of goodwill. Impairment testing is performed at the reporting unit level. A reporting unit is defined as an operating segment or one level below an operating segment, referred to as a component. A component of an operating segment is a reporting unit if the component constitutes a business for which discrete financial information is available and segment management regularly reviews the operating results of that component. The goodwill impairment analysis is a single-step quantitative assessment that identifies both the existence of impairment and the amount of impairment loss by comparing the estimated fair value of a reporting unit to its carrying value, with any excess carrying value over the fair value being recognized as an impairment loss, limited to the total amount of goodwill allocated to that reporting unit. The Company performs its annual goodwill impairment test as of December 31st of each year. See Note 7 for details and results of the Company's impairment testing.

Intangible Assets

Intangible assets with a finite life consist of customer relationships and covenants not to compete, and are carried at cost less accumulated amortization. The Company amortizes the cost of identified intangible assets on a straight-line basis over the expected period of benefit, which is generally five years for customer relationships and the contractual term for covenants not to compete, which range from three to 5 years.

Intangible assets with an indefinite life consist of distribution rights with manufacturers. Distribution rights are classified as an indefinite-lived intangible asset because the Company's distribution agreements continue indefinitely by their terms, or are routinely awarded or renewed without substantial cost or material modifications to the underlying agreements.

Accordingly, the Company believes that its distribution rights intangible assets will contribute to its cash flows for an indefinite period, therefore the carrying amount of distribution rights is not amortized, but is tested for impairment annually, or more frequently upon the occurrence of certain events or when circumstances indicate that impairment may be present. The impairment test is a single-step assessment that identifies both the existence of impairment and the amount of impairment loss by comparing the estimated fair value of the asset to its carrying value, with any excess carrying value over the fair value being recognized as an impairment loss. The Company performs its annual impairment test as of December 31st of each year. See Note 7 for details and results of the Company's impairment testing.

Impairment of Long-Lived Assets

The Company's long-lived assets consist of its property and equipment. These assets are reviewed for potential impairment when events or circumstances indicate that the carrying value may not be recoverable. Recoverability is measured by comparing the estimated future undiscounted cash flows of such assets to their carrying values. If the estimated undiscounted cash flows exceed the carrying value, the carrying value is considered recoverable and no impairment recognition is required. However, if the sum of the undiscounted cash flows is less than the carrying value of the asset, the estimated fair value of the long-lived asset is compared to its carrying value and any amount by which the carrying value exceeds the fair value is recognized as an impairment charge.

When reviewing long-lived assets for impairment, we group long-lived assets with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Long-lived assets deployed and used by individual store locations are reviewed for impairment at the individual store level. Other long-lived assets shared across stores within a segment or shared across segments are reviewed for impairment on a segment or consolidated level as appropriate.

During the year ended January 31, 2022, the Company determined that certain events or circumstances, including a current period operating loss combined with historical losses and anticipated future operating losses, within certain of its stores was an indication that the long-lived assets of these stores may not be recoverable. The aggregate carrying value of such assets totaled $5.2 million. In light of these circumstances, the Company performed a long-lived asset impairment analysis for these assets and concluded that the carrying value was not recoverable. Accordingly, the Company estimated the fair value of the assets using an income approach. The Company recognized total impairment charges of $0.4 million, which relates to the International segment.

We performed similar impairment analyses at the end of fiscal 2021 and 2020. The Company recognized impairment charges totaling $0.9 million on long-lived assets during the year ended January 31, 2021, of which $0.3 million related to the Agriculture segment and $0.6 million related to the Construction segment. The Company recognized impairment charges totaling $3.1 million on long-lived assets during the year ended January 31, 2020, of which $2.3 million related to the Agriculture segment and $0.8 million related to the Construction segment. All impairment charges recognized are included in the Impairment of Intangible and Long-Lived Assets line item in the consolidated statements of operations.

Construction of Leased Assets and Sale-Leaseback Accounting

The Company, from time to time, performs construction projects on its store locations, which are recorded as property and equipment in the consolidated balance sheet during the construction period. Upon completion, these assets are either placed in service, at which point the depreciation of the asset commences, or are part of a sale-leaseback transaction with a third-party buyer/lessor. In certain other situations, the Company enters into build-to-suit construction projects with third-party lessors. Under the applicable lease accounting rules, certain forms of lessee involvement in the construction of the leased asset deem the Company to be the owner of the leased asset during the construction period and requires capitalization of the lessor's total project costs on the consolidated balance sheet with the recognition of a corresponding financing obligation. Upon completion of a project for which the constructed assets are sold to a buyer/lessor or the completion of a capitalized build-to suit construction project, the Company performs a sale-leaseback analysis to determine if the asset and related financing obligation can be derecognized from the consolidated balance sheet. Certain provisions in a number of our lease agreements, primarily provisions regarding repurchase options, are deemed to be continuing involvement in the sold asset which precludes sale recognition. In such cases, the asset remains on the consolidated balance sheet under property and equipment and the proceeds received in the sale-leaseback transaction are recognized as a financing obligation within long-term debt in the consolidated balance sheet. Both the asset and the financing obligation are amortized over the lease term. In instances in which the Company has no continuing involvement in the sold asset, the criteria for sale recognition are met and the asset and any related financing obligation are derecognized from the consolidated balance sheet, and the lease is analyzed for proper accounting treatment as either an operating or finance lease.

Derivative Instruments

In the normal course of business, the Company is subject to risk from adverse fluctuations in foreign currency exchange rates. The Company may manage its market risk exposures through a program that includes the use of derivative instruments, primarily foreign exchange forward contracts. The Company's objective in managing its exposure to market risk is to minimize the impact on earnings, cash flows and the consolidated balance sheet. The Company does not use derivative instruments for trading or speculative purposes.

All outstanding derivative instruments are recognized in the consolidated balance sheet at fair value. The effect on earnings from recognizing the fair value of the derivative instrument depends on its intended use, the hedge designation, and the effectiveness in offsetting the exposure of the underlying hedged item. Changes in fair values of instruments designated to reduce or eliminate fluctuations in the fair values of recognized assets and liabilities and unrecognized firm commitments are reported currently in earnings along with the change in the fair value of the hedged items. Changes in the fair value of derivative instruments that are not designated as hedging instruments or do not qualify for hedge accounting treatment are reported currently in earnings.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that a portion or all of the deferred tax assets will not be realized. Changes in valuation allowances are included in its provision for income taxes in the period of the change. Deferred tax assets and liabilities are netted by taxing jurisdiction and presented as either a net asset or liability position, as applicable, on the consolidated balance sheets.

The Company recognizes the financial statement benefit of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured as the largest amount that has a greater than 50% likelihood of being realized. Changes in the recognition or measurement of such positions are reflected in its provision for income taxes in the period of the change. The Company's policy is to recognize interest and penalties related to income tax matters within its provision for income taxes.

Advertising Costs

Costs incurred for producing and distributing advertising are expensed as incurred. Advertising expense amounted to $2.5 million, $2.2 million and $2.2 million for the years ended January 31, 2022, 2021 and 2020, respectively.

Stock-Based Compensation

The Company accounts for stock-based compensation at the fair value of the related equity instrument over the applicable service or performance period.

Comprehensive Income and Foreign Currency Matters

For the Company, comprehensive income (loss) represents net income adjusted for foreign currency translation adjustments. For the Company's foreign subsidiaries in which their local currency is their functional currency, assets and liabilities are translated into U.S. dollars at the balance sheet date exchange rate. Income and expenses are translated at average exchange rates for the year. Foreign currency translation adjustments are recorded directly as other comprehensive income (loss), a component of stockholders' equity. For the Company's foreign subsidiaries in which the local currency is not the functional currency, prior to translation into U.S. dollars, amounts must first be remeasured from the local currency into the functional currency. Nonmonetary assets and liabilities are remeasured at historical exchange rates and monetary assets and liabilities are remeasured at the balance sheet date exchange rate. Income and expenses are remeasured at average exchange rates for the year. Foreign currency remeasurement adjustments are included in the statement of operations.

The Company recognized, in interest and other income in its consolidated statements of operations, a net foreign currency transaction loss of $0.1 million and $2.8 million for the years ended January 31, 2022 and 2021, respectively, and a net foreign currency transaction gain of $0.4 million for the year ended January 31, 2020.

Business Combinations

The Company accounts for business combinations by allocating the purchase price amongst the assets acquired, including identifiable intangible assets, and liabilities assumed based on the fair values of the acquired assets and assumed liabilities. The acquisition accounting is finalized during the measurement period, which may not exceed one year from the date of acquisition. During the measurement period the Company's accounting for the business combination transaction may be based on estimates due to various unknown factors present at the date of acquisition.

Fair Value Measurements

Fair value is defined as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Three levels of inputs may be used to measure fair value:

Level 1—Values derived from unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2—Values derived from observable inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets in markets that are not active.

Level 3—Values derived from unobservable inputs for which there is little or no market data available, thereby requiring the reporting entity to develop its own assumptions.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

Segment Reporting

The Company operates its business in three reportable segments, the Agriculture, Construction and International segments.

Recent Accounting Guidance

Accounting guidance not yet adopted

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2020-04*, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* ("ASU No. 2020-04"), which provides temporary optional expedients and exceptions to accounting guidance on contract modifications and hedge accounting to ease entities' financial reporting burdens as the market transitions from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates. ASU 2020-04 is effective upon issuance and can be applied through December 31, 2022. The Company is currently evaluating its contracts that reference LIBOR and is working with our creditors on updating credit agreements as necessary to include language regarding the successor or alternate rate to LIBOR. The Company does not expect the guidance to have a material impact on its results of operations, financial position, cash flows or disclosures.

NOTE 2 - EARNINGS PER SHARE

Earnings Per Share ("EPS")

The Company uses the two-class method to calculate basic and diluted EPS. Unvested restricted stock awards are considered participating securities because they entitle holders to non-forfeitable rights to dividends during the vesting term. Under the two-class method, earnings of the Company are allocated between common stockholders and these participating securities based on the weighted-average number of shares of common stock and participating securities outstanding during the relevant period.

Basic EPS is computed by dividing net income attributable to Titan Machinery Inc. common stockholders by the weighted-average number of shares of common stock outstanding during the relevant period. Diluted EPS is computed by dividing net income attributable to Titan Machinery Inc. common stockholders by the weighted-average number of shares of common stock outstanding after adjusting for potential dilution related to the conversion of all dilutive securities into common stock. All potentially dilutive securities were included in the computation of diluted EPS for years with net income. All anti-dilutive securities were excluded from the computation of diluted EPS.

The following table sets forth the calculation of basic and diluted EPS:

	Year Ended January 31,		
	2022	2021	2020
	(in thousands, except per share data)		
Numerator			
Net income	$ 66,047	$ 19,356	$ 13,953
Allocation to participating securities	(977)	(325)	(221)
Net income attributable to Titan Machinery Inc. common stockholders	$ 65,070	$ 19,031	$ 13,732
Denominator			
Basic weighted-average common shares outstanding	22,238	22,100	21,946
Plus: incremental shares from assumed vesting of restricted stock units	10	4	7
Diluted weighted-average common shares outstanding	22,248	22,104	21,953
Earnings per Share:			
Basic	$ 2.93	$ 0.86	$ 0.63
Diluted	$ 2.92	$ 0.86	$ 0.63

NOTE 3 - REVENUE

The following tables present our revenue disaggregated by revenue source and segment for the years ended January 31, 2022, 2021 and 2020:

	Year Ended January 31, 2022			
	Agriculture	Construction	International	Total
	(in thousands)			
Equipment	$ 823,590	$ 209,318	$ 258,776	$ 1,291,684
Parts	166,623	50,449	49,844	266,916
Service	81,506	26,401	7,734	115,641
Other	3,006	1,913	517	5,436
Revenue from contracts with customers	1,074,725	288,081	316,871	1,679,677
Rental	2,026	29,083	1,120	32,229
Total revenues	$ 1,076,751	$ 317,164	$ 317,991	$ 1,711,906

	Year Ended January 31, 2021			
	Agriculture	Construction	International	Total
	(in thousands)			
Equipment	$ 654,244	$ 193,495	$ 168,332	$ 1,016,071
Parts	151,278	51,186	42,212	244,676
Service	74,963	25,224	7,042	107,229
Other	3,122	2,295	400	5,817
Revenue from contracts with customers	883,607	272,200	217,986	1,373,793
Rental	2,878	33,545	1,006	37,429
Total revenues	$ 886,485	$ 305,745	$ 218,992	$ 1,411,222

	Year Ended January 31, 2020			
	Agriculture	Construction	International	Total
	(in thousands)			
Equipment	$ 535,792	$ 194,675	$ 186,735	$ 917,202
Parts	141,093	52,160	40,964	234,217
Service	66,158	26,189	6,818	99,165
Other	2,989	2,895	264	6,148
Revenue from contracts with customers	746,032	275,919	234,781	1,256,732
Rental	3,010	44,115	1,314	48,439
Total revenues	$ 749,042	$ 320,034	$ 236,095	$ 1,305,171

Deferred revenue from contracts with customers totaled $132.2 million and $57.7 million as of January 31, 2022 and January 31, 2021. Our deferred revenue most often increases in the fourth quarter of each fiscal year, due to a higher level of customer down payments or prepayments. The increase in deferred revenue from January 31, 2021 to January 31, 2022 was primarily due to increased equipment sales activity and longer lead times on delivery of new equipment from the manufacturer, which increased the amount of time between customer payments and the delivery of the equipment to the customer. During the year ended January 31, 2022, the Company recognized substantially all of the revenue that was included in the deferred revenue balance as of January 31, 2021.

The following is a summary of deferred revenue as of January 31, 2022 and January 31, 2021:

	January 31, 2022	January 31, 2021
	(in thousands)	
Deferred revenue from contracts with customers	$ 132,193	$ 57,731
Deferred revenue from rental and other contracts	1,953	1,687
	$ 134,146	$ 59,418

No material amount of revenue was recognized during the year ended January 31, 2022 from performance obligations satisfied in previous periods. The Company has elected as a practical expedient to not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of service of one year or less, and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed. The contracts for which the practical expedient has been applied include (i) equipment revenue transactions, which do not have a stated contractual term, but are short-term in nature, and (ii) service revenue transactions, which also do not have a stated contractual term but are generally completed within 30 days and for such contracts we recognize revenue over time at the amount to which we have the right to invoice for services completed to date.

NOTE 4 - RECEIVABLES

The Company provides an allowance for expected credit losses on its nonrental receivables. To measure the expected credit losses, receivables have been grouped based on shared credit risk characteristics as shown in the table below.

Trade and unbilled receivables from contracts with customers have credit risk and the allowance is determined by applying expected credit loss percentages to aging categories based on historical experience that are updated at least annually. The rates may also be adjusted to the extent future events are expected to differ from historical results. Given that the credit terms for these receivables are short-term, changes in credit loss percentages due to future events may not occur on a frequent basis. In addition, the allowance is adjusted based on information obtained by continued monitoring of individual customer credit.

Trade receivables from finance companies, other receivables due from manufacturers, and other receivables have not historically resulted in any credit losses to the Company. These receivables are short-term in nature and deemed to be of good credit quality and have no need for any allowance for expected credit losses. Management continually monitors these receivables and should information be obtained that identifies potential credit risk, an adjustment to the allowance would be made if deemed appropriate.

Trade and unbilled receivables from rental contracts are primarily in the United States and are specifically excluded from the accounting guidance in determining an allowance for expected losses. The Company provides an allowance for these receivables based on historical experience and using credit information obtained from continued monitoring of customer accounts.

	January 31, 2022	January 31, 2021
	(in thousands)	
Trade and unbilled receivables from contracts with customers		
Trade receivables due from customers	$ 30,041	$ 31,664
Unbilled receivables	17,129	12,909
Less allowance for expected credit losses	1,979	2,994
	45,191	41,579
Trade receivables due from finance companies	17,937	14,133
Trade and unbilled receivables from rental contracts		
Trade receivables	3,055	4,329
Unbilled receivables	538	520
Less allowance for expected credit losses	469	1,939
	3,124	2,910
Other receivables		
Due from manufacturers	22,979	8,720
Other	5,056	1,767
	28,035	10,487
Receivables, net of allowance for expected credit losses	$ 94,287	$ 69,109

Following is a summary of allowance for credit losses on trade and unbilled accounts receivable by segment:

	Agriculture	Construction	International	Total
		(in thousands)		
Balance at February 1, 2020	$ 181	$ 1,016	$ 1,746	$ 2,943
Current expected credit loss provision	115	282	167	564
Write-offs charged against allowance	(125)	(247)	(344)	(716)
Credit loss recoveries collected	58	23	6	87
Foreign exchange impact	—	—	116	116
Balance at January 31, 2021	229	1,074	1,691	2,994
Current expected credit loss provision	137	186	(8)	315
Write-offs charged against allowance	166	1,076	111	1,353
Credit loss recoveries collected	44	9	42	95
Foreign exchange impact	—	—	(72)	(72)
Balance at January 31, 2022	$ 244	$ 193	$ 1,542	$ 1,979

The following table presents impairment losses on receivables arising from sales contracts with customers and receivables arising from rental contracts:

	Year Ended January 31, 2022	2021
	(in thousands)	
Impairment losses (recoveries) on:		
Receivables from sales contracts with customers	$ 593	$ 356
Receivables from rental contracts	(56)	142
	$ 537	$ 498

NOTE 5 - INVENTORIES

	January 31, 2022	January 31, 2021
	(in thousands)	
New equipment	$ 195,775	$ 206,683
Used equipment	128,047	131,369
Parts and attachments	95,890	78,982
Work in process	2,046	1,424
	$ 421,758	$ 418,458

NOTE 6 - PROPERTY AND EQUIPMENT

	January 31, 2022	January 31, 2021
	(in thousands)	
Rental fleet equipment	$ 65,117	$ 77,530
Machinery and equipment	22,819	23,354
Vehicles	58,650	55,884
Furniture and fixtures	50,228	43,678
Land, buildings, and leasehold improvements	123,323	90,730
	320,137	291,176
Less accumulated depreciation	141,894	144,011
	$ 178,243	$ 147,165

The Company includes depreciation expense related to its rental fleet and its trucking fleet, for hauling equipment, in cost of revenue, which was $8.6 million, $10.3 million, and $10.6 million for the years ended January 31, 2022, 2021 and 2020. All other depreciation expense is included in Operating Expenses, which totaled $12.2 million, $11.6 million and $15.9 million for the years ended January 31, 2022, 2021 and 2020, respectively. The Company had assets related to sale-leaseback financing obligations and finance leases associated with real estate of store locations, which are included in the land, buildings and leasehold improvements balance above. Such assets had gross carrying values totaling $26.3 million and $31.1 million, and accumulated amortization balances totaling $8.3 million and $8.7 million, as of January 31, 2022 and 2021.

NOTE 7 - INTANGIBLE ASSETS AND GOODWILL

Definite-Lived Intangible Assets

The following is a summary of definite-lived intangible assets as of January 31, 2022 and 2021:

	January 31, 2022			January 31, 2021		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
		(in thousands)			(in thousands)	
Covenants not to compete	$ 250	$ (79)	$ 171	$ 150	$ (38)	$ 112
Customer relationships	497	(252)	245	360	(185)	175
	$ 747	$ (331)	$ 416	$ 510	$ (223)	$ 287

Intangible asset amortization expense was $0.1 million for each of the three years ended January 31, 2022, 2021 and 2020. The covenants not to compete and customer relationships assets for the year ended January 31, 2021 have a weighted-average amortization period of 3.2 years and 4.0 years, respectively. As of January 31, 2022, future amortization expense is expected to be as follows:

Fiscal years ending January 31,	Amount
	(in thousands)
2023	$ 129
2024	118
2025	93
2026	51
2027	25
Thereafter	—
	$ 416

Indefinite-Lived Intangible Assets

The Company's indefinite-lived intangible assets consist of distribution rights assets. Changes in the carrying amount of distribution rights during the years ended January 31, 2022 and 2021 are as follows:

	Agriculture	Construction	International	Total
		(in thousands)		
Balance, January 31, 2020	$ 6,070	$ 72	$ 1,870	$ 8,012
Arising from business combinations	195	—	—	195
Foreign currency translation	—	—	149	149
Impairment	—	—	858	858
Balance, January 31, 2021	6,265	72	1,161	7,498
Arising from business combinations	3,871	—	—	3,871
Foreign currency translation	—	—	(22)	(22)
Impairment	—	—	1,139	1,139
Balance, January 31, 2022	$ 10,136	$ 72	$ —	$ 10,208

The Company performs at least an annual impairment testing of its indefinite-lived distribution rights intangible assets and, due to ongoing losses, an interim test was completed in the second quarter of fiscal 2022 for our Germany assets. Under the impairment test, the fair value of distribution rights intangible assets is estimated based on a multi-period excess earnings model, an income approach. This model allocates future estimated earnings of the store/complex amongst working capital, fixed assets and other intangible assets of the store/complex and any remaining earnings (the "excess earnings") are allocated to the distribution rights intangible assets. The earnings allocated to the distribution rights are then discounted to arrive at the present value of the future estimated excess earnings, which represents the estimated fair value of the distribution rights intangible asset. The discount rate applied reflects the Company's estimate of the weighted-average cost of capital of comparable companies plus an additional risk premium to reflect the additional risk inherent in the distribution right asset.

The results of the Company's impairment testing for the Germany distribution rights intangible assets for the quarter ended July 31, 2021, indicated that the estimated fair value of the tested distribution rights was below the carrying value of such assets, thus requiring an impairment to be recognized. Impairment charges of $1.1 million were recognized and are included in the Impairment of Intangibles and Long-lived Assets amount in the consolidated statements of operations. The impairment charges arose as the result of lowered expectations of the future financial performance of this reporting unit. The Company's assumptions about future financial performance were impacted by the current year operating performance of this reporting unit and by the anticipated impact that challenging industry conditions, including COVID-19, may have on the future financial performance of this reporting unit.

The results of the Company's impairment testing for the Germany distribution rights intangible assets for the quarter ended October 31, 2020, indicated that the estimated fair value of the tested distribution rights was below the carrying value of such assets, thus requiring an impairment to be recognized. Impairment charges of $0.9 million were recognized and are included in the Impairment of Intangibles and Long-lived Assets amount in the consolidated statements of operations. The impairment charges arose as the result of lowered expectations of the future financial performance of this reporting unit. The Company's assumptions about future financial performance were impacted by the current year operating performance of this reporting unit and by the anticipated impact that challenging industry conditions, including COVID-19, may have on the future financial performance of this reporting unit.

During the years ended January 31, 2022 and 2021, the Company recognized $1.1 million and $0.9 million of impairment charges associated with its distribution rights in its Germany reporting unit. No impairment charges were recognized for the fiscal year ended January 31, 2020.

The Company had gross indefinite-lived intangible assets of $12.2 million and accumulated impairments of $2.0 million as of January 31, 2022.

Goodwill

Changes in the carrying amount of goodwill during the years ended January 31, 2022 and 2021 are as follows:

	Agriculture	International	Total
		(in thousands)	
Balance, January 31, 2020	$ 949	$ 1,378	$ 2,327
Arising from business combinations	484	—	484
Foreign currency translation	—	75	75
Impairment	—	1,453	1,453
Balance, January 31, 2021	1,433	—	1,433
Arising from business combinations	7,519	—	7,519
Balance, January 31, 2022	$ 8,952	$ —	$ 8,952

The Company performs an annual impairment testing of goodwill as of December 31st of each year. Under the impairment test, the fair value of the reporting unit is estimated using an income approach in which a discounted cash flow analysis is utilized, which includes a five-year forecast of future operating performance for the reporting unit and a terminal value that estimates sustained long-term growth. The discount rate applied to the estimated future cash flows reflects an estimate of the weighted-average cost of capital of comparable companies. During the years ended January 31, 2022 and 2020, the Company did not recognize any impairment charges.

During the year ended January 31, 2021, the quantitative goodwill impairment analysis for the Germany reporting unit indicated that the estimated fair value of the reporting unit was less than the carrying value. The implied fair value of the goodwill associated with the reporting unit approximated zero, thus requiring a full impairment charge of the goodwill carrying value of the reporting unit. As such, a goodwill impairment charge of $1.5 million was recognized, which is included in Impairment of Goodwill in the consolidated statements of operations. The impairment charge arose as the result of lowered expectations of the future financial performance of this reporting unit. The Company's assumptions about future financial performance were impacted by the current year operating performance of this reporting unit and by the anticipated impact that challenging industry conditions, including COVID-19, may have on the future financial performance of this reporting unit. This removed all of the remaining goodwill in the International segment last year, the Agriculture segment is the only segment with goodwill on its balance sheet.

The Company had gross goodwill of $10.4 million and accumulated impairments of $1.5 million as of January 31, 2022.

NOTE 8 - FLOORPLAN PAYABLE/LINES OF CREDIT

Floorplan payable balances reflect amounts owed to manufacturers for equipment inventory purchases and amounts outstanding under our various floorplan line of credit facilities. In the consolidated statements of cash flows, the Company reports cash flows associated with manufacturer floorplan financing as operating cash flows and cash flows associated with non-manufacturer floorplan financing as financing cash flows.

As of January 31, 2022, the Company had floorplan lines of credit totaling $752.0 million, which is primarily comprised of three significant floorplan lines of credit: (i) a $450.0 million credit facility with CNH Industrial, (ii) a $185.0 million line of credit with a group of banks (the "Bank Syndicate"), and (iii) a $50.0 million credit facility with DLL Finance LLC ("DLL Finance").

CNH Industrial Floorplan Payable Line of Credit

As of January 31, 2022, the Company had a $450.0 million credit facility with CNH Industrial, of which $360.0 million is available for domestic financing and $90.0 million is available for European financing.

The domestic financing facility offers financing for new and used equipment inventories. Available borrowings under the credit facility are reduced by outstanding floorplan payable balances and other acquisition-related financing arrangements with CNH Industrial. The credit facility charges interest at a rate dependent on the Company's Retail Finance Market Share, as defined in the credit facility agreement, and ranges from 0.5% to 2.75% plus the prime rate for the financing of new and used equipment inventories and rental fleet assets. CNH Industrial offers periods of reduced interest rates and interest-free periods. Repayment terms vary, but generally payments are made from sales proceeds or rental revenue generated from the related inventories or rental fleet assets. Balances under the outstanding CNH Industrial credit facility are secured by the inventory or rental fleet purchased with the floorplan proceeds. The European financing facility offers financing for new equipment inventories. Available borrowings under the credit facility are reduced by outstanding floorplan payable balances. Amounts outstanding are generally due approximately 75 days after the date of invoice by CNH Industrial. Generally, no interest is charged on outstanding balances. However, in certain international markets the Company receives extended terms from CNH Industrial similar to what we receive domestically with reduced interest and interest free periods. Amounts outstanding are secured by the inventory purchased with the floorplan proceeds.

The CNH Industrial credit facility contains financial covenants that impose a maximum level of adjusted debt to tangible net worth of 3.50:1.00 and minimum fixed charge coverage ratio of 1.10:1.00. It also contains various restrictive covenants that require prior consent of CNH Industrial if the Company desires to engage in any acquisition of, consolidation or merger with, any other business entity in which the Company is not the surviving company; create subsidiaries; move any collateral outside of the U.S.; or sell, rent, lease or otherwise dispose or transfer any of the collateral, other than in the ordinary course of business. CNH Industrial's consent is also required for the acquisition of any CNH Industrial dealership. In addition, the CNH Industrial credit facility restricts the Company's ability to incur any liens upon any substantial part of the assets. The credit facility automatically renews on August 31st of each year unless earlier terminated by either party. As of January 31, 2022, the Company was in compliance with the adjusted debt to tangible net worth and fixed charge coverage ratio financial covenants under this credit facility.

During the year ended January 31, 2022, the CNH Industrial credit facility was amended to update the interest rate structure from a rate equal to the prime rate plus 3.25% to a rate dependent on the Company's Retail Finance Market Share which ranges from 0.5% to 2.75% plus the prime rate.

Bank Syndicate Credit Agreement - Floorplan Payable and Working Capital Lines of Credit

As of January 31, 2022, the Company had a $250.0 million credit facility under a Third Amended and Restated Credit Agreement (the "Bank Syndicate Agreement"), consisting of a $185.0 million floorplan facility (the "Floorplan Loan") and a $65.0 million operating line (the "Revolver Loan"). The amounts available under the Bank Syndicate Agreement are subject to base calculations and reduced by outstanding standby letters of credit and certain reserves. The Bank Syndicate Agreement includes a variable interest rate on outstanding balances, charges a 0.25% non-usage fee on the average monthly unused amount, and requires monthly payments of accrued interest. The Company elects at the time of any advance to choose a Base Rate Loan or a LIBOR Rate Loan. The LIBOR Rate is based upon one-month, two-month, or three-month LIBOR, as chosen by the Company, but in no event shall the LIBOR Rate be less than 0.0%. The Base Rate is the greater of (a) the prime rate of interest announced, from time to time, by Bank of America; (b) the Federal Funds Rate plus 0.5%, or (c) the one-month LIBOR Rate plus 1%, but in no event shall the Base Rate be less than zero. The applicable margin rate is determined based on excess availability under the Bank Syndicate Agreement and ranges from 0.5% to 1.0% for Base Rate Loans and 1.5% to 2.0% for LIBOR Rate Loans.

The Bank Syndicate Agreement has a benchmark replacement reference rate when the LIBOR Rate is no longer published. The identified replacement reference rate is the secured overnight financing rate (SOFR). The benchmark transition event will occur at the earliest to occur of (i) the date that all available tenors of LIBOR have permanently ceased to be reported, (ii) June 30, 2023, or (iii) the date of agreement by the banks party to the Bank Syndicate agreement and the Company to replace the LIBOR Rate. The SOFR Rate is based upon one-month, two-month, three-month, six-month, or 12-month SOFR plus between 11.4 basis points and 71.5 basis points depending on the available tenor used. In no event will the SOFR Rate be less than zero. The applicable margin is determined based on excess availability under the Bank Syndicate Agreement and ranges from 1.5% to 2.0%.

The Bank Syndicate Agreement does not obligate the Company to maintain financial covenants, except in the event that excess availability (each as defined in the Bank Syndicate Agreement) is less than 15% of the lower of the borrowing base or the size of the maximum credit line, at which point the Company is required to maintain a fixed charge coverage ratio of at least 1.10:1.00. Based on our excess availability and cash collateral, we were not subject to the fixed charge coverage ratio as of January 31, 2022. The Bank Syndicate Credit Agreement includes various restrictions on the Company and its subsidiaries' activities, including, under certain conditions, limitations on the Company's ability to make certain cash payments including for cash dividends and stock repurchases, issuance of equity instruments, acquisitions and divestitures, and entering into new indebtedness transactions. As of January 31, 2022, under these provisions of the Bank Syndicate Agreement, the Company had an unrestricted dividend availability of approximately $64.7 million. The Bank Syndicate Agreement matures on April 3, 2025.

The Floorplan Loan is used to finance equipment inventory purchases. Amounts outstanding are recorded as floorplan payables, within current liabilities on the consolidated balance sheets, as the Company intends to repay amounts borrowed within one year.

The Revolver Loan is used to finance rental fleet equipment and for general working capital requirements of the Company. Amounts outstanding are typically recorded as long-term debt, within long-term liabilities on the consolidated balance sheets, as the Company does not have the intention or obligation to repay amounts borrowed within one year. The balances outstanding on the Revolver Loan as of January 31, 2022 and 2021 are disclosed in Note 10.

During the year ended January 31, 2022, the Bank Syndicate Agreement was amended to, among other things, add a benchmark replacement reference rate and reduce the current floor for the LIBOR Rate.

DLL Finance Floorplan Payable Line of Credit

As of January 31, 2022, the Company had a $50.0 million credit facility with DLL Finance, of which $39.0 million is available for domestic financing and $11.0 million is available for financing in certain of our European markets. The DLL Finance credit facility may be used to purchase or refinance new and used equipment inventory. Amounts outstanding for domestic financing bear interest on outstanding balances of one-month SOFR plus an applicable margin of 3.00%. Amounts outstanding for European financing bear interest on outstanding balances of three-month EURIBOR plus an applicable margin of 2.10% to 2.50%. The credit facility allows for increase, decrease or termination of the facility by DLL Finance in its sole discretion at any time. The credit facility contains financial covenants that impose a maximum net leverage ratio of 3.50:1.00 and a minimum fixed charge coverage ratio of 1.10:1.00. The credit facility also requires the Company to obtain prior consent from DLL Finance if the Company desired to engage in any acquisition meeting certain financial thresholds. The balances outstanding with DLL Finance are secured by the inventory or rental fleet purchased with the floorplan proceeds. Repayment terms vary by individual notes, but generally payments are made from sales proceeds or rental revenue from the related inventories or rental fleet assets. As of January 31, 2022, the Company was in compliance with the net leverage ratio and fixed charge coverage ratio financial covenants under this credit facility.

During the year ended January 31, 2022, the DLL Finance credit facility was amended to, among other things, reduce the available borrowing capacity from $60.0 million to the current level of $50.0 million, increase the variable interest rate on outstanding balances from three-month LIBOR plus an applicable margin of 2.85% per annum to three-month LIBOR plus an applicable margin of 3.0% per annum, eliminate the 0.15% non-utilization fee and remove the 90-day notice of termination.

Other Lines of Credit

The Company's other lines of credit include various floorplan and working capital lines of credit primarily offered by non-manufacturer financing entities. Interest charged on outstanding borrowings are generally variable rates of interest most often based on LIBOR or EURIBOR and include interest margins primarily ranging from 1.50% to 6.00%. Outstanding balances are generally secured by inventory and other current assets. In most cases these lines of credit have a one-year maturity, with an annual review process to extend the maturity date for an additional one-year period. As of January 31, 2022, the Company had a compensating balance arrangement under one of its European floorplan credit facilities which requires a minimum cash deposit to be maintained with the lender in the amount of $5.0 million for the term of the credit facility.

Summary of Outstanding Amounts

As of January 31, 2022 and 2021, the Company's outstanding balance of floorplan payables and lines of credit consisted of the following:

	January 31, 2022	January 31, 2021
	(in thousands)	
CNH Industrial	$ 94,054	$ 86,792
DLL Finance	8,558	10,667
Other outstanding balances with manufacturers and non-manufacturers	32,803	64,376
	$ 135,415	$ 161,835

The U.S. floorplan payables were generally all non-interest bearing, as of January 31, 2022 and 2021. As of January 31, 2022, foreign floorplan payables carried various interest rates primarily ranging from 1.40% to 4.79%, compared to a range of 1.40% to 4.82% as of January 31, 2021. As of January 31, 2022 and 2021, $106.8 million and $98.8 million, respectively, of outstanding floorplan payables were non-interest bearing.

NOTE 9 - ACCRUED EXPENSES & OTHER

	January 31, 2022	January 31, 2021
	(in thousands)	
Compensation	$ 31,244	$ 21,635
Sales, payroll, real estate and value added taxes	8,563	8,287
Insurance	3,393	2,839
Lease residual value guarantees	422	868
Finance lease liabilities	7,466	9,823
Interest	349	257
Other	7,902	5,082
	$ 59,339	$ 48,791

NOTE 10 - LONG-TERM DEBT

The following is a summary of long-term debt:

Description	Maturity Dates	Interest Rates	Year Ended January 31, 2022	2021
			(in thousands)	
Mortgage loans, secured	Various through May 2039	2.1% to 5.1%	$ 57,801	$ 22,916
Sale-leaseback financing obligations	Various through December 2030	3.4% to 10.3%	12,382	16,505
Vehicle loans, secured	Various through December 2027	1.7% to 3.9%	10,465	9,999
Other	January 2021	2.6%	—	77
Total debt			80,648	49,497
Less: current maturities			5,876	4,591
Long-term debt, net			$ 74,772	$ 44,906

The Company has purchased buildings and real estate assets of several of its U.S. dealer locations in fiscal 2022 and financed many of these purchases with long term debt.

Long-term debt maturities are as follows:

Years Ending January 31,	Amounts
	(in thousands)
2023	$ 5,876
2024	6,079
2025	9,560
2026	5,485
2027	12,464
Thereafter	41,184
	$ 80,648

NOTE 11 - DERIVATIVE INSTRUMENTS

The Company holds derivative instruments for the purpose of minimizing exposure to fluctuations in foreign currency exchange rates to which the Company is exposed in the normal course of its operations.

Derivative Instruments Not Designated as Hedging Instruments

The Company periodically uses foreign currency forward contracts to hedge the effects of fluctuations in exchange rates on outstanding intercompany loans. The Company does not formally designate and document such derivative instruments as hedging instruments; however, the instruments are an effective economic hedge of the underlying foreign currency exposure. Both the gain or loss on the derivative instrument and the offsetting gain or loss on the underlying intercompany loan are recognized in earnings immediately, thereby eliminating or reducing the impact of foreign currency exchange rate fluctuations on net income. The Company's foreign currency forward contracts generally have three-month maturities, maturing on the last day of each fiscal quarter. There were no outstanding foreign currency contracts as of January 31, 2022. The notional value of outstanding foreign currency contracts as of January 31, 2021 was $8.0 million.

As of January 31, 2022, the Company had no derivative instruments and, as of January 31, 2021, the fair value of the Company's outstanding derivative instruments was not material. Derivative instruments recognized as assets are recorded in Prepaid expenses and other in the consolidated balance sheets, and derivative instruments recognized as liabilities are recorded in Accrued expenses and other in the consolidated balance sheets.

The following table sets forth the gains recognized in income related to the Company’s derivative instruments for the years ended January 31, 2022, 2021 and 2020.

	Year Ended January 31,		
	2022	2021	2020
	(in thousands)		
Derivatives Not Designated as Hedging Instruments:			
Foreign currency contracts (a)	$ (159)	$ 934	$ 365
Total Derivatives	$ (159)	$ 934	$ 365

(a) Amounts are included in Interest and other income in the consolidated statements of operations.

NOTE 12 - CONTINGENCIES

Litigation

The Company is engaged in proceedings incidental to the normal course of business. Due to their nature, such legal proceedings involve inherent uncertainties, including but not limited to, court rulings, negotiations between affected parties and governmental intervention. Based upon the information available to the Company and discussions with legal counsel, it is the Company's opinion that the outcome of the various legal actions and claims that are incidental to its business will not have a material impact on the financial position, results of operations or cash flows. Such matters, however, are subject to many uncertainties, and the outcome of any matter is not predictable with assurance.

Insurance

The Company has insurance policies with varying deductibility levels for property and casualty losses and is insured for losses in excess of these deductibles on a per claim and aggregate basis. The Company is primarily self-insured for health care claims for eligible participating employees. The Company has stop-loss coverage to limit its exposure to significant claims on a per claim and annual aggregate basis. The Company determines its liabilities for claims, including incurred but not reported losses, based on all relevant information, including actuarial estimates of claim liabilities.

Other Matters

The Company is the lessee under many real estate leases, in which it agrees to indemnify the lessor from certain liabilities arising as a result of the use of the leased premises, including environmental liabilities. Additionally, from time to time, the Company enters into agreements with third parties in connection with the sale of assets in which it agrees to indemnify the purchaser from certain liabilities or costs arising in connection with the assets. Also, in the ordinary course of business in connection with purchases or sales of goods and services, the Company enters into agreements that may contain indemnification provisions. In the event that an indemnification claim is asserted, the Company's liability would be limited by the terms of the applicable agreement. See additional information on operating lease commitments in Note 13.

NOTE 13 - LEASES

As Lessee

The Company, as lessee, leases certain of its dealership locations, office space, equipment and vehicles under operating and financing classified leasing arrangements. The Company has elected to not record leases with a lease term at commencement of 12 months or less on the consolidated balance sheet; such leases are expensed on a straight-line basis over the lease term. Many real estate lease agreements require the Company to pay the real estate taxes on the properties during the lease term and require that the Company maintains property insurance on each of the leased premises. Such payments are deemed to be variable lease payments, as the amounts may change during the term of the lease. Certain leases include renewal options that can extend the lease term for periods of one to ten years. Most real estate leases grant the Company a right of first refusal or other options to purchase the real estate, generally at fair market value, either during the lease term or at its conclusion. In most cases, the Company has not included these renewal and purchase options within the measurement of the right-of-use lease asset and lease liability. Most often the Company cannot readily determine the interest rate implicit in the lease and thus applies its incremental borrowing rate to capitalize the right-of-use asset and lease liability. We estimate our incremental borrowing rate by incorporating considerations of lease term, asset class and lease currency and geographical market. Our lease agreements do not contain any material non-lease components, residual value guarantees or material restrictive covenants.

The Company subleases a small number of real estate assets to third-parties, primarily dealership locations for which we have ceased operations. All sublease arrangements are classified as operating leases.

The components of lease expense were as follows:

	Classification	Year Ended January 31, 2022	2021	2020
		(in thousands)		
Finance lease cost:				
Amortization of leased assets	Operating expenses	$ 1,036	$ 1,585	$ 1,457
Interest on lease liabilities	Other interest expense	255	451	554
Operating lease cost	Operating expenses and rental and other cost of revenue	14,471	18,025	21,225
Short-term lease cost	Operating expenses	273	340	242
Variable lease cost	Operating expenses	2,332	2,798	2,665
Sublease income	Interest and other income	(894)	(547)	(620)
		$ 17,473	$ 22,652	$ 25,523

Right-of-use lease assets and lease liabilities consist of the following:

	Classification	January 31, 2022	January 31, 2021
		(in thousands)	
Assets			
Operating lease assets	Operating lease assets	$ 56,150	$ 74,445
Financing lease assets[(a)]	Property and equipment, net of accumulated depreciation	9,045	12,426
Total leased assets		$ 65,195	$ 86,871
Liabilities			
Current			
Operating	Current operating lease liabilities	$ 9,601	$ 11,772
Financing	Accrued expenses and other	7,466	9,823
Noncurrent			
Operating	Operating lease liabilities	55,595	73,567
Financing	Other long-term liabilities	1,518	2,911
Total lease liabilities		$ 74,180	$ 98,073

[(a)]Finance lease assets are recorded net of accumulated amortization of $1.7 million and $3.0 million as of January 31, 2022 and 2021, respectively.

Maturities of lease liabilities as of January 31, 2022 are as follows:

	Operating Leases	Finance Leases	Total
Fiscal Year Ending January 31,		(in thousands)	
2023	$ 13,221	$ 7,626	$ 20,847
2024	12,398	473	12,871
2025	11,824	416	12,240
2026	11,553	308	11,861
2027	10,832	277	11,109
Thereafter	19,246	572	19,818
Total lease payments	79,074	9,672	88,746
Less: Interest	13,878	688	14,566
Present value of lease liabilities	$ 65,196	$ 8,984	$ 74,180

The weighted-average lease term and discount rate as of January 31, 2022 and 2021 are as follows:

	January 31, 2022	January 31, 2021
Weighted-average remaining lease term (years):		
Operating leases	6.5	7.2
Financing leases	1.3	1.8
Weighted-average discount rate:		
Operating leases	6.1%	6.1%
Financing leases	4.6%	5.3%

Other lease information is as follows:

	Year Ended January 31,	
	2022	2021
	(in thousands)	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	$ 15,462	$ 18,267
Operating cash flow from finance leases	255	451
Financing cash flows from finance leases	1,211	1,816
Operating lease assets obtained in exchange for new operating lease liabilities	2,154	3,066
Finance lease assets obtained in exchange for new finance lease liabilities	463	512

As Lessor

The Company rents equipment to customers, primarily in the Construction segment, on a short-term basis. Our rental arrangements generally do not include minimum, noncancellable periods as the lessee is entitled to cancel the arrangement at any time. Most often, our rental arrangements extend for periods ranging from a few days to a few months. We maintain a fleet of dedicated rental assets within our Construction segment and, within all segments, may also provide short-term rentals of certain equipment inventory assets. Certain rental arrangements may include rent-to-purchase options whereby customers are given a period of time to exercise an option to purchase the related equipment at an established price with any rental payments paid applied to reduce the purchase price.

All of the Company's leasing arrangements as lessor are classified as operating leases. Rental revenue is recognized on a straight-line basis over the rental period. Rental revenue includes amounts charged for loss and damage insurance on rented equipment. In most cases, our rental arrangements include non-lease components, including delivery and pick-up services. The Company accounts for these non-lease components separate from the rental arrangement and recognizes the revenue associated with these components when the service is performed. The Company has elected to exclude from rental revenue all sales, value added and other taxes collected from our customers concurrent with our rental activities. Rental billings most often occur on a monthly basis and may be billed in advance or in arrears, thus creating unbilled rental receivables or deferred rental revenue amounts. The Company manages the residual value risk of its rented assets by (i) monitoring the quality, aging and anticipated retail market value of our rental fleet assets to determine the optimal period to remove an asset from the rental fleet, (ii) maintaining the quality of our assets through on-site parts and service support and (iii) requiring physical damage insurance of our lessee customers. We primarily dispose of our rental assets through the sale of the asset by our retail sales force.

Revenue generated from leasing activities is disclosed, by segment, in Note 3. The following is the balance of our dedicated rental fleet assets of our Construction segment as of January 31, 2022 and 2021, respectively:

	January 31, 2022	January 31, 2021
	(in thousands)	
Rental fleet equipment	$ 65,117	$ 77,530
Less accumulated depreciation	23,501	28,916
	$ 41,616	$ 48,614

NOTE 14 - INCOME TAXES

The components of income (loss) before income taxes for the years ended January 31, 2022, 2021 and 2020 consist of the following:

	2022	2021	2020
		(in thousands)	
U.S.	$ 74,349	$ 36,778	$ 14,148
Foreign	12,552	(6,025)	504
Total	$ 86,901	$ 30,753	$ 14,652

The provision for (benefit from) income taxes charged to income for the years ended January 31, 2022, 2021 and 2020 consists of the following:

	2022	2021	2020
		(in thousands)	
Current			
Federal	$ 10,348	$ 12,825	$ 897
State	3,316	1,442	116
Foreign	2,875	668	1,349
Total current taxes	16,539	14,935	2,362
Deferred			
Federal	3,978	(5,128)	(375)
State	772	553	(1,929)
Foreign	(435)	1,037	641
Total deferred taxes	4,315	(3,538)	(1,663)
Total	$ 20,854	$ 11,397	$ 699

The reconciliation of the statutory federal income tax rate to the Company's effective rate is as follows:

	2022	2021	2020
U.S. statutory rate	21.0 %	21.0 %	21.0 %
Foreign statutory rates	(2.4)%	(0.2)%	1.0 %
State taxes on income net of federal tax benefit	4.6 %	4.8 %	5.8 %
Valuation allowances	0.6 %	12.2 %	(36.6)%
Impact of Ukraine currency gains or losses	0.7 %	(4.0)%	10.5 %
All other, net	(0.5)%	3.3 %	3.1 %
	24.0 %	37.1 %	4.8 %

Deferred tax assets and liabilities consist of the following as of January 31, 2022 and 2021:

	2022	2021
	(in thousands)	
Deferred tax assets:		
Inventory allowances	$ 2,144	$ 2,616
Intangible assets	1,219	1,874
Net operating losses	5,602	5,242
Accrued liabilities and other	4,164	4,831
Receivables	557	1,153
Stock-based compensation	1,005	1,009
Right of use lease liability	17,463	20,874
Other	297	597
Total deferred tax assets	32,451	38,196
Valuation allowances	(5,974)	(6,134)
Deferred tax assets, net of valuation allowances	$ 26,477	$ 32,062
Deferred tax liabilities:		
Property and equipment	$ (12,076)	$ (10,359)
Right of use lease asset	(15,079)	(18,066)
Total deferred tax liabilities	$ (27,155)	$ (28,425)
Net deferred tax asset (liability)	$ (678)	$ 3,637

As of January 31, 2022, the Company has recorded $28.8 million of net operating loss carryforwards within certain of its foreign jurisdictions; $24.5 million of net operating loss carryforwards are within foreign jurisdictions with unlimited carryforward periods, and $4.3 million are within foreign jurisdictions that expire at various dates between the Company's fiscal years 2023 and 2026.

In reviewing the foreign deferred tax assets as of January 31, 2022, the Company concluded that a full valuation allowance continued to be warranted in the Company's Ukrainian subsidiary, due to geopolitical concerns in the area. It was also concluded that a full valuation allowance for the Company’s German and Luxembourg subsidiaries was warranted, based on the presence of historical losses and our expected future sources of taxable income, including the anticipated future reversal of our existing deferred tax assets and liabilities. In the second quarter of fiscal 2022, the Company recorded an additional $2.5 million valuation allowance related to the German and Luxembourg subsidiaries. It was also concluded that a partial release of the valuation allowance of the Company’s Bulgaria subsidiary is warranted based on the presence of historical income, and our expected future sources of taxable income, including the anticipated future reversal of our existing deferred tax assets and liabilities. In the fourth quarter of fiscal 2022, the Company recorded a benefit of $1.3 million from the partial release of the valuation allowance related to the Company’s Bulgaria subsidiary. In total, valuation allowances of $6.0 million exist for our international entities as of January 31, 2022.

At the end of fiscal year ended January 31, 2021, the Company concluded that a full valuation allowance continued to be warranted in certain jurisdictions. It was also concluded that a full valuation allowance for the Company's Ukrainian subsidiary was warranted and a partial valuation allowance for the Company's German subsidiary was warranted, based on the presence of historical losses and our expected future sources of taxable income, including the anticipated future reversal of our existing deferred tax assets and liabilities. The Company recorded an additional $3.8 million valuation allowance related to the Ukrainian and German subsidiaries. In total, valuation allowances of $6.1 million existed for our international entities as of January 31, 2021.

At the end of fiscal year ended January 31, 2020, the Company concluded, based upon all available evidence, it was more likely than not that it would have sufficient future taxable income to realize the Company’s U.S. federal and state deferred tax assets. As a result, the Company released the $4.6 million valuation allowance associated with these deferred tax assets and recognized a corresponding benefit from income taxes in the consolidated statement of operations for the year ended

January 31, 2020. The Company's conclusion regarding the realizability of such deferred tax assets was based on recent profitable domestic operations resulting in a cumulative profit over the three-year period ended January 31, 2020 and our projections of future profitability in the U.S. In reviewing the foreign deferred tax assets as of January 31, 2020, the Company concluded that a full valuation allowance was warranted in certain jurisdictions. In total, valuation allowances of $2.2 million existed for its international entities as of January 31, 2020.

The Company files income tax returns in the U.S. federal jurisdiction and various states and foreign countries. It is no longer subject to income tax examinations by U.S. federal tax authorities for fiscal years ended prior to January 31, 2019 and state tax authorities for fiscal years ended prior to January 31, 2018. Certain foreign jurisdictions are no longer subject to income tax examinations for the calendar year periods ranging between 2013 and 2017, depending on the jurisdiction of the entity.

As of January 31, 2022, the Company had accumulated undistributed earnings in non-U.S. subsidiaries of approximately $20.0 million. Upon repatriation of such earnings the Company could be subject to additional U.S. or foreign taxes. The Company has not recorded a deferred tax liability associated with these undistributed earnings as such earnings are to be reinvested outside of the U.S. indefinitely. It is not practicable to estimate the amount of additional tax that might be payable if such earnings were repatriated.

NOTE 15 - CAPITAL STRUCTURE

The Company's certificate of incorporation provides it with the authority to issue 50,000,000 shares of $0.00001 par value stock, consisting of 45,000,000 shares of common stock and 5,000,000 shares classified as undesignated.

NOTE 16 - STOCK-BASED COMPENSATION

Stock-Based Compensation Plans

The Company has one stock-based compensation plan, the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan (the "2014 Equity Incentive Plan"), to provide incentive compensation to participants for services that have been or will be performed for continuing as employees or members of the Board of Directors of the Company. Under the 2014 Equity Incentive Plan, which has been approved by the stockholders of the Company, the Company may grant incentive stock options, non-qualified stock options and restricted stock for up to a maximum number of shares of common stock set forth in the 2014 Equity Incentive Plan under all forms of awards. Shares issued for stock-based awards consist of authorized but unissued shares. During the year ended January 31, 2021, the 2014 Equity Incentive Plan was amended to increase the shares available for equity awards from 1,650,000 shares to 2,200,000 shares. As of January 31, 2022, the Company has 718,945 shares authorized and available for future equity awards under the 2014 Equity Incentive Plan.

Compensation cost arising from stock-based compensation and charged to operations was $2.8 million, $2.7 million, $2.7 million for the years ended January 31, 2022, 2021 and 2020, respectively. The related income tax benefit (net) was $1.3 million, $0.4 million and $0.6 million for the years ended January 31, 2022, 2021 and 2020, respectively.

Restricted Stock Awards ("RSAs")

The Company grants RSAs as part of its long-term incentive compensation to employees and members of the Board of Directors of the Company. The fair value of these awards is determined based on the closing market price of the Company's stock on the date of grant. The RSAs primarily vest over a period of four years for employees and over one year for members of the Board of Directors. The Company recognizes compensation expense ratably over the vesting period of the award. The restricted common stock underlying these awards are deemed issued and outstanding upon grant, and carry the same voting and dividend rights of unrestricted outstanding common stock; provided, however, any dividends paid shall be subject to a right of forfeiture until the underlying rule of forfeiture of the RSA has lapsed.

The following table summarizes RSA activity for the year ended January 31, 2022:

	Shares	Weighted Average Grant Date Fair Value
	(in thousands)	
Nonvested at January 31, 2021	420	$ 13.06
Granted	86	34.24
Forfeited	(18)	16.68
Vested	(180)	13.82
Nonvested at January 31, 2022	308	$ 18.33

The weighted-average grant date fair value of RSAs granted was $34.24, $10.54 and $16.48 during the years ended January 31, 2022, 2021 and 2020. The total fair value of RSAs vested was $5.0 million, $1.6 million and $3.8 million during the years ended January 31, 2022, 2021 and 2020. As of January 31, 2022, there was $4.0 million of unrecognized compensation cost related to nonvested RSAs that is expected to be recognized over a weighted-average period of 2.0 years.

Restricted Stock Units ("RSUs")

The Company grants RSUs as part of its long-term incentive compensation to certain employees of the Company in our European operations. The fair value of these awards is determined based on the closing market price of the Company's stock on the date of grant. The RSUs primarily vest over a period of four years. The Company recognizes compensation expense ratably over the vesting period of the award. The restricted common stock underlying these awards are not deemed issued or outstanding upon grant, and do not carry any voting or dividend rights.

The following table summarizes RSU activity for the year ended January 31, 2022:

	Shares	Weighted Average Grant Date Fair Value
	(in thousands)	
Nonvested at January 31, 2021	18	$ 13.91
Granted	2	34.59
Vested	(5)	17.35
Nonvested at January 31, 2022	15	$ 16.30

The weighted-average grant date fair value of RSUs granted was $34.59, $10.33, and $17.79 for the fiscal years ended January 31, 2022, 2021, and 2020, respectively. As of January 31, 2022, there was $0.2 million of unrecognized compensation cost related to nonvested RSUs that is expected to be recognized over a weighted-average period of 2.0 years.

Long-Term Cash Incentive Awards

The Company grants long-term cash incentive awards as part of its long-term incentive compensation to certain international employees of the Company. The awards vest over a period of approximately four years and entitle the award recipient to a cash payment on the vesting date equal to the number of vested shares multiplied by the stock price of the Company on the date of vesting. These awards are liability-classified share-based payment awards in which fair value of the award is remeasured at each period until the liability is settled. Fair value of these awards is determined based on the closing price of the Company's stock as of the end of each reporting period. Changes in the fair value of the liability are recognized as compensation cost over the requisite service period. The percentage of the fair value that is accrued as compensation cost at the end of each period is equal to the percentage of the requisite service that has been rendered at that date.

The following table summarizes activity for long-term cash incentive awards for the year ended January 31, 2021:

	Shares	Weighted Average Grant Date Fair Value
	(in thousands)	
Nonvested at January 31, 2021	44	$ 12.84
Granted	8	34.09
Forfeited	(3)	17.11
Vested	(16)	13.45
Nonvested at January 31, 2022	33	$ 17.52

The weighted-average grant date fair value of long-term cash incentive awards granted was $34.09 during the year ended January 31, 2022. As of January 31, 2022, based on the Company's stock price on that day, there was $0.4 million of unrecognized compensation cost related to nonvested awards that is expected to be recognized over a weighted-average period of 1.1 years.

NOTE 17 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following is a summary of the changes in accumulated other comprehensive income (loss), by component, for the fiscal years ended January 31, 2022, 2021 and 2020:

	Foreign Currency Translation Adjustment	Net Investment Hedging Instruments, Unrealized Gain	Total Accumulated Other Comprehensive Income (Loss)
		(in thousands)	
Balance, January 31, 2019	$ (5,051)	$ 2,711	$ (2,340)
Total other comprehensive loss	(880)	—	(880)
Balance, January 31, 2020	(5,931)	2,711	(3,220)
Total other comprehensive income	4,719	—	4,719
Balance, January 31, 2021	(1,212)	2,711	1,499
Total other comprehensive loss	(3,671)	—	(3,671)
Balance, January 31, 2022	$ (4,883)	$ 2,711	$ (2,172)

Income taxes are not provided for foreign currency translation adjustments arising from permanent investments in international subsidiaries. Reclassifications are made to avoid double counting in comprehensive income items that are also recorded as part of net income (loss).

NOTE 18 - EMPLOYEE BENEFIT PLANS

The Company has a 401(k) profit-sharing plan ("401(k) Plan") for full-time employees at least 19 years of age. Effective January 1, 2022, the Company amended the 401(k) Plan such that the Company matches 50% of the first 8% of the participating employee's contributions. From February 1, 2021 to December 31, 2021, the Company matched 50% of the first 6% of participating employees' contributions. In addition, the Company may make a discretionary contribution to the 401(k) Plan as determined by the Board of Directors, with a maximum amount equal to the amount allowed under the IRS regulations. The Company recognized expense for contributions made to the 401(k) Plan totaling $3.8 million, $3.1 million and $3.0 million for the years ended January 31, 2022, 2021 and 2020. All amounts contributed during these years reflected matching contributions, as no discretionary contributions were made by the Company to the 401(k) Plan.

NOTE 19 - BUSINESS COMBINATIONS

Fiscal 2022

On December 1, 2021, the Company acquired certain assets of Jaycox Implement, Inc. The acquired business consisted of three agricultural equipment stores in Worthington and Luverne, Minnesota and Lake Park, Iowa. These locations are included in the Company's Agriculture segment. The total cash consideration transferred for the acquired business was $28.2 million. The Company completed the real estate purchase on December 31, 2021 for a purchase price of $5.5 million, which was partially financed with long-term debt and the remainder was paid in cash.

In connection with the acquisition, the Company acquired from CNH Industrial and certain other manufacturers equipment and parts inventory previously owned by Jaycox Implement, Inc. Upon acquiring such inventories, the Company was offered floorplan financing by the respective manufacturers. In total, the Company acquired inventory and recognized a corresponding financing liability of $5.3 million. The recognition of these inventories and the associated financing liabilities are not included as part of the accounting for the business combination.

Fiscal 2021

On May 4, 2020, the Company acquired certain assets of HorizonWest Inc. This acquired CaseIH agriculture dealership complex consisted of three agriculture equipment stores in Scottsbluff and Sidney, Nebraska and Torrington, Wyoming, which expanded the Company's agriculture presence in Nebraska and into Wyoming. This acquisition occurred within the Company's Agriculture segment. The total consideration transferred for the acquired business was $6.8 million paid in cash.

In connection with the acquisition, the Company acquired from CNH Industrial and certain other manufacturers equipment and parts inventory previously owned by HorizonWest Inc. Upon acquiring such inventories, the Company was offered floorplan financing by the respective manufacturers. In total, the Company acquired inventory and recognized a corresponding financing liability of $2.7 million. The recognition of these inventories and the associated financing liabilities are not included as part of the accounting for the business combination.

Fiscal 2020

On January 1, 2019, the Company, through its German subsidiary, acquired certain assets of ESB Agrartechnik GmbH ("ESB"). ESB is a full-service agriculture equipment dealership in Eastern Germany. The Company's acquisition of ESB further expands its presence in the German market. The total consideration transferred for the acquired business was $3.0 million paid in cash. This acquisition was recognized in the fiscal year ended January 31, 2020 as the acquisition occurred within the Company's International segment in which all entities maintain a calendar year reporting period.

On October 1, 2019, the Company acquired certain assets of Uglem-Ness Co. The acquired business consists of one Case IH agriculture equipment store in Northwood, North Dakota. This acquisition occurred within the Company's Agriculture segment. The service area is contiguous to the Company's existing locations in Grand Forks and Casselton, North Dakota and Ada, Minnesota. The total consideration transferred for the acquired business was $10.9 million paid in cash, including the acquired real estate, which portion of the purchase was finalized in January 2020 for a purchase price of $2.1 million.

In connection with the acquisition, the Company acquired from CNH Industrial and certain other manufacturers equipment and parts inventory previously owned by Uglem-Ness Co. Upon acquiring such inventories, the Company was offered floorplan financing by the respective manufacturers. In total, the Company acquired inventory and recognized a corresponding financing liability of $7.4 million. The recognition of these inventories and the associated financing liabilities are not included as part of the accounting for the business combination.

Purchase Price Allocation

Each of the above acquisitions has been accounted for under the acquisition method of accounting, which requires the Company to estimate the acquisition date fair value of the assets acquired and liabilities assumed. As of January 31, 2022, all business combinations from fiscal year 2022 are preliminary and all business combinations from fiscal years 2021 and 2020 are complete. The following table presents the aggregate purchase price allocations for all acquisitions completed during the fiscal years ended January 31, 2022, 2021, and 2020:

	Year Ended January 31,		
	2022	2021	2020
	(in thousands)		
Assets acquired:			
Cash	$ 4	$ 1	$ —
Receivables	1,197	—	440
Inventories	13,780	4,260	6,466
Prepaid expenses and other	47	48	—
Property and equipment	8,236	1,752	3,810
Operating lease assets	—	2,006	—
Intangible assets	4,121	245	1,973
Goodwill	7,519	484	1,198
	34,904	8,796	13,887
Liabilities Assumed:			
Current operating lease liabilities	—	159	—
Deferred revenue	1,261	—	—
Operating lease liabilities	—	1,847	—
	1,261	2,006	—
Net assets acquired	$ 33,643	$ 6,790	$ 13,887
Goodwill recognized by segment:			
Agriculture	$ 7,519	$ 484	$ 699
International	—	—	499
Goodwill expected to be deductible for tax purposes	7,519	484	1,198

The recognition of goodwill in the above business combinations arose from the acquisition of an assembled workforce and anticipated synergies expected to be realized. The Company recognized, in the aggregate, a customer relationship intangible asset of $0.2 million, and $0.2 million for business combinations occurring during the years ended January 31, 2022 and 2020, respectively. The Company recognized, in the aggregate, a non-competition intangible asset of $0.1 million each year for business combinations occurring during the years ended January 31, 2022, 2021, and 2020. The Company recognized, in the aggregate, a distribution rights intangible asset of $3.9 million, $0.2 million and $1.6 million for business combinations occurring during the years ended January 31, 2022, 2021 and 2020, respectively. The acquired non-competition and customer relationship intangible assets are being amortized over periods ranging from three to five years. The distribution rights assets are indefinite-lived intangible assets not subject to amortization, but are tested for impairment annually, or more frequently upon the occurrence of certain events or when circumstances indicate that impairment may be present. The Company estimated the fair value of these intangible assets using a multi-period excess earnings model, an income approach. Acquisition related costs were not material for the fiscal years ended January 31, 2022, 2021, and 2020, and have been expensed as incurred and recognized as operating expenses in the consolidated statements of operations.

NOTE 20 - FAIR VALUE OF FINANCIAL INSTRUMENTS

As of January 31, 2022 and 2021, the fair value of the Company's foreign currency contracts, which are either assets or liabilities measured at fair value on a recurring basis, was not material. These foreign currency contracts were valued using a discounted cash flow analysis, an income approach, utilizing readily observable market data as inputs, which is classified as a Level 2 fair value measurement.

The Company also valued certain long-lived assets at fair value on a non-recurring basis as of January 31, 2021, as part of its long-lived asset impairment testing. The estimated fair value of such assets were $0.8 million. Fair value was determined by utilizing an income approach incorporating both observable and unobservable inputs, and are deemed to be Level 3 fair value inputs. The most significant unobservable inputs include forecasted net cash generated from the use of the assets and the discount rate applied to such cash flows to arrive at a fair value estimate. In addition, in certain instances, the Company estimated the fair value of long-lived assets to be approximately zero, as no future cash flows were assumed to be generated from the use of such assets and the expected sales values were deemed to be nominal. All such fair value measurements were based on unobservable inputs and thus are Level 3 fair value inputs.

The Company also has financial instruments that are not recorded at fair value in the consolidated balance sheets, including cash, receivables, payables and long-term debt. The carrying amounts of these financial instruments approximated their fair values as of January 31, 2022 and January 31, 2021. Fair value of these financial instruments was estimated based on Level 2 fair value inputs. The estimated fair value of the Company's Level 2 long-term debt, which is provided for disclosure purposes only, is as follows:

	January 31, 2022	January 31, 2021
	(in thousands)	
Carrying amount	$ 68,267	$ 32,992
Fair value	$ 63,237	$ 34,185

NOTE 21 - SEGMENT INFORMATION AND OPERATING RESULTS

The Company has three reportable segments: Agriculture, Construction and International. The Company's segments are determined based on management structure, which is organized based on types of products sold and geographic areas, as described in the following paragraphs. The operating results for each segment are reported separately to the Company's Chief Executive Officer to make decisions regarding the allocation of resources, to assess the Company's operating performance and to make strategic decisions.

The Company's Agriculture segment sells, services, and rents machinery, and related parts and attachments, for uses ranging from large-scale farming to home and garden use in North America. This segment also includes ancillary sales and services related to agricultural activities and products such as equipment transportation, Global Positioning System ("GPS") signal subscriptions and finance and insurance products.

The Company's Construction segment sells, services, and rents machinery, and related parts and attachments, for uses ranging from heavy construction to light industrial machinery use to customers in North America. This segment also includes ancillary sales and services related to construction activities such as equipment transportation, GPS signal subscriptions and finance and insurance products.

The Company’s International segment sells, services, and rents machinery, and related parts and attachments, for uses ranging from large-scale farming and construction to home and garden use to customers in Eastern Europe.

Revenue generated from sales to customers outside of the United States was $318.0 million, $219.0 million and $236.1 million for the years ended January 31, 2022, 2021 and 2020. As of January 31, 2022 and 2021, $15.6 million and $18.0 million of the Company's long-lived assets were held in its European subsidiaries and the remaining were held in the United States.

The Company retains various unallocated income/(expense) items and assets at the general corporate level, which the Company refers to as "Shared Resources" in the table below. Shared Resource assets primarily consist of cash and property and equipment. Revenue between segments is immaterial.

Certain financial information for each of the Company's business segments is set forth below.

	Year Ended January 31,		
	2022	2021	2020
	(in thousands)		
Revenue			
Agriculture	$ 1,076,751	$ 886,485	$ 749,042
Construction	317,164	305,745	320,034
International	317,991	218,992	236,095
Total	$ 1,711,906	$ 1,411,222	$ 1,305,171
Income (Loss) Before Income Taxes			
Agriculture	$ 60,567	$ 34,422	$ 18,036
Construction	15,543	186	(2,290)
International	12,552	(6,025)	504
Segment income before income taxes	88,662	28,583	16,250
Shared Resources	(1,761)	2,170	(1,598)
Total	$ 86,901	$ 30,753	$ 14,652
Total Impairment			
Agriculture	$ —	$ 272	$ 2,807
Construction	—	597	957
International	1,498	2,311	—
Total	$ 1,498	$ 3,180	$ 3,764
Interest Income			
Agriculture	$ 37	$ 72	$ 54
Construction	114	135	217
International	113	46	44
Segment interest income	264	253	315
Shared Resources	65	16	16
Total	$ 329	$ 269	$ 331
Interest Expense			
Agriculture	$ 2,564	$ 4,884	$ 5,142
Construction	2,614	5,552	7,221
International	2,128	2,796	3,504
Segment interest expense	7,306	13,232	15,867
Shared Resources	(1,594)	(6,050)	(6,061)
Total	$ 5,712	$ 7,182	$ 9,806
Depreciation and Amortization			
Agriculture	$ 5,942	$ 5,337	$ 5,095
Construction	10,482	12,197	12,537
International	2,858	2,645	2,402
Segment depreciation and amortization	19,282	20,179	20,034
Shared Resources	2,857	3,522	8,033
Total	$ 22,139	$ 23,701	$ 28,067

	Year Ended January 31, 2022	2021	2020
	(in thousands)		
Capital Expenditures			
Agriculture	$ 13,879	$ 5,355	$ 4,699
Construction	17,941	8,202	15,713
International	2,687	2,124	1,768
Segment capital expenditures	44,114	15,681	22,180
Shared Resources	3,119	4,408	2,836
Total	$ 37,627	$ 20,089	$ 25,016

	January 31, 2022	January 31, 2021
Total Assets	(in thousands)	
Agriculture	$ 481,190	$ 349,697
Construction	157,846	185,534
International	155,275	177,213
Segment assets	794,311	712,444
Shared Resources	152,356	103,345
Total	$ 946,667	$ 815,789

NOTE 22 - SUBSEQUENT EVENTS

The Company signed a definitive purchase agreement to sell its assets for one of its locations ("Fargo Tractor"), in Fargo, North Dakota, on December 28, 2021. The sale closed in March 2022. Fargo Tractor's revenues for the year ended January 31, 2022 were $10.8 million.

On January 25, 2022, the Company entered into a definitive purchase agreement to acquire Mark's Machinery, a two-store Cash IH agriculture dealership complex in Yankton and Wagner, South Dakota. In its most recent fiscal year, Mark's Machinery generated revenue of approximately $34.0 million. The Company expects to close the acquisition in April 2022.

As of the date of issuance of this Annual Report on Form 10-K, the Company is monitoring the conflict involving Russia and Ukraine. The Company's operations in Ukraine, which accounted for 4.2% of the Company's total revenue for fiscal 2022 and and 3.5% of the total assets as of January 31, 2022, have been interrupted, as all ten of its locations closed for a period of time and certain locations continue to remain closed. A continuation of the conflict may have a material adverse effect on Titan Machinery Ukraine and the Company's consolidated operations. At January 31, 2022, Titan Machinery Ukraine had total assets of $32.7 million. In reviewing the assets, the Company considers certain assets to be at a higher risk of being lost, stolen, or destroyed, such as inventory within the country (parts and equipment), receivables with customers, and fixed assets, primarily vehicles. Titan Machinery Ukraine had $24.8 million of these higher risk assets as of January 31, 2022. As of the date of issuance of this report, the Company is not aware of any material loss of assets due to destruction, theft, or other. Due to the uncertainty of the duration or magnitude of the conflict, the Company cannot accurately estimate potential losses at this time.

Schedule II—Valuation and Qualifying Accounts and Reserves

Titan Machinery Inc.

Classification	Beginning Balance	Additions Charged to Expenses	Additions from CECL Adoption	Additions from Business Combinations	Deductions for Write-offs, Net of Recoveries	Foreign Currency Translation Adjustments	Ending Balance
				(in thousands)			
Valuation reserve deduction from receivables:							
Year Ended January 31, 2022	$ 4,933	$ 260	$ —	$ —	$ (2,688)	$ (57)	$ 2,448
Year Ended January 31, 2021	5,123	498	210	—	(1,013)	115	4,933
Year Ended January 31, 2020	3,528	2,497	—	—	(872)	(30)	5,123

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. After evaluating the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934 ("Exchange Act") as of the end of the period covered by this Form 10-K, our Chief Executive Officer and Chief Financial Officer, with the participation of the Company's management, have concluded that the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) are effective.

Management's Report on Internal Control Over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of January 31, 2022.

Deloitte & Touche LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Form 10-K, has also audited our internal control over financial reporting as of January 31, 2022, as stated in their report included in Item 8 of this Form 10-K.

Changes in Internal Control over Financial Reporting. There has not been any change in the Company's internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during its most recently completed fiscal quarter ended January 31, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

On March 28, 2022, Stan Dardis informed the Board of Directors (the "Board") of the Company that he will retire at the end of his current term and therefore will not stand for reelection to the Board at the Company's 2022 Annual Meeting of Stockholders, scheduled to be held June 6, 2022. Mr. Dardis' decision not to stand for reelection is the result of his retirement and is not related to any disagreement with the Company's operations, policies or practices.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Other than the information included in Part I of this Form 10-K under the heading "Information About Our Executive Officers," the information required by Item 10 is incorporated by reference to the sections labeled "Board of Directors" and "Corporate Governance," all of which will appear in our definitive proxy statement for our 2022 Annual Meeting of Stockholders.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated herein by reference to the sections labeled "Compensation Discussion and Analysis," "Compensation Committee Report," "Compensation Committee Interlocks and Insider Participation," "Executive Compensation," and "Non-Employee Director Compensation," all of which will appear in our definitive proxy statement for our 2022 Annual Meeting of Stockholders.

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

The information required by Item 12 is incorporated herein by reference to the sections entitled "Security Ownership of Principal Stockholders and Management" and "Executive Compensation - Equity Compensation Plan Information," both of which will appear in our definitive proxy statement for our 2022 Annual Meeting of Stockholders.

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

The information required by Item 13 is incorporated herein by reference to the sections entitled "Corporate Governance—Independence" and "Certain Relationships and Related Transactions," both of which will appear in our definitive proxy statement for our 2022 Annual Meeting of Stockholders.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 is incorporated herein by reference to the section entitled "Fees of the Independent Registered Public Accounting Firm," which will appear in our definitive proxy statement for our 2022 Annual Meeting of Stockholders.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report.

(1) Financial Statements. The following financial statements are included in Part II, Item 8 of this Annual Report on Form 10-K:

Report of Deloitte & Touche LLP on Consolidated Financial Statements as of January 31, 2022 and 2021 and for each of the three years in the period ended January 31, 2022

Report of Deloitte & Touche LLP on Internal Control Over Financial Reporting as of January 31, 2022

Consolidated Balance Sheets as of January 31, 2022 and 2021

Consolidated Statements of Operations for each of the three years in the period ended January 31, 2022

Consolidated Statements of Comprehensive Income for each of the three years in the period ended January 31, 2022

Consolidated Statements of Stockholders' Equity for each of the three years in the period ended January 31, 2022

Consolidated Statements of Cash Flows for each of the three years in the period ended January 31, 2022

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules. The following consolidated financial statement schedule should be read in conjunction with the consolidated financial statements and Report of Deloitte & Touche LLP on the consolidated financial statements included in Part II, Item 8 of this annual report on Form 10-K:

Schedule II—Valuation and Qualifying Accounts and Reserves

All other financial statement schedules have been omitted, because they are not applicable, are not required, or the information is included in the Financial Statements or Notes thereto

(3) Exhibits. See the Exhibit Index to our Form 10-K immediately following below:

EXHIBIT INDEX
TITAN MACHINERY INC.
FORM 10-K

No.	Description
3.1	Certificate of Incorporation of the registrant, as amended (incorporated herein by reference to Exhibit 3.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on September 10, 2012, File No. 001-33866).
3.2	Bylaws of the registrant, as amended (incorporated herein by reference to Exhibit 3.2 of the registrant's Annual Report on Form 10-K filed with the Commission on April 16, 2009, File No. 001-33866).
4.1	Specimen Certificate representing shares of common stock of Titan Machinery Inc. (incorporated by reference to Exhibit 4.1 of the registrant's Amendment No. 6 to Registration Statement on Form S-1, Reg. No. 333-145526, filed with the Commission on December 3, 2007).
4.2	Description of Securities of Titan Machinery registered under Section 12 of the Exchange Act of 1934, as amended (incorporated herein by reference to Exhibit 4.3 of the registrant's Annual Report on Form 10-K filed with the Commission on April 7, 2020).
10.1	Amended and Restated Employment Agreement, dated March 6, 2013, between David Meyer and the registrant (incorporated herein by reference to Exhibit 10.2 of the registrant's Annual Report on Form 10-K filed with the Commission on April 10, 2013, File No. 001-33866).**
10.1.1	Amendment dated March 1, 2014 to the Amended and Restated Employment Agreement, dated March 6, 2013, between David Meyer and the registrant (incorporated herein by reference to Exhibit 10.54 of the registrant's Annual Report on Form 10-K filed with the Commission on April 11, 2014).**
10.2	Amended and Restated Employment Agreement, dated September 4, 2015, between Mark Kalvoda and the registrant (incorporated herein by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on September 9, 2015).**
10.2.1	Amendment dated September 1, 2016 to the Amended and Restated Employment Agreement, dated September 4, 2015 between Mark Kalvoda and the registrant (incorporated herein by reference to Exhibit 10.2 of the registrant’s Quarterly Report on Form 10-Q filed with the Commission on September 1, 2016).**
10.3	Executive Employment Agreement, dated September 5, 2018, between Bryan J. Knutson and the registrant (incorporated herein by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on September 6, 2018).**
10.3.1	Amendment dated September 1, 2021 to the Executive Employment Agreement, dated September 5, 2018 between Bryan J. Knutson and the registrant (incorporated herein by reference to Exhibit 10.2 of the registrant’s Quarterly Report on Form 10-Q filed with the Commission on September 3, 2021).**
10.4	Agricultural Equipment Sales & Service Agreement, dated May 31, 2017, between CNH Industrial America LLC and the registrant (incorporated herein by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 2, 2017).
10.4.1	Amendment to the Agricultural Equipment Sales & Service Agreement, dated May 31, 2017, between CNH Industrial America LLC and the registrant (incorporated herein by reference to Exhibit 10.4 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 2, 2017).
10.5	Construction Equipment Sales & Service Agreement, dated May 31, 2017, between CNH Industrial America LLC and the registrant (incorporated herein by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 2, 2017).
10.5.1	Amendment to the Construction Equipment Sales & Service Agreement, dated May 31, 2017, between CNH Industrial America LLC and the registrant (incorporated herein by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 2, 2017).
10.6	New Holland Equipment Sales & Service Agreement, dated May 31, 2017, between CNH Industrial America LLC and the registrant (incorporated herein by reference to Exhibit 10.5 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 2, 2017).
10.6.1	Amendment to the New Holland Equipment Sales & Service Agreement, dated May 31, 2017, between CNH Industrial America LLC and the registrant (incorporated herein by reference to Exhibit 10.6 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 2, 2017).
10.7	Dealer Security Agreement dated April 14, 2003 between New Holland North America, Inc. and the registrant (incorporated herein by reference to Exhibit 10.14 of the registrant's Amendment No. 2 to Registration Statement on Form S-1, Reg. No. 333-145526, filed with the Commission on October 10, 2007).

No.	Description
10.8	Dealer Security Agreements between CNH America LLC and the registrant (incorporated herein by reference to Exhibit 10.15 of the registrant's Amendment No. 2 to Registration Statement on Form S-1, Reg. No. 333-145526, filed with the Commission on October 10, 2007).
10.9	Amended and Restated Wholesale Floorplan Credit Facility and Security Agreement, dated November 13, 2007, between CNH Capital America LLC and the registrant (incorporated herein by reference to Exhibit 10.25 of the registrant's Amendment No. 5 to Registration Statement on Form S-1, Reg. No. 333-145526, filed with the Commission on November 27, 2007).
10.9.1	Letter Agreement with CNH Capital America, LLC dated September 30, 2011, amending the November 13, 2007 Amended and Restated Wholesale Floorplan Credit Facility and Security Agreement (incorporated herein by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on December 9, 2011, File No. 001-33866).
10.9.2	Letter Agreement with CNH Capital America, LLC dated November 20, 2012, amending the November 13, 2007 Amended and Restated Wholesale Floorplan Credit Facility and Security Agreement (incorporated herein by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on December 6, 2012, File No. 001-33866).
10.9.3	Letter Agreement with CNH Capital America, LLC dated February 15, 2013, amending the November 13, 2007 Amended and Restated Wholesale Floorplan Credit Facility and Security Agreement (incorporated herein by reference to Exhibit 10.49 of the registrant's Annual Report on Form 10-K filed with the Commission on April 10, 2013, File No. 001-33866).
10.9.4	Amendment dated December 8, 2014 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on December 10, 2014, File No. 001-33866).
10.9.5	Second Amendment dated March 31, 2016 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.17.5 of the registrant's Annual Report on Form 10-K filed with the Commission on April 13, 2016).
10.9.6	Amendment dated October 5, 2017 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on December 7, 2017).
10.9.7	Amendment dated April 1, 2018 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.8.7 of the registrant's Annual Report on Form 10-K filed with the Commission on April 6, 2018).
10.9.8	Amendment dated May 31, 2018 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.8.7 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 7, 2018).
10.9.9	Amendment dated November 30, 2018 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on December 6, 2018).
10.9.10	Amendment dated January 18, 2019 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.9.10 of the registrant's Annual Report on Form 10-K filed with the Commission on April 5, 2019).
10.9.11	Amendment dated November 13, 2019 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.1 of the registrant’s Quarterly Report on Form 10-Q filed with the Commission on December 5, 2019).
10.9.12	Amendment dated November 17, 2020 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC (incorporated herein by reference to Exhibit 10.9.12 of the registrant’s Quarterly Report on Form 10-K filed with the Commission on March 31, 2021).

No.	Description
10.9.13*	Amendment dated December 3, 2021 to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007 by and between the registrant and CNH Industrial Capital America LLC.
10.10	Third Amended and Restated Credit Agreement, dated as of April 3, 2020, by and among the registrant, as Borrower, the financial institutions party thereto, as lenders, Bank of America, N.A., as Administrative Agent, Bank of American, N.A., Wells Fargo Bank N.A., and Regions Bank, as Joint Lead Arrangers and Joint Book Runners, Wells Fargo Bank, N.A., and Regions Bank, as Joint Syndication Agents, and BBVA USE as Documentation Agent (incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 4, 2020).
10.10.1	Amendment dated June 4, 2021 to the Third Amended and Restated Credit Agreement, dated as of April 3, 2020, by and among the registrant, as Borrower, the financial institutions party thereto, as lenders, Bank of America, N.A., as Administrative Agent, Bank of American, N.A., Wells Fargo Bank N.A., and Regions Bank, as Joint Lead Arrangers and Joint Book Runners, Wells Fargo Bank, N.A., and Regions Bank, as Joint Syndication Agents, and BBVA USE as Documentation Agent (incorporated by reference to Exhibit 10.1 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on September 3, 2021).
10.11	Titan Machinery Inc. 2014 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K filed with the Commission on June 3, 2014).**
10.11.1	Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Commission on June 9, 2020).**
10.12	Form of Titan Machinery Inc. Restricted Stock Agreement (for non-employee directors) under the 2014 Equity Incentive Plan, revised effective June 1, 2018 (incorporated herein by reference to Exhibit 10.16 of the registrant's Annual Report on Form 10-K filed with the Commission on April 5, 2019).**
10.12.1	Form of Titan Machinery Inc. Restricted Stock Agreement (for non-employee directors) under the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 4, 2020).**
10.12.2*	Form of Titan Machinery Inc. Restricted Stock Agreement (for non-employee directors) under the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan.**
10.13	Form of Titan Machinery Inc. Restricted Stock Agreement under the 2014 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 5, 2014, File No. 001-33866).**
10.13.1	Form of Titan Machinery Inc. Restricted Stock Agreement under the 2014 Equity Incentive Plan, revised effective June 1, 2018 (incorporated herein by reference to Exhibit 10.17.1 of the registrant's Annual Report on Form 10-K filed with the Commission on April 5, 2019). **
10.13.2	Form of Titan Machinery Inc. Restricted Stock Agreement under the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 4, 2020).**
10.14	Form of Titan Machinery Inc. Restricted Stock Unit Agreement under the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan, used for purposes of granting awards to European employees (incorporated herein by reference to Exhibit 10.2 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on September 9, 2014).**
10.14.1	Form of Titan Machinery Inc. Restricted Stock Unit Agreement under the 2014 Equity Incentive Plan, used for purposes of granting awards to European employees, revised effective June 1, 2017 (incorporated herein by reference to Exhibit 10.18.1 of the registrant's Annual Report on Form 10-K with the Commission on April 5, 2019). **
10.14.2	Form of Titan Machinery Inc. Restricted Stock Unit Agreement under the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.4 of the registrant's Quarterly Report on Form 10-Q filed with the Commission on June 4, 2020).**
10.19	Form of Director and Officer Indemnification Agreement (incorporated herein by reference to Exhibit 10.19 of the registrant's Annual Report on Form 10-K with the Commission on April 5, 2019).
10.20*	Titan Machinery Inc. Non-Employee Director Compensation Plan.**
10.21	Description of Titan Machinery Inc.’s Executive Cash Bonus Plan (incorporated herein by reference to Exhibit 10.34 of the registrant’s Annual Report on Form 10-K filed with the Commission on April 15, 2015). **
21.1*	Subsidiaries of Titan Machinery Inc.

No.	Description
23.1*	Consent of Deloitte & Touche LLP
24.1*	Power of Attorney
31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following materials from Titan Machinery Inc.'s Annual Report on Form 10-K for the year ended January 31, 2022 formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets as of January 31, 2022 and 2021, (ii) the Consolidated Statements of Operations for the fiscal years ended January 31, 2022, 2021 and 2020, (iii) the Consolidated Statements of Comprehensive Income for the fiscal years ended January 31, 2022, 2021 and 2020, (iv) the Consolidated Statements of Stockholders' Equity for the fiscal years ended January 31, 2022, 2021 and 2020, (v) the Consolidated Statements of Cash Flows for the fiscal years ended January 31, 2022, 2021 and 2020, and (vi) the Notes to the Consolidated Financial Statements.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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* Filed herewith

** Indicates management contract or compensatory plan or arrangement.

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.

Dated: March 31, 2022

TITAN MACHINERY INC.

By	/s/ DAVID J. MEYER David J. Meyer, *Board Chair and Chief Executive Officer*	By	/s/ MARK KALVODA Mark Kalvoda, *Chief Financial Officer*

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

Signature	Title	Date
/s/ DAVID J. MEYER David J. Meyer	Board Chair, Chief Executive Officer (principal executive officer)	March 31, 2022
/s/ MARK KALVODA Mark Kalvoda	Chief Financial Officer (principal financial officer and principal accounting officer)	March 31, 2022
* Frank Anglin III	Director	March 31, 2022
* Tony Christianson	Director	March 31, 2022
* Stanley Dardis	Director	March 31, 2022
* Stan Erickson	Director	March 31, 2022
* Christine Hamilton	Director	March 31, 2022
* Jody Horner	Director	March 31, 2022
* Richard Mack	Director	March 31, 2022

*By /s/ MARK KALVODA
Mark Kalvoda, Attorney-in-Fact

TITAN MACHINERY INC.
NON-EMPLOYEE DIRECTOR COMPENSATION PLAN

1. **Purpose**. This Non-Employee Director Compensation Plan (the "***Plan***") is intended to attract highly qualified individuals to serve as Non-Employee Directors o Titan Machinery Inc. (the "***Company***") and to provide Non-Employee Directors with incentives and rewards that motivate superior oversight and protection of the Company's business.

2. **Administration**. The Plan shall be administered by the Compensation Committee ("***Compensation Committee***") of the Board of Directors (the "***Board***") of the Company. The Compensation Committee shall have the authority to construe and interpret the Plan, prescribe, amend and rescind rules relating to the Plan's administration an take any other actions necessary or desirable for the administration of the Plan. The Compensation Committee may correct any defect or supply any omission or reconcile an inconsistency or ambiguity in the Plan. The decisions of the Compensation Committee shall be final and binding on all persons. All expenses of administering the Plan shall be borne by the Company.

3. **Eligibility**. Each Non-Employee Director shall be eligible to receive the compensation provided hereunder. Directors who are also employees of the Company d not receive additional compensation for service as a director and shall not be eligible to participate in the Plan.

4. **Cash Compensation**.

(a) Board Member Annual Retainer. Each Non-Employee Director shall receive an annual cash retainer in an amount as determined by the Board from time to time. The current annual cash retainer is stated on EXHIBIT A hereto, as amended from time to time.

The annual cash retainer amount shall be paid, in arrears, in equal quarterly installments (or in a pro-rated amount if applicable) on or about the first business day o each fiscal quarter.

If a Non-Employee Director's Board service commences or terminates on a date other than the first day of a quarter, then the cash retainer payment will b calculated on a pro-rated basis for the days of actual service for the quarter.

(b) Committee Chair and Lead Independent Director Annual Retainers Each Non-Employee Director who is appointed to serve as a Committee Chair or a Lead Independent Director shall receive an annual retainer in an amount as determined by the

Board from time to time. The current annual retainers for the Committee Chair and Lead Independent Director positions are stated on EXHIBIT A hereto, as amended from time to time. The applicable retainers for these positions will be paid, in arrears, in equal quarterly installments (or in a pro-rated amount if applicable) on or about the first business day of each fiscal quarter.

If a Committee Chair or Lead Independent Director position commences or terminates on a date other than the first day of a quarter, then the retainer payment will be calculated on a pro-rated basis for the days of actual service for the quarter.

5. **Equity Compensation**.

(a) Source of Shares. All grants of equity awards contemplated by this Plan shall be issued under the Amended and Restated Titan Machinery Inc. 2014 Equity Incentive Plan (the "***EIP***") and shall be subject to all of the terms and conditions thereof. Grants of equity awards contemplated by this Plan may only be made to the extent that shares remain available for issuance under the EIP. In the event of any inconsistency between the EIP and this Plan with respect to the equity awards, the terms of the EIP shall control. The Plan does not constitute a separate source of shares for use in granting any equity awards hereunder.

(b) Annual Equity Award. Each Non-Employee Director who is elected or continues as a member of the Board following the annual meeting of stockholders will receive an annual award of restricted stock (the "***Annual Equity Award***") in an amount as determined by the Board from time to time (the "***Annual Equity Award Value***"). The current Annual Equity Award Value is stated on EXHIBIT A hereto, as amended from time to time.

The number of shares of restricted stock granted to each director for the Annual Equity Award shall be equal to: [the Annual Equity Award Value] ÷ [the closing market price of a share of the Company's common stock on the grant date], rounded upward to the nearest whole number.

The Annual Equity Award shall be granted as of the date of the annual meeting of stockholders for the next 12 months of service and shall vest in full on the date of the following year's annual meeting of stockholders, or such other grant or vesting dates as determined by the Compensation Committee.

(c) Partial Year Equity Award. If a Non-Employee Director commences Board service on a date other than as of the date of the annual meeting o stockholders, he/she shall receive a pro-rated equity award (the "***Partial Year Equity Award***") granted on the effective date of service or such later date as determined by the Compensation Committee. The Partial Year Equity Award shall vest in full on the vesting date of the Annual Equity Award for the other directors (the date of the upcoming annual meeting of stockholders), or such other vesting date as determined by the Compensation Committee. The value of the Partial Year Equity Award shall be calculated as follows: [the Annual Equity Award Value] x [(the days of service from the effective date of service until the vesting date) divided by (365 days)].

The number of shares of restricted stock granted to the director for the Partial Year Equity Award shall be equal to: [the prorated value, as calculated above] ÷ [the closing market price of a share of the Company's common stock on the grant date], rounded up to the nearest whole number.

(d) Other Terms. The shares of restricted stock shall be granted pursuant to the terms of the EIP and a Restricted Stock Award Agreement (the "***Award Agreement***") between the Non-Employee Director and the Company. Other terms and conditions of the Annual Equity Award or Partial Year Equity Award, as applicable, shall be determined by the Compensation Committee, as stated in the Award Agreement.

(e) Vesting. Promptly following the vesting date, the Company shall instruct its transfer agent to remove the vesting restrictions from the shares of restricted common stock that have vested.

(f) Forfeiture; Partial Vesting. If a Non-Employee Director experiences a separation from Board service prior to the scheduled vesting date for any shares o unvested restricted stock issued pursuant to any Annual Equity Award or Partial Year Equity Award, then such shares of unvested restricted stock held by such Non-Employee Director shall be automatically forfeited, except in the event that such separation from Board service is the result of:

i. death,

ii. permanent disability (as determined by the Compensation Committee), or

iii. mandatory retirement pursuant to the Company's Board retirement policy.

(Each of the above referred to as a "***Partial Vesting Event***").

Upon a Partial Vesting Event, where the director has unvested shares under an Annual Equity Award, the affected director will receive pro-rated vesting of the director's unvested shares based on [the actual days of service from the grant date to the Partial Vesting Event date] as compared to [the total days of the full vesting period for the Annual Equity Award]. The remaining shares of unvested restricted stock shall be automatically forfeited effective as of the date of the Partial Vesting Event.

In the case of a Partial Vesting Event, where the director has unvested shares under a Partial Year Equity Award (and not an Annual Equity Award), then the affected director will receive pro-rated vesting of the director's unvested shares based on the [the actual days of service from the grant date to the Partial Vesting Event date] as compared to [the total days of the vesting period for the Partial Annual Equity Award]. The remaining shares of unvested restricted stock shall be automatically forfeited effective as of the date of the Partial Vesting Event.

(g) Sale of Vested Stock for Tax Purposes. During a non-employee director's term of service, such non-employee director shall not sell any shares of the Company's common stock acquired pursuant to any Annual Equity Award or Partial Year Equity Award, except that until the earlier of (i) the filing by a non-employee director of his or her U.S. federal income return for the calendar year in which an Annual Equity Award or Partial Year Equity Award becomes includible in the non-employee director's income, or (ii) the deadline, without extension, for the filing of the U.S. federal income tax return described in clause (i), the director may sell shares of the Company's common stock to cover all or part of such non-employee director's estimated tax liability (calculated using the highest applicable state and federal marginal rates, not to exceed 50%) arising from the granting, vesting, settlement or other taxable event resulting in an Annual Equity Award or Partial Year Equity Award being includible in the non-employee director's gross income for the relevant calendar year. The Form 4 or Form 5 filed upon the occurrence of any such sale shall state that the sale was effected for the purpose of covering all or part of the estimated tax liability incurred by such non-employee director for the compensation realized upon the granting, vesting, settlement or other taxable event associated with an Annual Equity Award or Partial Year Equity Award. A non-employee director may sell shares of the Company's common stock to cover the tax burden described in this paragraph from any "tax lots" of shares of the Company's common stock acquired from an Annual Equity Award or Partial Year Equity Award (rather than only selling shares of the Company's common stock from the "tax lot" of shares acquired from the Annual Equity Award or Partial Year Equity Award that gave rise to the estimated tax liability to be covered) as considered preferable for personal tax planning purposes.

Nothing herein prohibits a director from selling shares of the Company's common stock acquired outside of this Plan, the EIP or any other director compensation plan.

All stock transactions are subject to the Company's Insider Trading Policy.

6. **Reimbursement of Expenses**. The Company shall reimburse each Non-Employee Director for his or her reasonable business expenses incurred in connection with the performance of his or her duties, including reasonable travel and other expenses incurred by the Non-Employee Director to attend Board and Committee meetings. Each Non-Employee Director shall provide to the Company such receipts and other records related to such reimbursable expenses as the Company may require.

To the extent that any reimbursement under the Plan provides for a deferral of compensation under Section 409A of the Internal Revenue Code of 1986 (the "***Code***"), (a) the amount eligible for reimbursement in one calendar year may not affect the amount eligible for reimbursement in any other calendar year; (b) the right to reimbursement is not subject to liquidation or exchange for another benefit; and (c) any such reimbursement of an expense must be made on or before the last day of the calendar year following the calendar year in which the expense was incurred.

7. **General Provisions**.

(a) Unfunded Obligations. The amounts to be paid to Non-Employee Directors under the Plan are unfunded obligations of the Company. The Company is not required to segregate any monies or other assets from its general funds with respect to these obligations. Non-Employee Directors shall not have any preference or security interest in any assets of the Company other than as a general unsecured creditor.

(b) No Right to Continued Board Membership Neither the Plan nor any compensation paid hereunder will confer on any Non-Employee Director the right to continue to serve as a member of the Board or in any other capacity.

(c) Nonassignment. Any and all rights of a Non-Employee Director respecting payments under this Plan may not be assigned, transferred, pledged or encumbered in any manner, other than by will or the laws of descent and distribution, and any attempt to do so shall be void.

(d) Successors and Assigns. The Plan shall be binding on the Company and its successors and assigns.

(e) Entire Plan. This Plan constitutes the entire plan with respect to the subject matter hereof (other than matters covered by the EIP) and supersedes all prior plans with respect to the subject matter hereof.

(f) Compliance With Law. The obligations of the Company with respect to payments under the Plan are subject to compliance with all applicable laws and regulations.

(g) Term of Plan. This Plan will remain in effect until it is revised or terminated by further action of the Board.

(h) Termination and Amendment. The Board may at any time amend or modify this Plan in whole or in part.

(i) Applicable Law. The law of the State of Delaware shall govern all questions concerning the construction, validity and interpretation of the Plan, without regard to such state's conflict of law rules.

(j) Section 409A. The Plan is intended to comply with the requirements of Section 409A of the Code, to the extent applicable, and shall be interpreted accordingly. Notwithstanding the foregoing, the Company makes no representations or covenants that any compensation paid or awarded under the Plan will comply with Section 409A.

(k) Withholding. To the extent required by applicable federal, state or local law, a Non-Employee Director must make arrangements satisfactory to the Company for the payment of any withholding or similar tax obligations that arise in connection with the Plan.

(l) Severability. If any provision of the Plan shall for any reason be held to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision hereof, and the Plan shall be construed as if such invalid or unenforceable provision were omitted.

(m) Headings. The headings of sections herein are included solely for convenience and shall not affect the meaning of any of the provisions of the Plan.

Approved: March 9, 2022

EXHIBIT A
TO
NON-EMPLOYEE DIRECTOR COMPENSATION PLAN

Director Cash Retainer	$55,000
Lead Independent Director	$15,000
Audit Committee Chair	$25,000
Governance & Compensation Committee Chairs	$10,000
Annual Equity Award Value	$80,000

:ompensation effective February 1, 2022
l Equity Award Value effective for grants made on or after the 2022 annual meeting of stockholders

CNH INDUSTRIAL CAPITAL

December 3, 2021

Titan Machinery, Inc.
644 E Beaton Dr.
West Fargo, ND 58078

Attn: Mark Kalvoda
Chief Financial Officer
via electronic mail

Re: Wholesale Floor Plan Credit Facility

Dear Mr. Kalvoda,

Titan Machinery, Inc. ("Titan") and CNH Industrial Capital America LLC ("CNHI") are parties to that Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007, as amended from time to time (the "Agreement"). This letter will confirm that, effective December 3, 2021, the total wholesale floor plan credit limit for Titan remains $360,000,000.00.

Best Regards,

CNH Industrial Capital America LLC

Christopher Maki

Chris Maki, Strategic Accounts Manager

Titan agrees to the above described amendment to the Amended and Restated Wholesale Floor Plan Credit Facility and Security Agreement dated November 13, 2007, as amended.

Titan Machinery, Inc.

Mark Kalvoda

Mark Kalvoda, Chief Financial Officer

CNH Industrial Capital America LLC
5729 Washington Ave
Racine WI 53406

[YEAR]
RESTRICTED STOCK AGREEMENT
TITAN MACHINERY INC.

THIS AGREEMENT is made effective as of this ___ day of June, 20__, by and between Titan Machinery Inc., a Delaware corporation (the "***Company***"), and _________ ("***Participant***").

W I T N E S S E T H:

WHEREAS, the Participant on the date hereof is a non-employee director of the Company or one of its Affiliates; and

WHEREAS, the Company wishes to grant a restricted stock award to Participant for shares of the Company's common stock (the "***Common Stock***") pursuant to the Company's Amended and Restated 2014 Equity Incentive Plan (the "***Plan***") and its Non-Employee Director Compensation Plan (the "***Director Compensation Plan***"); and

WHEREAS, the Administrator of the Plan has authorized the grant of a restricted stock award to the Participant.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, the parties hereto agree as follows:

1. **Grant of Restricted Stock Award**.

a. Pursuant to Section 11 of the Plan, and in accordance with the Director Compensation Plan, the Company hereby grants to Participant on the date set forth above (the "***Grant Date***") a restricted stock award (the "***Restricted Stock***") for _____ (______) shares of Common Stock subject to the terms, conditions, and restrictions set forth in this Agreement, the Plan, and the Director Compensation Plan. Capitalized terms that are used but not defined herein have the meaning ascribed to them in the Plan.

b. The Company shall cause to be issued uncertificated book-entry shares, registered in the Participant's name, representing the Restricted Stock. These shares shall be held as restricted shares until the vesting dates, be subject to an appropriate stop-transfer order and shall bear the following restrictive legend:

"The Common Shares held in book-entry are subject to forfeiture and are subject to the restrictions against transfer as contained in the Titan Machinery Inc. Amended and Restated 2014 Equity Incentive Plan, and a Restricted Stock Agreement between Titan Machinery Inc. and the registered owner of such shares. Release from such restrictions, terms and conditions shall be made only in accordance with the provisions of the Plan and the Agreement, copies of which are on file in the office of Titan Machinery Inc."

2. **Vesting of Restricted Stock**.

a. **Vesting Date**. The shares of Restricted Stock will vest on the date of the 20__ Annual Meeting of Shareholders (the "***Vesting Date***").

b. **Forfeiture; Partial Vesting**. Subject to and in accordance with the Director Compensation Plan:

(i) If the Participant ceases to be a director of the Company for any reason other than death, permanent disability (as determined by the Administrator) or mandatory retirement pursuant to the Company's Board retirement policy prior to the Vesting Date, the Participant shall immediately forfeit all unvested shares of Restricted Stock.

(ii) Upon the occurrence of death, permanent disability (as determined by the Administrator) or mandatory retirement pursuant to the Company's Board retirement policy prior to the Vesting Date, the Participant shall receive pro-rated vesting of the unvested shares of Restricted Stock as described in further detail in the Director Compensation Plan.

c. **Issuance of Shares**. Upon vesting of the Restricted Stock as provided herein, the Company will cause to be issued to Participant uncertificated book-entry shares no longer subject to the restrictions described in Section 1(b) above, but subject to such restrictions as the Company deems advisable to comply with applicable securities laws, the Plan, and the Company's Insider Trading Policy.

3. **Rights as Shareholder.**

a. **Voting; Dividends**. The Participant shall be the record owner of the Restricted Stock during the vesting period and thereafter following vesting until the shares of Common Stock are sold or otherwise disposed of, and shall be entitled to all of the rights of a shareholder of the Company including, without limitation, the right to vote such shares. Notwithstanding the foregoing, any dividends payable with respect to the Restricted Stock shall vest and be payable in accordance with the terms of the Plan.

b. **Limitations on Sale of Vested Stock**. During the Participant's term of service as a director of the Company, the Participant shall not sell any shares of Common Stock received upon the vesting or settlement of Restricted Stock, except as permitted by the terms of the Director Compensation Plan to cover all or part of the Participant's tax liability arising from the granting, vesting, settlement or other taxable event resulting in an equity award being includible in the Participant's gross income.

c. **No Rights Upon Forfeiture**. If the Participant forfeits any rights he/she has to unvested Restricted Stock under Section 2(b), the Participant shall, on the date of such forfeiture, no longer have any rights as a stockholder with respect to the forfeited Restricted Stock (including unpaid dividends credited to a book-entry account in accordance with the terms of the Plan).

4. **Miscellaneous**.

a. **Securities Law Compliance**. Participant shall not transfer, other than by will or the laws of descent and distribution, or otherwise dispose of the shares of Restricted Stock received pursuant to this Agreement until such time as counsel to the Company shall have determined that such transfer or other disposition will not violate any state or federal securities laws or company policy. The Participant may be required by the Company, as a condition of the effectiveness of this restricted stock award, to agree in writing that all Restricted Stock subject to this Agreement shall be held, until such time that such Restricted Stock is registered and freely tradable under applicable state and federal securities laws, for Participant's own account without a view to any further distribution thereof, that the certificates for such shares shall bear an appropriate legend to that effect and that such shares will be not transferred or disposed of except in compliance with applicable state and federal securities laws. A legend may be placed on any certificate(s) or other document(s) delivered to the Participant indicating restrictions on transferability of the shares of Restricted Stock pursuant to this Agreement or any other restrictions that the Company may deem advisable under the rules, regulations and other requirements of the Securities and Exchange Commission, any applicable federal or state securities laws or any stock exchange on which the shares of the Company's common stock are then listed or quoted.

b. **Restricted Stock Subject to Plan** This Agreement is subject to the Plan as approved by the Company's stockholders and the Director Compensation Plan as approved by the Company's board of directors. The terms and provisions of the Plan and the Director Compensation Plan, as each may be amended from time to time, are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan or the Director Compensation Plan, the applicable terms and provisions of the Plan or the Director Compensation Plan will govern and prevail.

c. **Binding Agreement**. This Agreement shall bind and inure to the benefit of the Company, its Affiliates and its successors and assigns and Participant and any successor or successors of Participant permitted by this Agreement.

d. **Acceptance**. The Participant hereby acknowledges access to the Plan and the Director Compensation Plan.The Participant has read and understands the terms and provisions thereof, and accepts the Restricted Stock subject to all of the terms and conditions of the Plan, the Director Compensation Plan, and this Agreement. The Participant acknowledges that there may be adverse tax consequences upon the vesting or settlement of the Restricted Stock or disposition of the underlying shares and that the Participant has been advised to consult a tax advisor prior to such vesting, settlement or disposition of the Restricted Stock. The Participant, as a non-employee of the Company, is responsible for making all tax payments arising from the grant and vesting of the Restricted Stock.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on the day and year first above written.

TITAN MACHINERY INC.

By: ________________________________
David J. Meyer
Its: CEO

____
________________, Participant

EXHIBIT 21.1

SUBSIDIARIES OF

TITAN MACHINERY INC.

Name	Ownership	Jurisdiction of Incorporation/ Organization
NW Property Solutions LLC	100%	North Dakota
Titan European Holdings S.a.r.l.	100%	Luxembourg
Titan Machinery Ukraine LLC	100%	Ukraine
Titan Machinery Austria GmbH	100%	Austria
Titan Machinery Romania S.R.L.	100%	Romania
Titan Machinery Bulgaria AD	100%	Bulgaria
Titan Machinery Deutschland GmbH	100%	Germany

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement Nos. 333-149426, 333-177982, 333-239065 and 333-196463 on Form S-8 of our reports dated March 31, 2022, relating to the consolidated financial statements of Titan Machinery Inc. and subsidiaries (the "Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in this Annual Report on Form 10-K of Titan Machinery Inc. for the year ended January 31, 2022.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
March 31, 2022

EXHIBIT 24.1

POWER OF ATTORNEY

Each person whose signature appears below constitutes DAVID J. MEYER and MARK P. KALVODA his true and lawful attorneys-in-fact and agents, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Annual Report on Form 10-K of Titan Machinery Inc. for its fiscal year ended January 31, 2022, and any and all amendments to said Annual Report, and to deliver on my behalf said Annual Report and any and all amendments thereto, as each thereof is so signed, for filing with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully as to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed on the 10th day of March, 2022 by the following persons:

/s/ David J. Meyer
David J. Meyer, Board Chair and CEO

/s/ Mark Kalvoda
Mark P. Kalvoda, CFO

/s/ Tony Christianson
Tony Christianson, Director

/s/ Stanley Dardis
Stanley Dardis, Director

/s/ Stan Erickson
Stan Erickson, Director

/s/ Christine Hamilton
Christine Hamilton, Director

/s/ Richard Mack
Richard Mack, Director

/s/ Jody Horner
Jody Horner, Director

/s/ Frank Anglin
Frank Anglin, Director

EXHIBIT 31.1

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, David J. Meyer, certify that:

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

Date: March 31, 2022

/s/ DAVID J. MEYER
David J. Meyer
Board Chair and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Mark Kalvoda, certify that:

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

Date: March 31, 2022

/s/ MARK KALVODA
Mark Kalvoda
Chief Financial Officer

EXHIBIT 32.1

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

In connection with the Annual Report of Titan Machinery Inc. (the "Company") on Form 10-K for the year ended January 31, 2022 as filed with the Securities and Exchange Commission (the "Report"), I, David J. Meyer, Board Chair and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ DAVID J. MEYER
David J. Meyer
Board Chair and Chief Executive Officer

Date: March 31, 2022

EXHIBIT 32.2

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

In connection with the Annual Report of Titan Machinery Inc. (the "Company") on Form 10-K for the year ended January 31, 2022 as filed with the Securities and Exchange Commission (the "Report"), I, Mark Kalvoda, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: March 31, 2022

/s/ MARK KALVODA
Mark Kalvoda
Chief Financial Officer