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

# FORM 10-Q

(Mark One)

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**For the Quarterly Period Ended September 30, 2024**
**OR**

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File Number: 001-36436

# DECKERS OUTDOOR CORPORATION

(Exact name of registrant as specified in its charter)

| **Delaware** | **95-3015862** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**250 Coromar Drive, Goleta, California 93117**
(Address of principal executive offices and zip code)
**(805) 967-7611**
(Registrant's telephone number, including area code)

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

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| Common Stock, par value $0.01 per share | DECK | New York Stock Exchange |

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| | | Emerging growth company | ☐ |

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

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

As of the close of business on October 11, 2024, the number of outstanding shares of the registrant's common stock, par value $0.01 per share, was 151,921,988.

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
**For the Three and Six Months Ended September 30, 2024, and 2023**
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*Not applicable.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q for our second fiscal quarter ended September 30, 2024 (Quarterly Report), and the information and documents incorporated by reference within this Quarterly Report, contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act), which statements are subject to considerable risks and uncertainties. These forward-looking statements are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements other than statements of historical fact contained in, or incorporated by reference within, this Quarterly Report. We have attempted to identify forward-looking statements by using words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "should," "will," or "would," and similar expressions or the negative of these expressions. Specifically, this Quarterly Report, and the information and documents incorporated by reference within this Quarterly Report, contain forward-looking statements relating to, among other things:

- changes in consumer preferences impacting our brands and products, and the footwear and fashion industries;
- global economic trends, including foreign currency exchange rate fluctuations, changes in interest rates, inflationary pressures, changes in commodity pricing, and recessionary concerns;
- the ability to effectively compete in a highly competitive footwear, apparel, and accessories industry;
- our business, operating, investing, capital allocation, marketing, and financing plans and strategies;
- the operational challenges faced by our warehouses and distribution centers (DCs), wholesale partners, global third-party logistics providers (3PLs), and third-party carriers, including as a result of global supply chain disruptions and labor shortages;
- trends, seasonality, and weather impacting the demand for our products and the purchasing behavior of wholesale partners and consumers;
- changes to the geographic and seasonal mix of our brands and products;
- availability of materials and manufacturing capacity, and reliability of overseas production and storage;
- changes to our product distribution strategies, including product allocation and segmentation strategies;
- the impact of our efforts to continue to advance sustainable and socially conscious business operations, and to meet the expectations that our investors and other stakeholders have with respect to our environmental, social and governance practices;
- the effects of climate change, natural disasters, and the impacts of public health issues, and the related changes in the regulatory environment and consumer demand to mitigate these effects, and the resulting impact on our business and the businesses of our customers, consumers, suppliers, and business partners;
- expansion of our brands, product offerings, and investments in our Direct-to-Consumer (DTC) capabilities, including our distribution facilities, e-commerce websites, and our retail store footprint;
- global geopolitical tensions, including the impact of economic sanctions on our transportation and energy costs;
- security breach or other disruption to our information technology (IT) systems, or those of our vendors;
- our interpretation of applicable global tax regulations and changes in tax laws and audits that may impact our tax liability and effective tax rates;
- our cash repatriation strategy regarding earnings of non-United States (US) subsidiaries and the resulting tax impacts;
- the outcomes of legal proceedings, including the impact they may have on our business and intellectual property rights; and
- the value of goodwill and other intangible assets, and potential write-downs or impairment charges.

Forward-looking statements represent management's current expectations and predictions about trends affecting our business and industry and are based on information available at the time such statements are made. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy or completeness. Forward-looking statements involve numerous known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements predicted, assumed, or implied by the forward-looking statements. Some of the risks and uncertainties that may cause our actual results to materially differ from those expressed or implied by these forward-looking statements are described in Part II, Item 1A, "Risk Factors," and Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," within this Quarterly Report, as well as in our other filings with the Securities and Exchange Commission (SEC), which are available free of charge on the SEC's website at *www.sec.gov* and our website at *ir.deckers.com*. You should read this Quarterly Report, including the information and documents incorporated by reference herein, in its entirety and with the understanding that our actual future results may be materially different from the results expressed or implied by these forward-looking statements. Moreover, new risks and uncertainties emerge occasionally, and it is not possible for management to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause our actual future results to be materially different from any results expressed or implied by any forward-looking statements. Except as required by applicable law or the listing rules of the New York Stock Exchange, we expressly disclaim any intent or obligation to update any forward-looking statements. We qualify all our forward-looking statements with these cautionary statements.

# PART I. FINANCIAL INFORMATION

*References within this Quarterly Report to "Deckers," "we," "our," "us," "management," or the "Company" refer to Deckers Outdoor Corporation, together with its consolidated subsidiaries. UGG® (UGG), HOKA® (HOKA), Teva® (Teva), Koolaburra by UGG® (Koolaburra), and AHNU® (AHNU) are some of our trademarks. Other trademarks or trade names appearing elsewhere within this Quarterly Report are the property of their respective owners. The trademarks and trade names within this Quarterly Report are referred to without the ® and ™ symbols, but such references should not be construed as any indication that their respective owners will not assert their rights to the fullest extent under applicable law.*

*Unless otherwise indicated, all figures herein are expressed in thousands, except for per share and share data.*

*On September 13, 2024, we effected a six-for-one forward stock split of our common stock and a proportional increase in our authorized shares of common stock, without changing the par value of $0.01 per share. The common stock commenced trading on a post-stock split adjusted basis on September 17, 2024. Prior period results included in this Quarterly Report, including per share and share data, as well as stockholders' equity balances, have been retroactively adjusted, as applicable, to reflect the effectiveness of the stock split. Refer to Note 1, "General," for further information regarding the stock split.*

# ITEM 1. FINANCIAL STATEMENTS

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(dollar and share data amounts in thousands, except par value)

| | September 30, 2024 | March 31, 2024 (AUDITED) |
|---|---|---|
| **ASSETS** | | |
| Cash and cash equivalents | $ 1,225,681 | $ 1,502,051 |
| Trade accounts receivable, net of allowances ($49,416 and $27,331 as of September 30, 2024, and March 31, 2024, respectively) | 537,137 | 296,565 |
| Inventories | 777,891 | 474,311 |
| Prepaid expenses | 46,548 | 34,284 |
| Other current assets | 80,216 | 92,713 |
| Income tax receivable | 33,821 | 43,559 |
| Total current assets | 2,701,294 | 2,443,483 |
| Property and equipment, net of accumulated depreciation ($378,588 and $349,138 as of September 30, 2024, and March 31, 2024, respectively) (Note 11) | 319,580 | 302,122 |
| Operating lease assets | 217,401 | 225,669 |
| Goodwill | 13,990 | 13,990 |
| Other intangible assets, net of accumulated amortization ($25,152 and $91,314 as of September 30, 2024, and March 31, 2024, respectively) | 15,906 | 27,083 |
| Deferred tax assets, net | 73,322 | 72,584 |
| Other assets | 56,643 | 50,648 |
| **Total assets** | **$ 3,398,136** | **$ 3,135,579** |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Trade accounts payable | $ 536,581 | $ 378,503 |
| Accrued payroll | 60,091 | 123,653 |
| Operating lease liabilities | 48,662 | 53,581 |
| Other accrued expenses | 138,768 | 106,785 |
| Income tax payable | 75,920 | 52,338 |
| Value added tax payable | 15,618 | 5,133 |
| Total current liabilities | 875,640 | 719,993 |
| Long-term operating lease liabilities | 209,961 | 213,298 |
| Income tax liability | 37,662 | 52,470 |
| Other long-term liabilities | 51,634 | 42,350 |
| Total long-term liabilities | 299,257 | 308,118 |
| Commitments and contingencies (Note 5) | | |
| **Stockholders' equity** | | |
| Common stock (par value $0.01 per share; 750,000 shares authorized; shares issued and outstanding of 152,008 and 153,554 as of September 30, 2024, and March 31, 2024, respectively) | 1,520 | 1,536 |
| Additional paid-in capital | 252,212 | 243,050 |
| Retained earnings | 2,013,265 | 1,913,615 |
| Accumulated other comprehensive loss (Note 8) | (43,758) | (50,733) |
| Total stockholders' equity | 2,223,239 | 2,107,468 |
| **Total liabilities and stockholders' equity** | **$ 3,398,136** | **$ 3,135,579** |

See accompanying notes to the condensed consolidated financial statements.

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(dollar and share data amounts in thousands, except per share data)

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Net sales** (Note 2, Note 10, and Note 11) | **$ 1,311,320** | **$ 1,091,907** | **$ 2,136,667** | **$ 1,767,698** |
| Cost of sales | 578,048 | 508,888 | 933,395 | 838,255 |
| **Gross profit** | **733,272** | **583,019** | **1,203,272** | **929,443** |
| Selling, general, and administrative expenses | 428,186 | 358,402 | 765,379 | 634,090 |
| **Income from operations** (Note 10) | **305,086** | **224,617** | **437,893** | **295,353** |
| Interest income | (14,797) | (10,089) | (32,049) | (21,376) |
| Interest expense | 1,151 | 1,011 | 2,182 | 2,016 |
| Other income, net | (180) | (622) | (305) | (968) |
| Total other income, net | (13,826) | (9,700) | (30,172) | (20,328) |
| **Income before income taxes** | **318,912** | **234,317** | **468,065** | **315,681** |
| Income tax expense (Note 4) | 76,591 | 55,770 | 110,119 | 73,582 |
| **Net income** | **242,321** | **178,547** | **357,946** | **242,099** |
| **Other comprehensive income (loss), net of tax** | | | | |
| Unrealized (loss) gain on cash flow hedges | (4,322) | 3,403 | (3,466) | 3,755 |
| Foreign currency translation gain (loss) | 15,097 | (5,520) | 10,441 | (14,171) |
| **Total other comprehensive income (loss), net of tax** | **10,775** | **(2,117)** | **6,975** | **(10,416)** |
| **Comprehensive income** | **$ 253,096** | **$ 176,430** | **$ 364,921** | **$ 231,683** |
| **Net income per share** | | | | |
| Basic | $ 1.59 | $ 1.14 | $ 2.35 | $ 1.55 |
| Diluted | $ 1.59 | $ 1.14 | $ 2.34 | $ 1.54 |
| **Weighted-average common shares outstanding** (Note 9) | | | | |
| Basic | 152,240 | 156,188 | 152,552 | 156,586 |
| Diluted | 152,778 | 157,070 | 153,127 | 157,503 |

See accompanying notes to the condensed consolidated financial statements.

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)
(amounts in thousands)

| | Six Months Ended September 30, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Total Stockholders' Equity |
| | Shares | Amount | | | | |
| **Balance, March 31, 2024** | **153,554** | **$ 1,536** | **$ 243,050** | **$ 1,913,615** | **$ (50,733)** | **$ 2,107,468** |
| Stock-based compensation | 2 | — | 8,231 | — | — | 8,231 |
| Shares issued upon vesting | 6 | — | — | — | — | — |
| Exercise of stock options | 54 | 1 | 600 | — | — | 601 |
| Shares withheld for taxes | — | — | (495) | — | — | (495) |
| Repurchases of common stock (Note 8) | (1,062) | (11) | — | (151,956) | — | (151,967) |
| Excise taxes related to repurchases of common stock | — | — | — | (1,181) | — | (1,181) |
| Net income | — | — | — | 115,625 | — | 115,625 |
| Total other comprehensive loss | — | — | — | — | (3,800) | (3,800) |
| **Balance, June 30, 2024** | **152,554** | **1,526** | **251,386** | **1,876,103** | **(54,533)** | **2,074,482** |
| Stock-based compensation | 2 | — | 11,657 | — | — | 11,657 |
| Shares issued upon vesting | 129 | 1 | 1,637 | — | — | 1,638 |
| Exercise of stock options | 9 | — | 93 | — | — | 93 |
| Shares withheld for taxes | — | — | (12,561) | — | — | (12,561) |
| Repurchases of common stock (Note 8) | (686) | (7) | — | (104,316) | — | (104,323) |
| Excise taxes related to repurchases of common stock | — | — | — | (843) | — | (843) |
| Net income | — | — | — | 242,321 | — | 242,321 |
| Total other comprehensive income | — | — | — | — | 10,775 | 10,775 |
| **Balance, September 30, 2024** | **152,008** | **$ 1,520** | **$ 252,212** | **$ 2,013,265** | **$ (43,758)** | **$ 2,223,239** |

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)
(amounts in thousands)
(continued)

| | Six Months Ended September 30, 2023 | | | | | |
|---|---|---|---|---|---|---|
| | Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Total Stockholders' Equity |
| | Shares | Amount | | | | |
| **Balance, March 31, 2023** | **157,054** | **$ 1,571** | **$ 230,841** | **$ 1,572,356** | **$ (39,035)** | **$ 1,765,733** |
| Stock-based compensation | 4 | — | 6,877 | — | — | 6,877 |
| Shares issued upon vesting | 16 | — | — | — | — | — |
| Exercise of stock options | 47 | — | 548 | — | — | 548 |
| Shares withheld for taxes | — | — | (698) | — | — | (698) |
| Repurchases of common stock (Note 8) | (314) | (3) | — | (25,466) | — | (25,469) |
| Excise taxes related to repurchases of common stock | — | — | — | (123) | — | (123) |
| Net income | — | — | — | 63,552 | — | 63,552 |
| Total other comprehensive loss | — | — | — | — | (8,299) | (8,299) |
| **Balance, June 30, 2023** | **156,807** | **1,568** | **237,568** | **1,610,319** | **(47,334)** | **1,802,121** |
| Stock-based compensation | 3 | — | 9,802 | — | — | 9,802 |
| Shares issued upon vesting | 144 | 1 | 1,164 | — | — | 1,165 |
| Exercise of stock options | 46 | — | 533 | — | — | 533 |
| Shares withheld for taxes | — | — | (7,759) | — | — | (7,759) |
| Repurchases of common stock (Note 8) | (2,082) | (21) | — | (185,448) | — | (185,469) |
| Excise taxes related to repurchases of common stock | — | — | — | (1,693) | — | (1,693) |
| Net income | — | — | — | 178,547 | — | 178,547 |
| Total other comprehensive loss | — | — | — | — | (2,117) | (2,117) |
| **Balance, September 30, 2023** | **154,918** | **$ 1,548** | **$ 241,308** | **$ 1,601,725** | **$ (49,451)** | **$ 1,795,130** |

See accompanying notes to the condensed consolidated financial statements.

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(amounts in thousands)

| | Six Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| **OPERATING ACTIVITIES** | | |
| Net income | $ 357,946 | $ 242,099 |
| Reconciliation of net income to net cash provided by (used in) operating activities: | | |
| Depreciation, amortization, and accretion | 33,750 | 25,138 |
| Amortization on cloud computing arrangements | 1,082 | 1,131 |
| Bad debt expense | 8,845 | 6,905 |
| Deferred tax expense (benefit) | 1,295 | (1,266) |
| Stock-based compensation | 19,916 | 16,719 |
| Loss on disposal of assets | 2,811 | 145 |
| Impairment of operating lease and other long-lived assets | — | 793 |
| Changes in operating assets and liabilities: | | |
| Trade accounts receivable, net | (249,306) | (193,071) |
| Inventories | (306,855) | (193,480) |
| Prepaid expenses and other current assets | 182 | (35,269) |
| Income tax receivable | 9,737 | (8,488) |
| Net operating lease assets and lease liabilities | (778) | 8,909 |
| Other assets | (7,018) | (1,886) |
| Trade accounts payable | 155,774 | 215,374 |
| Other accrued expenses | (21,506) | (1,479) |
| Income tax payable | 23,582 | 44,171 |
| Other long-term liabilities | (7,357) | (4,917) |
| **Net cash provided by operating activities** | **22,100** | **121,528** |
| **INVESTING ACTIVITIES** | | |
| Purchases of property and equipment | (45,367) | (57,436) |
| Proceeds from sale of assets | 10,925 | 34 |
| **Net cash used in investing activities** | **(34,442)** | **(57,402)** |
| **FINANCING ACTIVITIES** | | |
| Proceeds from issuance of stock | 1,638 | 1,165 |
| Proceeds from exercise of stock options | 694 | 1,081 |
| Repurchases of common stock | (256,290) | (210,938) |
| Cash paid for shares withheld for taxes | (13,056) | (8,457) |
| **Net cash used in financing activities** | **(267,014)** | **(217,149)** |
| Effect of foreign currency exchange rates on cash and cash equivalents | 2,986 | (5,721) |
| **Net change in cash and cash equivalents** | **(276,370)** | **(158,744)** |
| **Cash and cash equivalents at beginning of period** | **1,502,051** | **981,795** |
| **Cash and cash equivalents at end of period** | **$ 1,225,681** | **$ 823,051** |

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(amounts in thousands)
(continued)

| | Six Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| **SUPPLEMENTAL CASH FLOW DISCLOSURE** | | |
| **Cash paid during the period** | | |
| Income taxes | $ 90,833 | $ 47,150 |
| Interest | 798 | 955 |
| Operating leases | 33,269 | 31,370 |
| **Non-cash investing activities** | | |
| Changes in trade accounts payable and other accrued expenses for purchases of property and equipment | 2,309 | (12,957) |
| Accrued for asset retirement obligation assets related to leasehold improvements | 1,372 | 718 |
| Leasehold improvements acquired through tenant allowances | — | 8,127 |
| **Non-cash financing activities** | | |
| Accrued excise taxes related to repurchases of common stock | 2,024 | 1,816 |

See accompanying notes to the condensed consolidated financial statements.

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
For the Three and Six Months Ended September 30, 2024, and 2023
(dollar amounts in thousands, except per share or share data)

## NOTE 1. GENERAL

***The Company.*** Deckers Outdoor Corporation and its wholly owned subsidiaries (collectively, the Company) is a global leader in designing, marketing, and distributing innovative footwear, apparel, and accessories developed for both everyday casual lifestyle use and high-performance activities. The Company's five proprietary brands include the UGG, HOKA, Teva, Koolaburra, and AHNU brands. Refer to the section titled "Reportable Operating Segments," below within this Note 1, "General," for more information on the sale of the Sanuk brand during the three months ended September 30, 2024.

The Company sells its products through quality domestic and international retailers, international distributors, and directly to its global consumers through its DTC business, which is comprised of its e-commerce business and retail stores. Independent third-party contractors manufacture all of the Company's products.

*Seasonality*. A significant part of the UGG brand's business has historically been seasonal, requiring the Company to build inventory levels during certain quarters in its fiscal year to support higher selling seasons, which has contributed to variation in its results from quarter to quarter. However, as the Company continues to take steps to diversify and expand its product offerings by creating more year-round styles, and as net sales of the HOKA brand, which generally occur more evenly throughout the year, continue to increase as a percentage of the Company's aggregate net sales, the Company expects to continue to see the impact from seasonality decrease over time.

***Basis of Presentation.*** The unaudited condensed consolidated financial statements and accompanying notes thereto (referred to herein as condensed consolidated financial statements) as of September 30, 2024, and for the three and six months ended September 30, 2024 (current period), and 2023 (prior period) are prepared in accordance with generally accepted accounting principles in the US (US GAAP) for interim financial information pursuant to Rule 10-01 of Regulation S-X issued by the SEC. Accordingly, the condensed consolidated financial statements do not include all the information and disclosures required by US GAAP for annual financial statements and accompanying notes thereto. The condensed consolidated balance sheet as of March 31, 2024, is derived from the Company's audited consolidated financial statements. In the opinion of management, the condensed consolidated financial statements include all normal and recurring entries necessary to fairly present the results of the interim periods presented but are not necessarily indicative of actual results to be achieved for full fiscal years or other interim periods. The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2024 (prior fiscal year), which was filed with the SEC on May 24, 2024 (2024 Annual Report).

*Forward Stock Split and Authorized Share Increase.* On September 13, 2024, the Company (i) effected a six-for-one forward stock split of its common stock and preferred stock (the stock split), and (ii) increased the number of authorized shares of its common stock from 125,000,000 to 750,000,000, and the number of authorized shares of its capital stock from 130,000,000 to 755,000,000 (the authorized share increase). The stock split and the authorized share increase were effected through the filing of an amendment to the Company's Amended and Restated Certificate of Incorporation (Charter Amendment) with the Secretary of State of the State of Delaware, which was approved by the Company's stockholders at the Annual Meeting of Stockholders held on September 9, 2024 (Annual Meeting). The Charter Amendment did not provide for any increase in the number of authorized shares of preferred stock, which remains at 5,000,000 shares. There are no shares of preferred stock outstanding as of September 30, 2024, and March 31, 2024. As a result of the stock split, every one share of common stock outstanding on September 6, 2024, the record date for the stock split, was automatically split into six shares of common stock. The common stock commenced trading on a post-stock split adjusted basis on September 17, 2024.

All prior period results included in the condensed consolidated financial statements and the related notes within this Quarterly Report have been retroactively adjusted to reflect the effectiveness of the stock split and the authorized share increase. Specifically, all share and per share amounts have been adjusted, including: (i) the number of shares authorized and outstanding on the condensed consolidated balance sheets, (ii) the weighted-average common shares outstanding and the associated earnings per share amounts in the condensed consolidated statements of comprehensive income, as well as the weighted average common shares outstanding disaggregated in Note 9, “Basic and Diluted Shares,” (iii) the number of shares underlying stock awards and the weighted-average grant date fair value of annual stock awards in Note 6, “Stock-Based Compensation,” and (iv) the total number of shares repurchased and the weighted average price per share paid in Note 8, “Stockholders’ Equity.” Further, as there was no change to par value, an amount equal to the par value of the increased shares resulting from the stock split for shares issued was reclassified to common stock from additional paid-in capital, and for share repurchases was reclassified to retained earnings from common stock, in the condensed consolidated balance sheets and the condensed consolidated statements of stockholders’ equity.

*Consolidation.* The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

*Use of Estimates.* The preparation of the Company’s condensed consolidated financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the amounts reported. Management bases these estimates and assumptions upon historical experience, existing and known circumstances, authoritative accounting pronouncements and other factors that management believes to be reasonable. In addition, the Company has considered the potential impact of macroeconomic factors, including inflation, foreign currency exchange rate volatility, changes in interest rates, changes in commodity pricing, changes in discretionary spending, and recessionary concerns, on its business and operations. Although the full impact of these factors is unknown, the Company believes it has made appropriate accounting estimates and assumptions based on the facts and circumstances available as of the reporting date. However, actual results could differ materially from these estimates and assumptions, which may result in material effects on the Company’s financial condition, results of operations, and liquidity. To the extent there are differences between these estimates and actual results, the Company’s condensed consolidated financial statements may be materially affected.

Significant areas requiring the use of management estimates and assumptions relate to inventory write-downs; trade accounts receivable allowances, including variable consideration for net sales provided to customers, such as the sales return asset and liability; contract assets and liabilities; stock-based compensation; impairment assessments, including goodwill, other intangible assets, and long-lived assets; depreciation and amortization; income tax receivables and liabilities; uncertain tax positions; the fair value of financial instruments; the reasonably certain lease term; lease classification; and the Company’s incremental borrowing rate utilized to measure its operating lease assets and lease liabilities.

*Foreign Currency Translation.* The Company considers the US dollar as its functional currency. The Company’s wholly owned foreign subsidiaries have various assets and liabilities, primarily cash, receivables, and payables, which are denominated in currencies other than its functional currency. The Company remeasures these monetary assets and liabilities using the exchange rate at the end of the reporting period, which results in gains and losses that are recorded in selling, general, and administrative (SG&A) expenses in the condensed consolidated statements of comprehensive income as incurred. In addition, the Company translates assets and liabilities of subsidiaries with reporting currencies other than US dollars into US dollars using the exchange rates at the end of the reporting period, which results in financial statement translation gains and losses recorded in other comprehensive income or loss (OCI) in the condensed consolidated statements of comprehensive income.

***Reportable Operating Segments.*** As of September 30, 2024, the Company’s five reportable operating segments include the worldwide wholesale operations of the UGG brand, HOKA brand, Teva brand, and Other brands (primarily consisting of the Koolaburra brand, as well as the recently launched AHNU brand), as well as DTC (collectively, the Company’s reportable operating segments).

During the three months ended September 30, 2024, the Company entered into an agreement pursuant to which the buyer agreed to purchase the Sanuk brand and certain related assets which was completed on August 15, 2024 (Sanuk Brand Sale Date). The Company determined that the divestiture of the Sanuk brand did not represent a strategic shift that had or will have a major effect on the condensed consolidated results of operations, and therefore results of this business were not classified as discontinued operations. The Company's financial results for its reportable operating segments present the former Sanuk brand through the Sanuk Brand Sale Date for the current period. Refer to Note 10, "Reportable Operating Segments," for further information on the Company's reportable operating segments.

***Recent Accounting Pronouncements.*** The Financial Accounting Standards Board has issued Accounting Standards Updates (ASU) that have been adopted and not yet adopted by the Company as stated below.

*Recently Adopted.* The following is a summary of an ASU adopted by and its impact on the Company:

| Standard | Description | Impact Upon Adoption |
|---|---|---|
| ASU 2022-04 - Supplier Finance Program (SFP) | The ASU requires that a buyer in a SFP disclose qualitative and quantitative information about its program on an interim basis, including the nature of the SFP and key terms, outstanding amounts as of the end of the reporting period, and presentation in its financial statements.<br><br>The interim portion of this ASU is effective on a retrospective basis for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. Early adoption is permitted.<br><br>The annual requirement that requires a buyer in a SFP disclose an activity roll forward of outstanding balances as of the end of the reporting period has not yet been adopted.<br><br>This annual portion of this ASU is effective on a prospective basis for fiscal years beginning after December 15, 2023. Early adoption is not permitted. | The Company retrospectively adopted this ASU beginning on April 1, 2023, except for the roll forward requirements.<br><br>This ASU did not have a material impact on the recognition, measurement, or presentation of supplier finance programs in the Company's annual and interim consolidated financial statements. However, it did result in additional disclosure.<br><br>Refer to Note 11, "Supplier Finance Program," for further information on the Company's SFP key terms and outstanding balances recorded in the condensed consolidated balance sheets.<br><br>The Company plans to adopt the annual roll forward requirement beginning with its fiscal year (FY) ending March 31, 2025, and does not expect the adoption to have a material impact on its consolidated financial statements. |

*Not Yet Adopted.* The following is a summary of each ASU that has been issued and is applicable to the Company, but which has not yet been adopted, as well as the planned period of adoption, and the expected impact on the Company upon adoption:

| Standard | Description | Planned Period of Adoption | Expected Impact on Adoption |
|---|---|---|---|
| ASU 2023-07 - Improvements to Reportable Segment Disclosures | The ASU requires annual and interim disclosures of significant segment expenses, including an amount and composition description for other segment items, and how reported measures of profit or loss are used by the chief operating decision maker (CODM) in assessing segment performance and deciding how to allocate resources. The ASU is effective on a retrospective basis for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. | Q4 FY 2025 and Q1 FY 2026 | The Company is currently evaluating the impact of the adoption of this ASU on its disclosures in its annual and interim consolidated financial statements. |
| ASU 2023-09 - Improvements to Income Tax Disclosures | The ASU requires annual disclosures of prescribed standard categories for the components of the effective tax rate reconciliation, disclosure of income taxes paid disaggregated by jurisdiction, and other income-tax related disclosures. The ASU is effective on a prospective basis, with retrospective application permitted, for fiscal years beginning after December 15, 2024. Early adoption is permitted. | Q4 FY 2026 | The Company is currently evaluating the impact of the adoption of this ASU on its disclosures in its annual and interim consolidated financial statements. |

## NOTE 2. REVENUE RECOGNITION

***Disaggregated Revenue.*** Refer to Note 10, "Reportable Operating Segments," for further information on the Company's disaggregation of revenue by reportable operating segment.

***Sales Return Asset and Liability.*** Sales returns are a refund asset for the right to recover the inventory and a refund liability for the stand-ready right of return. The refund asset for the right to recover the inventory is recorded in other current assets and the related refund liability is recorded in other accrued expenses in the condensed consolidated balance sheets.

The following tables summarize changes in the estimated sales returns for the periods presented:

| | Recovery Asset | Refund Liability |
|---|---|---|
| **Balance, March 31, 2024** | **$ 13,866** | **$ (55,327)** |
| Net additions to sales return liability [1] | 32,846 | (123,196) |
| Actual returns | (26,056) | 114,513 |
| **Balance, September 30, 2024** | **$ 20,656** | **$ (64,010)** |

| | Recovery Asset | Refund Liability |
|---|---|---|
| **Balance, March 31, 2023** | **$ 15,685** | **$ (45,322)** |
| Net additions to sales return liability [1] | 24,298 | (106,824) |
| Actual returns | (24,192) | 97,969 |
| **Balance, September 30, 2023** | **$ 15,791** | **$ (54,177)** |

[1] Net additions to the sales return liability include a provision for anticipated sales returns, which consists of both contractual return rights and discretionary authorized returns.

***Contract Liabilities.*** Contract liabilities are recorded in other accrued expenses in the condensed consolidated balance sheets and include loyalty programs and other deferred revenue.

*Loyalty Programs.* Activity related to loyalty programs was as follows:

| | Six Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| **Beginning balance** | **$ (17,586)** | **$ (13,144)** |
| Redemptions and expirations for loyalty certificates and points recognized in net sales | 11,103 | 10,022 |
| Deferred revenue for loyalty points and certificates issued | (13,536) | (11,269) |
| **Ending balance** | **$ (20,019)** | **$ (14,391)** |

*Deferred Revenue.* Activity related to deferred revenue was as follows:

| | Six Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| **Beginning balance** | **$ (9,591)** | **$ (13,448)** |
| Additions of customer cash payments | (50,829) | (33,089) |
| Revenue recognized | 36,332 | 30,032 |
| **Ending balance** | **$ (24,088)** | **$ (16,505)** |

Refer to Note 2, “Revenue Recognition,” in the Company’s consolidated financial statements in Part IV of the 2024 Annual Report for further information on the Company’s variable consideration accounting policies, including sales return asset and liability, as well as contract liabilities.

## NOTE 3. FAIR VALUE MEASUREMENTS

The Company measures certain financial assets and liabilities at fair value on a recurring basis. Refer to Note 4, “Fair Value Measurements,” in the Company’s consolidated financial statements in Part IV of the 2024 Annual Report for further information on the Company’s fair value accounting policies.

Assets and liabilities that are measured on a recurring basis at fair value in the condensed consolidated balance sheets are as follows:

| | As of September 30, 2024 | Measured Using Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|
| **Assets:** | | | | |
| *Cash equivalents:* | | | | |
| Money-market funds | $ 842,807 | $ 842,807 | $ — | $ — |
| *Other current assets:* | | | | |
| Designated Derivative Contracts asset | 103 | — | 103 | — |
| Non-Designated Derivative Contracts asset | 45 | — | 45 | — |
| *Other assets:* | | | | |
| Non-qualified deferred compensation asset | 16,406 | 16,406 | — | — |
| **Total assets measured at fair value** | **$ 859,361** | **$ 859,213** | **$ 148** | **$ —** |
| **Liabilities:** | | | | |
| *Other accrued expenses:* | | | | |
| Designated Derivative Contracts liability | $ (4,688) | $ — | $ (4,688) | $ — |
| Non-qualified deferred compensation liability | (1,200) | (1,200) | — | — |
| *Other long-term liabilities:* | | | | |
| Non-qualified deferred compensation liability | (24,358) | (24,358) | — | — |
| **Total liabilities measured at fair value** | **$ (30,246)** | **$ (25,558)** | **$ (4,688)** | **$ —** |

| | As of March 31, 2024 | Measured Using Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|
| **Assets:** | | | | |
| *Cash equivalents:* | | | | |
| Money-market funds | $ 1,152,083 | $ 1,152,083 | $ — | $ — |
| *Other assets:* | | | | |
| Non-qualified deferred compensation asset | 13,553 | 13,553 | — | — |
| **Total assets measured at fair value** | **$ 1,165,636** | **$ 1,165,636** | **$ —** | **$ —** |
| **Liabilities:** | | | | |
| *Other accrued expenses:* | | | | |
| Non-qualified deferred compensation liability | $ (408) | $ (408) | $ — | $ — |
| *Other long-term liabilities:* | | | | |
| Non-qualified deferred compensation liability | (16,229) | (16,229) | — | — |
| **Total liabilities measured at fair value** | **$ (16,637)** | **$ (16,637)** | **$ —** | **$ —** |

The fair value of Designated Derivative Contracts and Non-Designated Derivative Contracts is determined using quoted forward spot rates at the end of the applicable reporting period from counterparties, which are corroborated by market-based pricing (Level 2), with related assets and liabilities recorded in other current assets and other accrued expenses, respectively, in the condensed consolidated balance sheets. Refer to Note 7, "Derivative Instruments," for further information, including the definition of the term Designated Derivative Contracts and Non-Designated Derivative Contracts.

## NOTE 4. INCOME TAXES

Income tax expense and the effective income tax rate were as follows:

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| Income tax expense | $ 76,591 | $ 55,770 | $ 110,119 | $ 73,582 |
| Effective income tax rate | 24.0 % | 23.8 % | 23.5 % | 23.3 % |

The tax provisions during the three and six months ended September 30, 2024, and 2023, were computed using the estimated effective income tax rate applicable to each of the domestic and foreign taxable jurisdictions for the fiscal years ending March 31, 2025, and March 31, 2024, respectively, and were adjusted for discrete items that occurred within the periods presented above. During the current period, the net increase in the effective income tax rate, compared to the prior period, was primarily due to the effects of discrete items, including a change in valuation allowance on tax attributes and a change in return-to-provision differences, partially offset by net discrete tax benefits for stock-based compensation.

*Recent Tax Law Changes.* The Organization for Economic Co-operation and Development (commonly known as OECD) has released Pillar Two model rules introducing a 15% global minimum tax rate for large multinational corporations to be effective starting with tax periods ending in 2024. Various jurisdictions the Company operates in have enacted or plan to enact legislation beginning in calendar year 2024 or in subsequent years. The enactment of Pillar Two legislation did not have a material effect on the Company's condensed consolidated statements of comprehensive income during the current period. The Company will continue to monitor and reflect the impact of such legislative changes in future periods, as each of the respective jurisdictions enact the legislation and the legislation becomes effective.

## NOTE 5. COMMITMENTS AND CONTINGENCIES

***Leases.*** The Company primarily leases retail stores, showrooms, offices, and distribution facilities under operating lease contracts. There were no material changes outside the ordinary course of business during the six months ended September 30, 2024, to the operating lease terms disclosed in the 2024 Annual Report.

Supplemental information for amounts presented in the condensed consolidated statements of cash flows related to operating leases, were as follows:

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Non-cash operating activities** [1] | | | | |
| Operating lease assets obtained in exchange for lease liabilities | $ 3,762 | $ 13,152 | $ 16,098 | $ 34,739 |
| Reductions to operating lease assets for reductions to lease liabilities | (15) | (7,606) | (1,121) | (7,671) |

[1] Amounts disclosed include non-cash additions or reductions resulting from lease remeasurements, as well as reductions for tenant improvement allowances.

Operating lease liabilities recorded in the condensed consolidated balance sheets exclude an aggregate of $15,734 of undiscounted minimum lease payments due pursuant to leases signed but not yet commenced during the six months ended September 30, 2024, and through October 11, 2024, primarily for a new HOKA brand retail store lease in Paris that the Company expects will be operational during the quarter ending December 31, 2024.

***Purchase Obligations.*** There were no material changes outside the ordinary course of business during the six months ended September 30, 2024, to purchase obligations disclosed in the 2024 Annual Report.

***Litigation.*** From time to time, the Company is involved in various legal proceedings, disputes, and other claims arising in the ordinary course of business, including employment, intellectual property, and product liability claims. Although the results of these matters cannot be predicted with certainty, the Company believes it is not currently a party to any legal proceedings, disputes, or other claims for which a material loss is considered probable and for which the amount (or range) of loss is reasonably estimable. However, regardless of the merit of the claims raised or the outcome, these matters can have an adverse impact on the Company as a result of legal costs, diversion of management's time and resources, and other factors.

Refer to Note 7, "Commitments and Contingencies," in the Company's consolidated financial statements in Part IV of the 2024 Annual Report for further information on the Company's contractual obligations and commitments.

## NOTE 6. STOCK-BASED COMPENSATION

***Stock Incentive Plans.*** In September 2015, the Company's stockholders approved the 2015 Stock Incentive Plan (2015 SIP), which initially reserved 7,650,000 shares of the Company's common stock for issuance to employees, directors, consultants, independent contractors, and advisors. The 2015 SIP provided for the issuance of a variety of stock-based compensation awards, including time-based restricted stock units (RSUs), performance-based restricted stock units (PSUs), long-term incentive plan PSUs (LTIP PSUs), stock appreciation rights, stock bonuses, incentive stock options (ISOs), and non-qualified stock options (NQSOs). Refer to Note 8, "Stock-Based Compensation," in the Company's consolidated financial statements in Part IV of the 2024 Annual Report for additional information about the terms of the 2015 SIP.

In September 2024, the Company's stockholders approved the 2024 Stock Incentive Plan (2024 SIP), which is intended to replace the 2015 SIP. Consistent with the 2015 SIP, the primary purpose of the 2024 SIP is to encourage ownership in the Company by key personnel, whose long-term service is considered essential to the Company's continued success. As a result of the stock split, the number of shares of common stock reserved for issuance under the 2024 SIP and the number of shares underlying outstanding equity awards and the exercise price of stock options were adjusted proportionately.

The 2024 SIP initially reserves 7,800,000 shares of the Company's common stock for issuance to employees, directors, consultants, and independent contractors, less one share for every one share granted under the 2015 SIP after March 31, 2024 and prior to September 9, 2024, the effective date of the 2024 SIP, subject to an increase from the return of shares under the 2015 SIP as described below. The terms of the 2024 SIP are substantially similar to the terms of the 2015 SIP. The 2024 SIP provides for the issuance of a variety of stock-based compensation awards, including RSUs, PSUs, LTIP PSUs, stock appreciation rights, stock bonuses, ISOs, and NQSOs. The maximum aggregate number of shares that may be issued to employees under the 2024 SIP through the exercise of ISOs is 4,500,000.

The Company will not grant any further equity awards under the 2015 SIP. Outstanding awards under the 2015 SIP will remain outstanding, unchanged and subject to the terms of the 2015 SIP and their respective award agreements. Shares subject to awards that are forfeited, expire or are otherwise terminated without shares being issued, or shares withheld to pay the exercise price of an award or to satisfy tax withholding obligations, including shares subject to awards granted under the 2015 SIP that are outstanding after March 31, 2024, will be returned to the pool of shares available for grant and issuance under the 2024 SIP. As of September 30, 2024, 7,822,608 shares of common stock remained available for future issuance under the 2024 SIP, subject to adjustment for future stock splits, stock dividends, and similar changes in capitalization.

***Annual Stock Awards.*** The Company granted the following awards under the 2015 SIP during the periods presented:

| | Six Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | | 2023 | |
| Award Type | Number of Shares | Weighted-Average Grant Date Fair Value | Number of Shares | Weighted-Average Grant Date Fair Value |
| RSUs | 144,462 | $ 157.94 | 212,226 | $ 91.65 |
| LTIP PSUs [1] | 68,556 | 171.82 | 125,076 | 105.65 |

[1] The amounts granted are at the target performance level under the terms of the applicable LTIP PSUs.

During the six months ended September 30, 2024, with the exception of the RSU and LTIP PSU awards summarized above, no additional material awards were granted under the 2015 SIP.

For the LTIP PSUs granted during fiscal years ending March 31, 2025, 2024, and 2023, the Company expects to exceed the minimum threshold target performance criteria based on the Company's current long-range forecast as of September 30, 2024. Refer to Note 8, "Stock-Based Compensation," in the Company's consolidated financial statements in Part IV of the 2024 Annual Report for further information on the Company's prior grants, including terms of each grant under the 2015 SIP.

There were no awards granted under the 2024 SIP during the six months ended September 30, 2024.

***Employee Stock Purchase Plans.*** In September 2015, the Company's stockholders approved the 2015 Employee Stock Purchase Plan (2015 ESPP), which authorized 6,000,000 shares of the Company's common stock for sale to eligible employees using after-tax payroll deductions. Following the issuance of shares under the 2015 ESPP to employees who are participating in the offering period ending February 28, 2025, the 2015 ESPP will be terminated, and no new offering periods under the 2015 ESPP will commence thereafter. Refer to Note 8, "Stock-Based Compensation," in the Company's consolidated financial statements in Part IV of the 2024 Annual Report for additional information related to the terms of the 2015 ESPP.

In September 2024, the Company's stockholders approved the 2024 Employee Stock Purchase Plan (2024 ESPP), which is intended to replace the 2015 ESPP. The 2024 ESPP reserves 6,000,000 shares of the Company's common stock for sale to eligible employees. The terms of the 2024 ESPP are substantially similar to the terms of the 2015 ESPP. Each offering period under the 2024 ESPP is anticipated to run for approximately six months with purchases occurring on the last day of each offering period at a 15% discount to the closing price on that date. The first offering period is expected to commence on March 1, 2025.

***Unrecognized Stock-Based Compensation.*** Total remaining unrecognized stock-based compensation as of September 30, 2024, related to non-vested awards that the Company considers probable to vest and the weighted-average period over which the cost is expected to be recognized in future periods, is as follows:

| Award Type | Unrecognized Stock-Based Compensation | Weighted-Average Remaining Vesting Period (Years) |
|---|---|---|
| RSUs | $ 30,176 | 1.4 |
| LTIP PSUs | 26,295 | 1.2 |
| **Total** | **$ 56,471** | |

## NOTE 7. DERIVATIVE INSTRUMENTS

The Company enters into foreign currency forward or option contracts (derivative contracts) with maturities of 15 months or less to manage foreign currency risk and certain of these derivative contracts are designated as cash flow hedges of forecasted sales (Designated Derivative Contracts).

The after-tax unrealized gains or losses from changes in fair value of Designated Derivative Contracts are recorded as a component of accumulated other comprehensive loss (AOCL) in the condensed consolidated balance sheets and are reclassified to net sales in the condensed consolidated statements of comprehensive income in the same period or periods as the related sales are recognized. When it is probable that a forecasted transaction will not occur, the Company discontinues hedge accounting and the accumulated gains or losses in AOCL related to the hedging relationship are immediately recorded in OCI in the condensed consolidated statements of comprehensive income. Refer to Note 1, “General,” in the Company’s consolidated financial statements in Part IV of the 2024 Annual Report for further information regarding the Company’s derivative instruments accounting policy.

The Company also enters into derivative contracts that are not designated as cash flow hedges (Non-Designated Derivative Contracts), to offset a portion of the anticipated gains and losses on certain intercompany balances until the expected time of repayment. Changes in the fair value of Non-Designated Derivative Contracts are recorded in SG&A expenses in the condensed consolidated statements of comprehensive income. The changes in fair value for these contracts are generally offset by the remeasurement gains or losses associated with the underlying foreign currency-denominated intercompany balances, which are recorded in SG&A expenses in the condensed consolidated statements of comprehensive income.

As of September 30, 2024, the Company has the following derivative contracts recorded at fair value in the condensed consolidated balance sheets:

| | Designated Derivative Contracts | Non-Designated Derivative Contracts | Total |
|---|---|---|---|
| Notional value | $ 191,009 | $ 11,144 | $ 202,153 |
| Fair value recorded in other current assets | 103 | 45 | 148 |
| Fair value recorded in other accrued expenses | (4,688) | — | (4,688) |

As of September 30, 2024, four counterparties hold the Company’s outstanding derivative contracts, all of which are expected to mature in the next six months. As of March 31, 2024, the Company had no outstanding derivative contracts.

The following table summarizes the effect of Designated Derivative Contracts and the related income tax effects of unrealized gains or losses recorded in the condensed consolidated statements of comprehensive income for changes in AOCL:

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| (Loss) gain recorded in OCI | $ (5,488) | $ 4,705 | $ (4,356) | $ 5,116 |
| Reclassifications from AOCL into net sales | (228) | (170) | (228) | (149) |
| Income tax benefit (expense) in OCI | 1,394 | (1,132) | 1,118 | (1,212) |
| **Total** | **$ (4,322)** | **$ 3,403** | **$ (3,466)** | **$ 3,755** |

The non-performance risk of the Company and its counterparties did not have a material impact on the fair value of its derivative contracts. As of September 30, 2024, the amount of unrealized gains on derivative contracts recorded in AOCL is expected to be reclassified into net sales within the next six months. Refer to Note 8, “Stockholders’ Equity,” for further information on the components of AOCL.

## NOTE 8. STOCKHOLDERS’ EQUITY

***Stock Repurchase Program.*** The Company’s Board of Directors (Board) has approved various authorizations under the Company’s stock repurchase program to repurchase shares of its common stock in the open market or in privately negotiated transactions, subject to market conditions, applicable legal requirements, and other factors (collectively, the stock repurchase program). As of September 30, 2024, the aggregate remaining approved amount under the stock repurchase program is $685,413. The stock repurchase program does not obligate the Company to acquire any amount of common stock and may be suspended at any time at the Company’s discretion.

Stock repurchase activity under the Company’s stock repurchase program was as follows:

| | Six Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| Total number of shares repurchased [1] | 1,747,680 | 2,396,328 |
| Weighted average price per share paid | $ 146.65 | $ 88.03 |
| Dollar value of shares repurchased [2] [3] | $ 256,290 | $ 210,938 |

[1] All share repurchases were made pursuant to the Company’s stock repurchase program in open-market transactions.
[2] The dollar value of shares repurchased excludes the cost of broker commissions, excise taxes, and other costs.
[3] May not calculate on rounded dollars.

Subsequent to September 30, 2024, through October 11, 2024, the Company repurchased 85,960 shares at a weighted average price of $158.54 per share for $13,628 and had $671,785 remaining authorized under the stock repurchase program.

***Accumulated Other Comprehensive Loss.*** The components within AOCL, net of tax, recorded in the condensed consolidated balance sheets, are as follows:

| | September 30, 2024 | March 31, 2024 |
|---|---|---|
| Unrealized loss on cash flow hedges | $ (3,466) | $ — |
| Cumulative foreign currency translation loss | (40,292) | (50,733) |
| **Total** | **$ (43,758)** | **$ (50,733)** |

## NOTE 9. BASIC AND DILUTED SHARES

The reconciliation of basic to diluted weighted-average common shares outstanding was as follows:

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| Basic | 152,240,000 | 156,188,000 | 152,552,000 | 156,586,000 |
| Dilutive effect of equity awards | 538,000 | 882,000 | 575,000 | 917,000 |
| **Diluted** | **152,778,000** | **157,070,000** | **153,127,000** | **157,503,000** |
| *Excluded* | | | | |
| RSUs | 91,000 | 112,000 | 92,000 | 199,000 |
| LTIP PSUs | 422,000 | 700,000 | 422,000 | 700,000 |

***Excluded Awards.*** The equity awards excluded from the calculation of the dilutive effect have been excluded due to one of the following: (1) the shares were antidilutive; (2) the necessary conditions had not been satisfied for the shares to be deemed issuable based on the Company's performance for the relevant performance period; or (3) the Company recorded a net loss during the period presented (such that inclusion of these equity awards in the calculation would have been antidilutive). The number of shares stated for each of these excluded awards is the maximum number of shares issuable pursuant to these awards. For those awards subject to the achievement of performance criteria, the actual number of shares to be issued pursuant to such awards will be based on Company performance in future periods, net of forfeitures, and may be materially lower than the number of shares presented, which could result in a lower dilutive effect. Refer to Note 6, "Stock-Based Compensation," within this Quarterly Report and to Note 8, "Stock-Based Compensation," in the Company's consolidated financial statements in Part IV of the 2024 Annual Report for further information on the Company's equity incentive plans.

## NOTE 10. REPORTABLE OPERATING SEGMENTS

Information reported to the CODM, who is the Company's Chief Executive Officer (CEO), President, and Principal Executive Officer (PEO), is organized into the Company's five reportable operating segments and is consistent with how the CODM evaluates performance and allocates resources. The CODM reviews such operations in the aggregate with the reportable operating segments.

***Segment Net Sales and Income from Operations.*** The Company evaluates reportable operating segment performance primarily based on net sales and income (loss) from operations. The wholesale operations of each brand are managed separately because each requires different marketing, research and development, design, sourcing, and sales strategies. The income (loss) from operations of each of the reportable operating segments includes only those costs which are specifically related to each reportable operating segment, which consist primarily of cost of sales, research and development, design, sales and marketing, depreciation, amortization, and the direct costs of employees within those reportable operating segments.

The Company does not allocate corporate overhead costs or non-operating income and expenses to reportable operating segments, which include unallocable overhead costs associated with the Company's warehouses and DCs, certain executive and stock-based compensation, accounting, finance, legal, IT, human resources, and facilities, among others. Inter-segment sales from the Company's wholesale reportable operating segments to the DTC reportable operating segment are at the Company's cost, and there is no inter-segment profit on these inter-segment sales, nor are they reflected in income (loss) from operations of the wholesale reportable operating segments as these transactions are eliminated in consolidation.

**DECKERS OUTDOOR CORPORATION AND SUBSIDIARIES**
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
For the Three and Six Months Ended September 30, 2024, and 2023
(dollar amounts in thousands, except per share or share data)

Reportable operating segment information, with a reconciliation to the condensed consolidated statements of comprehensive income, was as follows:

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Net sales** | | | | |
| UGG brand wholesale | $ 512,401 | $ 451,841 | $ 654,954 | $ 573,386 |
| HOKA brand wholesale | 362,344 | 262,973 | 695,076 | 523,820 |
| Teva brand wholesale | 12,132 | 12,150 | 43,491 | 47,282 |
| Sanuk brand wholesale [1] | 1,895 | 3,348 | 6,328 | 9,818 |
| Other brands wholesale | 24,881 | 29,862 | 28,586 | 31,289 |
| Direct-to-Consumer [1] | 397,667 | 331,733 | 708,232 | 582,103 |
| **Total** | **$ 1,311,320** | **$ 1,091,907** | **$ 2,136,667** | **$ 1,767,698** |

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Income (loss) from operations** | | | | |
| UGG brand wholesale | $ 195,494 | $ 165,902 | $ 233,924 | $ 182,768 |
| HOKA brand wholesale | 115,941 | 81,873 | 240,635 | 168,397 |
| Teva brand wholesale | (1,216) | (647) | 5,573 | 8,590 |
| Sanuk brand wholesale [1] | (3,258) | (303) | (1,655) | 456 |
| Other brands wholesale | 2,023 | 6,459 | 466 | 4,418 |
| Direct-to-Consumer [1] | 143,447 | 112,255 | 249,857 | 187,717 |
| Unallocated overhead costs | (147,345) | (140,922) | (290,907) | (256,993) |
| **Total** | **$ 305,086** | **$ 224,617** | **$ 437,893** | **$ 295,353** |

[1] Represents financial results from July 1, 2024 and April 1, 2024, through the Sanuk Brand Sale Date for the current period. Refer to the section titled “Reportable Operating Segments,” in Note 1, “General,” for further information.

***Segment Assets.*** Assets allocated to each reportable operating segment include trade accounts receivable, net, inventories, property and equipment, net, operating lease assets, goodwill, other intangible assets, net, and certain other assets that are specifically identifiable for one of the Company’s reportable operating segments. Unallocated assets are those assets not directly related to a specific reportable operating segment and generally include cash and cash equivalents, deferred tax assets, net, and various other corporate assets shared by the Company’s reportable operating segments.

Assets allocated to each reportable operating segment, with a reconciliation to the condensed consolidated balance sheets, are as follows:

| | September 30, 2024 | March 31, 2024 |
|---|---|---|
| **Assets** | | |
| UGG brand wholesale | $ 803,422 | $ 247,136 |
| HOKA brand wholesale | 448,495 | 436,147 |
| Teva brand wholesale | 39,776 | 81,703 |
| Sanuk brand wholesale [1] | 929 | 18,526 |
| Other brands wholesale | 41,390 | 9,379 |
| Direct-to-Consumer | 285,241 | 263,840 |
| Total assets from reportable operating segments | 1,619,253 | 1,056,731 |
| Unallocated cash and cash equivalents | 1,225,681 | 1,502,051 |
| Unallocated deferred tax assets, net | 73,322 | 72,584 |
| Unallocated other corporate assets | 479,880 | 504,213 |
| **Total** | **$ 3,398,136** | **$ 3,135,579** |

[1] Effective on the Sanuk Brand Sale Date, the Sanuk brand and certain related assets were sold and the balance as of September 30, 2024 primarily represents unsold accounts receivable yet to be collected, all within the former Sanuk brand wholesale reportable operating segment. Refer to the section titled “Reportable Operating Segments,” in Note 1, “General,” for further information.

## NOTE 11. CONCENTRATION OF BUSINESS

***Regions and Customers.*** The Company sells its products globally to customers and consumers in various countries, with net sales concentrations as follows:

| | Three Months Ended September 30, | | Six Months Ended September 30, | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **International net sales** | **$ 457,410** | **$ 343,874** | **$ 766,901** | **$ 600,130** |
| % of net sales | 34.9 % | 31.5 % | 35.9 % | 33.9 % |
| **Net sales in foreign currencies** | **$ 375,182** | **$ 292,344** | **$ 552,806** | **$ 441,315** |
| % of net sales | 28.6 % | 26.8 % | 25.9 % | 25.0 % |
| **Ten largest global customers as % of net sales** | **32.5 %** | **33.6 %** | **27.6 %** | **27.9 %** |

For the three and six months ended September 30, 2024, and 2023, no single foreign country comprised 10.0% or more of the Company’s total net sales. For the three and six months ended September 30, 2024, and 2023, no single global customer accounted for 10.0% or more of the Company’s total net sales.

As of September 30, 2024, the Company has one customer that represents 12.1% of trade accounts receivable, net, compared to two customers that in total represented 31.2% of trade accounts receivable, net as of March 31, 2024. Management performs regular evaluations concerning the ability of the Company’s customers to satisfy their obligations to the Company and recognizes an allowance for doubtful accounts based on these evaluations.

***Long-Lived Assets.*** Long-lived assets, which consist of property and equipment, net, recorded in the condensed consolidated balance sheets, are as follows:

| | September 30, 2024 | March 31, 2024 |
|---|---|---|
| United States | $ 282,872 | $ 270,561 |
| Foreign [1] | 36,708 | 31,561 |
| **Total** | **$ 319,580** | **$ 302,122** |

[1] No single foreign country's property and equipment, net, represents 10.0% or more of the Company's total property and equipment, net, as of September 30, 2024, and March 31, 2024.

## NOTE 12. SUPPLIER FINANCE PROGRAM

***Supplier Finance Program.*** The Company has a voluntary SFP administered through a third-party platform that provides the Company's independent manufacturers that supply its inventory (inventory suppliers) the opportunity to sell their receivables due from the Company to participating financial institutions in advance of the invoice due date, at the sole discretion of both inventory suppliers and the financial institutions. The Company is not party to the agreements between these third parties and has no economic interest in an inventory suppliers' decision to sell a receivable.

The Company's payment obligations, including the amounts due and payment terms, which generally do not exceed 90 days, are not impacted by the inventory suppliers' election to participate in the SFP, and the Company provides no guarantees to any third parties under the SFP. Accordingly, amounts due to inventory suppliers that elected to participate in the SFP are presented in trade accounts payable in the condensed consolidated balance sheets. As of September 30, 2024, and March 31, 2024, the Company had $2,354 and $3,483, respectively, of balances outstanding related to the SFP recorded in trade accounts payable in the condensed consolidated balance sheets. Payments made in connection with the SFP are reported as cash used in operating activities in the trade accounts payable line item of the condensed consolidated statements of cash flows.

# ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations should be read together with our condensed consolidated financial statements and the related notes, included in Part I, Item 1, "Financial Statements," within this Quarterly Report, and the audited consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data," of our 2024 Annual Report, filed with the SEC on May 24, 2024, which is available free of charge on the SEC's website at www.sec.gov and our website at ir.deckers.com.*

*Certain statements made in this section constitute "forward-looking statements," which are subject to numerous risks and uncertainties. Our actual results of operations may differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including those set forth in the section titled "Cautionary Note Regarding Forward-Looking Statements" and Part II, Item 1A, "Risk Factors," within this Quarterly Report.*

## OVERVIEW

We are a global leader in designing, marketing, and distributing innovative footwear, apparel, and accessories developed for both everyday casual lifestyle use and high-performance activities. We market our products primarily under five proprietary brands: UGG, HOKA, Teva, Koolaburra, and AHNU. We believe our products are distinctive and appeal to a broad demographic. We sell our products through quality domestic and international retailers, international distributors, and directly to our global consumers through our DTC business, which is comprised of our Company-owned e-commerce websites and retail stores. We seek to differentiate our brands and products by offering diverse lines that emphasize fashion, performance, authenticity, functionality, quality, and comfort, and products tailored to a variety of activities, seasons, and demographic groups. Independent third-party contractors manufacture all of our products.

## FINANCIAL HIGHLIGHTS

Consolidated financial performance highlights for the six months ended September 30, 2024, compared to the prior period, were as follows:

- Net sales increased 20.9% to $2,136,667.
  - ***Channel***
    - Wholesale channel net sales increased 20.5% to $1,428,435.
    - DTC channel net sales increased 21.7% to $708,232.
  - ***Geography***
    - Domestic net sales increased 17.3% to $1,369,766.
    - International net sales increased 27.8% to $766,901.
- Gross margin increased 370 basis points to 56.3%.
- Income from operations increased 48.3% to $437,893.
- Diluted earnings per share increased 51.9% to $2.34 per share.

## RECENT DEVELOPMENTS

***CEO Transition.*** Effective August 1, 2024, Dave Powers retired as CEO and President of our Company. Our Board appointed Stefano Caroti as CEO and President, to succeed Mr. Powers, effective August 1, 2024. At the Annual Meeting, Mr. Powers was elected to continue to serve as a member of our Board, and Mr. Caroti was elected as a member of our Board, effective September 9, 2024. The promotion of Mr. Caroti represents the culmination of our Board's active engagement in a planned multi-year succession process.

***Forward Stock Split and Authorized Share Increase.*** On September 13, 2024, we effected the stock split and the authorized share increase. Our financial results included within this Quarterly Report have been retroactively adjusted to reflect the effectiveness of the stock split and the authorized share increase. Refer to Note 1, "General," in the condensed consolidated financial statements within this Quarterly Report for further information.

***Sanuk Brand Asset Sale.*** During the three months ended September 30, 2024, we entered into an agreement pursuant to which the buyer agreed to purchase the Sanuk brand and certain related assets which was completed on the Sanuk Brand Sale Date of August 15, 2024.

Financial results for our reportable operating segments present the former Sanuk brand through the Sanuk Brand Sale Date for the current period. Refer to the section titled "Reportable Operating Segments," in Note 1, "General," of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report for further information.

## TRENDS AND UNCERTAINTIES IMPACTING OUR BUSINESS AND INDUSTRY

We expect our business and industry will continue to be impacted by several important trends and uncertainties, which have not materially changed from those included in our 2024 Annual Report. Refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our 2024 Annual Report for further discussion. Refer to Part I, Item 1A, "Risk Factors," of our 2024 Annual Report for detailed information on the risks and uncertainties that may cause our actual results to differ materially from our expectations.

## REPORTABLE OPERATING SEGMENT OVERVIEW

As of September 30, 2024, our five reportable operating segments include the worldwide wholesale operations of the UGG brand, HOKA brand, Teva brand, and Other brands, as well as DTC. Information reported to the CODM, who is our CEO, President, and PEO, is organized into these reportable operating segments and is consistent with how the CODM evaluates our performance and allocates resources.

***UGG Brand.*** The UGG brand is one of the most iconic and recognized footwear brands in our industry, which highlights our successful track record of building niche brands into lifestyle and fashion market leaders. With loyal consumers around the world, the UGG brand has proven to be a highly resilient line of premium footwear, apparel, and accessories with expanded product offerings that appeal to a growing global audience and a broad demographic.

***HOKA Brand.*** The HOKA brand is an authentic premium line of year-round performance footwear, which offers enhanced cushioning and inherent stability with minimal weight. Originally designed for ultra-runners, the brand now appeals to world champions, taste makers, and everyday athletes. Expanded marketing and strategic marketplace presence have fueled both domestic and international sales growth of the HOKA brand, which has quickly become a leading brand within run and outdoor specialty wholesale accounts and is growing across its ecosystem of access points. The HOKA brand's product line includes running, trail, hiking, fitness, and lifestyle footwear offerings, as well as select apparel and accessories.

***Teva Brand.*** The Teva brand, born in the depths of the Grand Canyon, has long been a favored brand among outdoor adventurers across the globe. Today, building on its foundation as a leader in sport sandals and its authentic outdoor heritage, the Teva brand's thoughtfully designed and accessible products are built for a range of outdoor pursuits, connecting with a vibrant, diverse audience passionate about exploration. The Teva brand's collection includes a variety of footwear options, from classic sandals and shoes to boots, all crafted for the demands of the outdoors.

***Other Brands.*** Other brands consist primarily of the Koolaburra brand, as well as the recently launched AHNU brand. The Koolaburra brand is a casual footwear fashion line that uses plush materials and is intended to target the value-oriented consumer in order to complement the UGG brand offering. The AHNU brand's footwear products fuse high-performance technology with timeless style crafted for everyday wear.

Refer to the section titled "Reportable Operating Segment Overview," in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our 2024 Annual Report for further discussion of our outlook on consumer demand drivers for our products.

***Direct-to-Consumer.*** Our DTC business encompasses all of our brands and is comprised of our e-commerce websites and retail stores, which are intertwined and interdependent in an omni-channel marketplace. Net sales from our e-commerce websites and retail stores are recorded in our DTC reportable operating segment, except for net sales from our partner retail stores, which are recorded in our brands' respective wholesale reportable operating segments.

As of September 30, 2024, we have a total of 178 global retail stores (including 139 UGG brand retail stores and 39 HOKA brand retail stores), which includes 92 concept stores and 86 outlet stores.

Refer to the section titled "Reportable Operating Segment Overview" in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our 2024 Annual Report for further details on our DTC reportable operating segment, including retail store definitions, as well as our former Sanuk brand. Refer to the section titled "Recent Developments" in Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," within this Quarterly Report, for discussion on the sale of the Sanuk brand.

## USE OF NON-GAAP FINANCIAL MEASURES

We disclose financial measures calculated and presented in accordance with US GAAP; however, throughout this Quarterly Report we provide certain financial information on a non-GAAP basis (non-GAAP financial measures). We provide non-GAAP financial measures to provide information that may assist investors in understanding our results of operations and assessing our prospects for future performance, which consist of constant currency measures. We believe evaluating certain financial and operating measures on a constant currency basis is important as it excludes the impact of foreign currency exchange rate fluctuations that are not indicative of our core results of operations and are largely outside of our control. However, our non-GAAP financial measures are not intended to represent and should not be considered more meaningful measures than, or alternatives to, measures of financial or operating performance as determined in accordance with US GAAP.

We calculate our constant currency non-GAAP financial measures for current period financial information, such as total net sales using the foreign currency exchange rates that were in effect during the previous comparable period, excluding the effects of foreign currency exchange rate hedges and remeasurements in the condensed consolidated financial statements. We also report comparable DTC sales on a constant currency basis for DTC operations that were open throughout the current and prior reporting periods, and we may adjust prior reporting periods to conform to current year accounting policies. The information presented on a constant currency basis, as we present such information, may not necessarily be comparable to similarly titled information presented by other companies, and may not be appropriate measures for comparing our performance relative to other companies. Constant currency measures should not be considered in isolation as an alternative to US dollar measures that reflect current period foreign currency exchange rates or to other financial or operating measures presented in accordance with US GAAP.

## SEASONALITY

Refer to Note 1, "General," of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report and to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our 2024 Annual Report for detailed information on the seasonality of our business.

## RESULTS OF OPERATIONS

***Three Months Ended September 30, 2024, Compared to Three Months Ended September 30, 2023***. Results of operations were as follows:

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2024 | | 2023 | | Change | |
| | Amount | % | Amount | % | Amount | % |
| **Net sales** | **$ 1,311,320** | **100.0 %** | **$ 1,091,907** | **100.0 %** | **$ 219,413** | **20.1 %** |
| Cost of sales | 578,048 | 44.1 | 508,888 | 46.6 | (69,160) | (13.6) |
| **Gross profit** | **733,272** | **55.9** | **583,019** | **53.4** | **150,253** | **25.8** |
| Selling, general, and administrative expenses | 428,186 | 32.7 | 358,402 | 32.8 | (69,784) | (19.5) |
| **Income from operations** | **305,086** | **23.2** | **224,617** | **20.6** | **80,469** | **35.8** |
| Total other income, net | (13,826) | (1.1) | (9,700) | (0.9) | 4,126 | 42.5 |
| **Income before income taxes** | **318,912** | **24.3** | **234,317** | **21.5** | **84,595** | **36.1** |
| Income tax expense | 76,591 | 5.8 | 55,770 | 5.1 | (20,821) | (37.3) |
| **Net income** | **242,321** | **18.5** | **178,547** | **16.4** | **63,774** | **35.7** |
| Total other comprehensive income (loss), net of tax | 10,775 | 0.8 | (2,117) | (0.2) | 12,892 | 609.0 |
| **Comprehensive income** | **$ 253,096** | **19.3 %** | **$ 176,430** | **16.2 %** | **$ 76,666** | **43.5 %** |
| **Net income per share** | | | | | | |
| Basic | $ 1.59 | | $ 1.14 | | $ 0.45 | 39.5 % |
| Diluted | $ 1.59 | | $ 1.14 | | $ 0.45 | 39.5 % |

*Net Sales*. Net sales by location, and by brand and channel were as follows:

| | Three Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | 2023 | Change | |
| | Amount | Amount | Amount | % |
| **Net sales by location** | | | | |
| Domestic | $ 853,910 | $ 748,033 | $ 105,877 | 14.2 % |
| International | 457,410 | 343,874 | 113,536 | 33.0 |
| **Total** | **$ 1,311,320** | **$ 1,091,907** | **$ 219,413** | **20.1 %** |
| **Net sales by brand and channel** | | | | |
| UGG brand | | | | |
| Wholesale | $ 512,401 | $ 451,841 | $ 60,560 | 13.4 % |
| Direct-to-Consumer | 177,464 | 158,649 | 18,815 | 11.9 |
| *Total* | 689,865 | 610,490 | 79,375 | 13.0 |
| HOKA brand | | | | |
| Wholesale | 362,344 | 262,973 | 99,371 | 37.8 |
| Direct-to-Consumer | 208,552 | 160,988 | 47,564 | 29.5 |
| *Total* | 570,896 | 423,961 | 146,935 | 34.7 |
| Teva brand | | | | |
| Wholesale | 12,132 | 12,150 | (18) | (0.1) |
| Direct-to-Consumer | 9,860 | 9,355 | 505 | 5.4 |
| *Total* | 21,992 | 21,505 | 487 | 2.3 |

| | Three Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | 2023 | Change | |
| | Amount | Amount | Amount | % |
| Sanuk brand [1] | | | | |
| Wholesale | 1,895 | 3,348 | (1,453) | (43.4) |
| Direct-to-Consumer | 922 | 2,033 | (1,111) | (54.6) |
| *Total* | 2,817 | 5,381 | (2,564) | (47.6) |
| Other brands | | | | |
| Wholesale | 24,881 | 29,862 | (4,981) | (16.7) |
| Direct-to-Consumer | 869 | 708 | 161 | 22.7 |
| *Total* | 25,750 | 30,570 | (4,820) | (15.8) |
| **Total** | **$ 1,311,320** | **$ 1,091,907** | **$ 219,413** | **20.1 %** |
| Total Wholesale | $ 913,653 | $ 760,174 | $ 153,479 | 20.2 % |
| Total Direct-to-Consumer | 397,667 | 331,733 | 65,934 | 19.9 |
| **Total** | **$ 1,311,320** | **$ 1,091,907** | **$ 219,413** | **20.1 %** |

[1] Represents financial results from July 1, 2024 through the Sanuk Brand Sale Date for the three months ended September 30, 2024. Refer to the section titled "Reportable Operating Segments," in Note 1, "General," of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report for further information.

Total net sales increased primarily due to higher global net sales across all channels for the HOKA and UGG brands. On a constant currency basis, net sales increased by 20.4%, compared to the prior period. Further, we experienced an increase of 19.0% in the total volume of units sold to 21,300 from 17,900, compared to the prior period. Units sold represents all units related to the total net sales presented, inclusive of all categories such as footwear, apparel, accessories, home goods, and care kits. The prior period total volume of units sold for only footwear has been modified to conform to the current period presentation.

Drivers of significant changes in net sales, compared to the prior period, were as follows:

- Wholesale net sales of the HOKA brand increased primarily due to higher global net sales across the brand's product assortment, driven by market share gains and benefits from select new points of distribution with key partners globally, as well as the timing of certain distributor shipments.
- DTC net sales increased primarily due to higher global sales for the HOKA and UGG brands, driven primarily by consumer acquisition and retention online as we continued to experience increased demand for both brands, especially among international regions. Comparable DTC channel net sales for the 13 weeks ended September 29, 2024, increased by 17.0%, compared to the prior period.
- Wholesale net sales of the UGG brand increased primarily due to higher global net sales as a result of increased demand for year-round key product franchises, also benefiting from timing of sell-in for fall and winter franchises.
- International net sales, which are included in the reportable operating segment net sales presented above, increased by 33.0% and represented 34.9% and 31.5% of total net sales for the three months ended September 30, 2024, and 2023, respectively. These changes were primarily driven by higher global net sales across all channels for the HOKA and UGG brands.

*Gross Profit.* Gross margin increased to 55.9% from 53.4%, compared to the prior period, primarily due to favorable brand and product mix for the HOKA brand along with higher margin product driving a higher proportion of growth for both the HOKA and UGG brands, and reduced closeouts to the wholesale channel. These benefits were partially offset by unfavorable freight costs due to rising ocean freight costs, and slightly unfavorable channel mix shifts.

*Selling, General, and Administrative Expenses.* The net increase in SG&A expenses, compared to the prior period, was primarily the result of the following:

- Increased variable advertising and promotion expenses of approximately $32,000, primarily due to higher promotional marketing expenses for the HOKA and UGG brands to drive global brand awareness and market share gains, highlight new product categories, and provide localized marketing.
- Increased other operating expenses of approximately $25,600, primarily due to higher contract expenses, legal expenses, and infrastructure investments and related depreciation.
- Increased payroll and related costs of approximately $20,300, primarily due to investments in talent for key functions for corporate and HOKA brand roles driving higher employee headcount and full-year costs for prior comparable period hiring.
- Increased other variable net selling expenses of approximately $11,300, primarily due to higher warehouse expenses, sales commissions and related fees, and credit card fees, as well as higher rent and occupancy costs related to HOKA brand growth.
- Increased net foreign currency-related gains of approximately $19,500, primarily driven by favorable changes in Asian and European exchange rates against the US dollar.

*Income from Operations.* Income (loss) from operations by reportable operating segment was as follows:

| | Three Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | 2023 | Change | |
| | Amount | Amount | Amount | % |
| **Income (loss) from operations** | | | | |
| UGG brand wholesale | $ 195,494 | $ 165,902 | $ 29,592 | 17.8 % |
| HOKA brand wholesale | 115,941 | 81,873 | 34,068 | 41.6 |
| Teva brand wholesale | (1,216) | (647) | (569) | (87.9) |
| Sanuk brand wholesale [1] | (3,258) | (303) | (2,955) | (975.2) |
| Other brands wholesale | 2,023 | 6,459 | (4,436) | (68.7) |
| Direct-to-Consumer [1] | 143,447 | 112,255 | 31,192 | 27.8 |
| Unallocated overhead costs | (147,345) | (140,922) | (6,423) | (4.6) |
| **Total** | **$ 305,086** | **$ 224,617** | **$ 80,469** | **35.8 %** |

[1] Represents financial results from July 1, 2024 through the Sanuk Brand Sale Date for the three months ended September 30, 2024. Refer to the section titled "Reportable Operating Segments," in Note 1, "General," of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report for further information.

The increase in total income from operations, compared to the prior period, was primarily due to higher net sales at higher gross margins, combined with slightly lower SG&A expenses as a percentage of net sales.

Drivers of significant net changes in total income from operations, compared to the prior period, were as follows:

- The increase in income from operations of HOKA brand wholesale was due to higher global net sales at higher gross margins, partially offset by higher SG&A expenses as a percentage of net sales.
- The increase in income from operations of the DTC channel was due to higher global net sales for the HOKA and UGG brands at higher gross margins, partially offset by higher SG&A expenses as a percentage of net sales.

- The increase in income from operations of UGG brand wholesale was due to higher global net sales at higher gross margins, partially offset by higher SG&A expenses as a percentage of net sales.

- Unallocated overhead costs were a lower percentage of net sales, but increased primarily due to higher other operating expenses and payroll costs for key corporate roles to support growth of our brands, partially offset by increased foreign currency-related gains.

*Total Other Income, Net.* The increase in total other income, net, compared to the prior period, was due to higher interest income from higher invested cash balances.

*Income Tax Expense.* Income tax expense and our effective income tax rate were as follows:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| Income tax expense | $ 76,591 | $ 55,770 |
| Effective income tax rate | 24.0 % | 23.8 % |

The net increase in our effective income tax rate, compared to the prior period, was primarily due to the effects of discrete items, including a change in valuation allowance on tax attributes and a change in return-to-provision differences, partially offset by net discrete tax benefits for stock-based compensation.

*Net Income.* The increase in net income, compared to the prior period, was due to higher net sales and operating margins, as well as higher interest income. Net income per share increased, compared to the prior period, due to higher net income and lower weighted-average common shares outstanding driven by stock repurchases.

*Total Other Comprehensive Income (Loss), Net of Tax.* The increase in total other comprehensive income, net of tax, compared to the prior period, was primarily due to higher foreign currency translation gains relating to changes in the net asset position against Asian and European foreign currency exchange rates, partially offset by higher unrealized losses on cash flow hedges.

***Six Months Ended September 30, 2024, Compared to Six Months Ended September 30, 2023***. Results of operations were as follows:

| | Six Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2024 | | 2023 | | Change | |
| | Amount | % | Amount | % | Amount | % |
| **Net sales** | **$ 2,136,667** | **100.0 %** | **$ 1,767,698** | **100.0 %** | **$ 368,969** | **20.9 %** |
| Cost of sales | 933,395 | 43.7 | 838,255 | 47.4 | (95,140) | (11.3) |
| **Gross profit** | **1,203,272** | **56.3** | **929,443** | **52.6** | **273,829** | **29.5** |
| Selling, general, and administrative expenses | 765,379 | 35.8 | 634,090 | 35.9 | (131,289) | (20.7) |
| **Income from operations** | **437,893** | **20.5** | **295,353** | **16.7** | **142,540** | **48.3** |
| Total other income, net | (30,172) | (1.4) | (20,328) | (1.2) | 9,844 | 48.4 |
| **Income before income taxes** | **468,065** | **21.9** | **315,681** | **17.9** | **152,384** | **48.3** |
| Income tax expense | 110,119 | 5.1 | 73,582 | 4.2 | (36,537) | (49.7) |
| **Net income** | **357,946** | **16.8** | **242,099** | **13.7** | **115,847** | **47.9** |
| Total other comprehensive income (loss), net of tax | 6,975 | 0.3 | (10,416) | (0.6) | 17,391 | 167.0 |
| **Comprehensive income** | **$ 364,921** | **17.1 %** | **$ 231,683** | **13.1 %** | **$ 133,238** | **57.5 %** |
| **Net income per share** | | | | | | |
| Basic | $ 2.35 | | $ 1.55 | | $ 0.80 | 51.6 % |
| Diluted | $ 2.34 | | $ 1.54 | | $ 0.80 | 51.9 % |

*Net Sales.* Net sales by location, and by brand and channel were as follows:

| | Six Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | 2023 | Change | |
| | Amount | Amount | Amount | % |
| **Net sales by location** | | | | |
| Domestic | $ 1,369,766 | $ 1,167,568 | $ 202,198 | 17.3 % |
| International | 766,901 | 600,130 | 166,771 | 27.8 |
| **Total** | **$ 2,136,667** | **$ 1,767,698** | **$ 368,969** | **20.9 %** |
| **Net sales by brand and channel** | | | | |
| UGG brand | | | | |
| Wholesale | $ 654,954 | $ 573,386 | $ 81,568 | 14.2 % |
| Direct-to-Consumer | 257,862 | 232,624 | 25,238 | 10.8 |
| *Total* | 912,816 | 806,010 | 106,806 | 13.3 |
| HOKA brand | | | | |
| Wholesale | 695,076 | 523,820 | 171,256 | 32.7 |
| Direct-to-Consumer | 420,998 | 320,625 | 100,373 | 31.3 |
| *Total* | 1,116,074 | 844,445 | 271,629 | 32.2 |
| Teva brand | | | | |
| Wholesale | 43,491 | 47,282 | (3,791) | (8.0) |
| Direct-to-Consumer | 24,811 | 22,621 | 2,190 | 9.7 |
| *Total* | 68,302 | 69,903 | (1,601) | (2.3) |
| Sanuk brand [(1)] | | | | |
| Wholesale | 6,328 | 9,818 | (3,490) | (35.5) |
| Direct-to-Consumer | 3,351 | 5,142 | (1,791) | (34.8) |
| *Total* | 9,679 | 14,960 | (5,281) | (35.3) |
| Other brands | | | | |
| Wholesale | 28,586 | 31,289 | (2,703) | (8.6) |
| Direct-to-Consumer | 1,210 | 1,091 | 119 | 10.9 |
| *Total* | 29,796 | 32,380 | (2,584) | (8.0) |
| **Total** | **$ 2,136,667** | **$ 1,767,698** | **$ 368,969** | **20.9 %** |
| Total Wholesale | $ 1,428,435 | $ 1,185,595 | $ 242,840 | 20.5 % |
| Total Direct-to-Consumer | 708,232 | 582,103 | 126,129 | 21.7 |
| **Total** | **$ 2,136,667** | **$ 1,767,698** | **$ 368,969** | **20.9 %** |

[(1)] Represents financial results from April 1, 2024 through the Sanuk Brand Sale Date for the six months ended September 30, 2024. Refer to the section titled “Reportable Operating Segments,” in Note 1, “General,” of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report for further information.

Total net sales increased primarily due to higher global net sales across all channels for the HOKA and UGG brands. On a constant currency basis, net sales increased by 21.4%, compared to the prior period. Further, we experienced an increase of 16.8% in the total volume of units sold to 34,000 from 29,100, compared to the prior period. Units sold represents all units related to the total net sales presented, inclusive of all categories such as footwear, apparel, accessories, home goods, and care kits. The prior period total volume of units sold for only footwear has been modified to conform to the current period presentation.

Drivers of significant changes in net sales, compared to the prior period, were as follows:

- Wholesale net sales of the HOKA brand increased primarily due to higher global sales across the brand’s product assortment, driven by market share gains, refilling channel inventory, and benefits from select new points of distribution with key partners, as well as the timing of certain distributor shipments.

- DTC net sales increased primarily due to higher global sales for the HOKA and UGG brands, driven primarily by consumer acquisition and retention online as we continued to experience increased demand for both brands, as well as a slight benefit from higher levels of full-price selling. Comparable DTC channel net sales for the 26 weeks ended September 29, 2024, increased by 19.3%, compared to the prior period.

- Wholesale net sales of the UGG brand increased primarily due to higher global sales as a result of increased demand for year-round key product franchises, also benefiting from timing of sell-in for fall and winter franchises.

- International net sales, which are included in the reportable operating segment net sales presented above, increased by 27.8% and represented 35.9% and 33.9% of total net sales for the six months ended September 30, 2024, and 2023, respectively. These changes were primarily driven by higher global net sales for both channels for the HOKA and UGG brands.

*Gross Profit.* Gross margin increased to 56.3% from 52.6%, compared to the prior period, primarily due to favorable brand and product mix for the HOKA brand along with higher margin product driving a higher proportion of growth for both the HOKA and UGG brands and higher full-price selling, including reduced closeouts to the wholesale channel.

*Selling, General, and Administrative Expenses.* The net increase in SG&A expenses, compared to the prior period, was primarily the result of the following:

- Increased variable advertising and promotion expenses of approximately $47,800, primarily due to higher promotional marketing expenses for the HOKA and UGG brands to drive global brand awareness and market share gains, highlight new product categories, and provide localized marketing.

- Increased payroll and related costs of approximately $45,200, primarily due to investments in talent for key functions for corporate and HOKA brand roles driving higher employee headcount and full-year costs for prior comparable period hiring.

- Increased other operating expenses of approximately $33,200, primarily due to higher infrastructure investments and related depreciation, contract expenses, and travel expenses.

- Increased other variable net selling expenses of approximately $20,100, primarily due to higher rent and occupancy costs related to HOKA brand growth, higher warehouse expenses and credit card fees, as well as higher selling expenses, including sales commissions and related fees, and materials and supplies.

- Increased net foreign currency-related gains of approximately $15,100, primarily driven by favorable changes in Asian and European exchange rates against the US dollar.

*Income from Operations.* Income (loss) from operations by reportable operating segment was as follows:

| | Six Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | 2023 | Change | |
| | Amount | Amount | Amount | % |
| **Income (loss) from operations** | | | | |
| UGG brand wholesale | $ 233,924 | $ 182,768 | $ 51,156 | 28.0 % |
| HOKA brand wholesale | 240,635 | 168,397 | 72,238 | 42.9 |
| Teva brand wholesale | 5,573 | 8,590 | (3,017) | (35.1) |
| Sanuk brand wholesale [1] | (1,655) | 456 | (2,111) | (462.9) |
| Other brands wholesale | 466 | 4,418 | (3,952) | (89.5) |
| Direct-to-Consumer [1] | 249,857 | 187,717 | 62,140 | 33.1 |
| Unallocated overhead costs | (290,907) | (256,993) | (33,914) | (13.2) |
| **Total** | **$ 437,893** | **$ 295,353** | **$ 142,540** | **48.3 %** |

(1) Represents financial results from April 1, 2024 through the Sanuk Brand Sale Date for the six months ended September 30, 2024. Refer to the section titled "Reportable Operating Segments," in Note 1, "General," of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report for further information.

The increase in total income from operations, compared to the prior period, was primarily due to higher net sales at higher gross margins, combined with slightly lower SG&A expenses as a percentage of net sales.

Drivers of significant net changes in total income from operations, compared to the prior period, were as follows:

- The increase in income from operations of the DTC channel was due to higher global net sales for the HOKA and UGG brands at higher gross margins, partially offset by a slightly higher rate of SG&A expenses as a percentage of net sales.
- The increase in income from operations of HOKA brand wholesale was due to higher global net sales at higher gross margins, combined with relatively flat SG&A expenses as a percentage of net sales.
- The increase in income from operations of UGG brand wholesale was primarily due to higher global net sales at higher gross margins, partially offset by higher SG&A expenses as a percentage of net sales.
- Unallocated overhead costs were lower as a percentage of net sales, but increased primarily due to higher payroll costs for key corporate roles to support growth of our brands, and higher other operating expenses, partially offset by increased foreign currency-related gains.

*Total Other Income, Net.* The increase in total other income, net, compared to the prior period, was due to higher interest income from higher invested cash balances and average interest rates.

*Income Tax Expense.* Income tax expense and our effective income tax rate were as follows:

| | Six Months Ended September 30, | |
|---|---|---|
| | 2024 | 2023 |
| Income tax expense | $ 110,119 | $ 73,582 |
| Effective income tax rate | 23.5 % | 23.3 % |

The net increase in our effective income tax rate, compared to the prior period, was primarily due to the effects of discrete items, including a change in valuation allowance on tax attributes and a change in return-to-provision differences, partially offset by net discrete tax benefits for stock-based compensation.

*Net Income.* The increase in net income, compared to the prior period, was primarily due to higher net sales and operating margins, as well as higher interest income. Net income per share increased, compared to the prior period, due to higher net income and lower weighted-average common shares outstanding driven by stock repurchases.

*Total Other Comprehensive Income (Loss), Net of Tax.* The increase in total other comprehensive income, net of tax, compared to the prior period, was primarily due to higher foreign currency translation gains relating to changes in the net asset position against Asian and European foreign currency exchange rates, partially offset by higher unrealized losses on cash flow hedges.

## LIQUIDITY AND CAPITAL RESOURCES

Our liquidity may be impacted by a number of factors, risks and uncertainties described in the section titled “Liquidity” in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as in Part I, Item 1A, “Risk Factors,” of our 2024 Annual Report.

***Sources of Liquidity.*** We finance our working capital and operating requirements using a combination of cash and cash equivalents balances, including cash from our repatriation strategy, cash provided from ongoing operating activities and, to a lesser extent, available borrowing capacity under our revolving credit facilities. Refer to the “Cash Flows” section below for further discussion on cash flows from ongoing operating activities.

*Cash and Cash Equivalents.* As of September 30, 2024, our cash and cash equivalents are $1,225,681, the majority of which is held in highly rated money market funds and interest-bearing bank deposit accounts with established national and global financial institutions. We believe our cash and cash equivalents balances, cash provided by operating activities, and available borrowing capacity under our revolving credit facilities, will provide sufficient liquidity to enable us to meet our working capital requirements and contractual obligations for at least the next 12 months and will be sufficient to meet the long-term requirements of our business strategies and plans. However, there can be no assurance that sufficient capital will continue to be available or that it will be available on terms acceptable to us.

*Repatriation of Cash*. Our cash repatriation strategy, and by extension, our liquidity, may be impacted by several additional considerations, which include future changes to or interpretations of global tax laws and regulations, and our actual earnings in future periods. During the six months ended September 30, 2024, and 2023, no cash and cash equivalents were repatriated. As of September 30, 2024, and March 31, 2024, we have $273,887 and $263,820, respectively, of cash and cash equivalents held by foreign subsidiaries, a portion of which may be subject to additional foreign withholding taxes if it were to be repatriated. We continue to evaluate our cash repatriation strategy and currently anticipate repatriating current and future unremitted earnings of non-US subsidiaries to the extent they have been subject to US income tax if such cash is not required to fund ongoing foreign operations. Refer to Note 5, “Income Taxes,” of our consolidated financial statements in Part IV of our 2024 Annual Report for further information regarding our cash repatriation strategy.

*Revolving Credit Facilities.* Information about the revolving credit facilities available as of September 30, 2024, is as follows:

- *Primary Credit Facility.* During the six months ended September 30, 2024, we made no borrowings or repayments and there were no material changes to the terms, to the outstanding letters of credit, or to the borrowing availability under our unsecured revolving credit facility disclosed in our 2024 Annual Report.

- *China Credit Facility*. During the six months ended September 30, 2024, we made no borrowings or repayments and there were no material changes to the terms or to the outstanding bank guarantees under our credit facility in China disclosed in our 2024 Annual Report.

- *Debt Covenants.* As of September 30, 2024, we are in compliance with all financial covenants under our revolving credit facilities.

Refer to Note 6, “Revolving Credit Facilities,” of our consolidated financial statements in Part IV of our 2024 Annual Report for further information on the terms of our revolving credit facilities.

***Material Cash Requirements.*** Our material cash requirements include uses for working capital, and payments to fulfill contractual obligations, capital expenditures, and stock repurchases. Our working capital requirements begin when we purchase raw and other materials and inventories and continue until we ultimately collect the resulting trade accounts receivable. Given the historical seasonality of our business, our working capital requirements fluctuate significantly throughout our fiscal year, and we utilize available cash to build inventory levels during certain quarters in our fiscal year to support higher selling seasons. While the impact of seasonality has been mitigated to some extent, we expect our working capital requirements will continue to fluctuate from period to period.

*Contractual Obligations.* Refer to the section titled “Leases” under Note 5, “Commitments and Contingencies,” of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report for further information regarding our material contractual obligations incurred during the six months ended September 30, 2024, and through October 11, 2024.

Except for the above, there were no other material changes outside the ordinary course of business to the contractual obligations or capital expenditures disclosed in the sections titled “Contractual Obligations” and “Capital Expenditures” in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” of our 2024 Annual Report.

*Stock Repurchase Program.* As of September 30, 2024, the aggregate remaining approved amount under our stock repurchase program is $685,413. Our stock repurchase program does not obligate us to acquire any amount of common stock and may be suspended at any time at our discretion.

Refer to Note 8, “Stockholders’ Equity,” of our condensed consolidated financial statements in Part I, Item 1 and to Part II, Item 2, “Unregistered Sales of Equity Securities and Use of Proceeds,” within this Quarterly Report for further information regarding our stock repurchase program and capital allocation strategy.

## CASH FLOWS

The following table summarizes the major components of our condensed consolidated statements of cash flows for the periods presented:

| | Six Months Ended September 30, | | | |
|---|---|---|---|---|
| | 2024 | 2023 | Change | |
| | Amount | Amount | Amount | % |
| Net cash provided by operating activities | $ 22,100 | $ 121,528 | $ (99,428) | (81.8)% |
| Net cash used in investing activities | (34,442) | (57,402) | 22,960 | 40.0 |
| Net cash used in financing activities | (267,014) | (217,149) | (49,865) | (23.0) |
| Effect of foreign currency exchange rates on cash and cash equivalents | 2,986 | (5,721) | 8,707 | 152.2 |
| **Net change in cash and cash equivalents** | **$ (276,370)** | **$ (158,744)** | **$ (117,626)** | **(74.1)%** |

***Operating Activities.*** Our primary source of liquidity is net cash provided by operating activities, which is driven by our net income after non-cash adjustments and changes in working capital.

The decrease in net cash provided by operating activities during the six months ended September 30, 2024, compared to the prior period, was due to $233,409 of unfavorable changes in operating assets and liabilities partially offset by $133,981 of favorable net income after non-cash adjustments. Changes in operating assets and liabilities were primarily due to (1) higher purchases of inventory to support higher demand for our brands, (2) lower net trade accounts payable related to timing of receipts of goods and services and respective disbursements, (3) higher trade accounts receivable on higher net sales, (4) lower accrued expenses primarily for the payment of performance-based compensation; and (5) favorable changes due to timing of derivative cash settlements.

***Investing Activities.*** The decrease in net cash used in investing activities during the six months ended September 30, 2024, compared to the prior period, was primarily due to lower capital expenditures for leasehold improvements for our warehouses and DCs, and by an increase from cash proceeds from the sale of certain assets.

***Financing Activities.*** The increase in net cash used in financing activities during the six months ended September 30, 2024, compared to the prior period, was primarily due to a higher dollar value of stock repurchases.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Preparation of our condensed consolidated financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the amounts reported. Management bases these estimates and assumptions upon historical experience, existing and known circumstances, authoritative accounting pronouncements, and other factors that we believe to be reasonable, but actual results could differ materially from these estimates. In addition, management has considered the potential impact of macroeconomic factors, including inflation, foreign currency exchange rate volatility, changes in interest rates, changes in commodity pricing, changes in consumer discretionary spending, and recessionary concerns, on our business and operations. Although the full impact of these factors is unknown, management believes it has made appropriate accounting estimates and assumptions based on the facts and circumstances available as of the reporting date. However, actual results could differ materially from these estimates and assumptions, which may result in material effects on our financial condition, results of operations and liquidity. Refer to the sections titled “Use of Estimates” and “Recent Accounting Pronouncements” within Note 1, “General,” of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report, for additional information regarding applicable key estimates and assumptions, as well as the impact of recent accounting pronouncements.

There have been no material changes to the critical accounting policies and key estimates and assumptions disclosed in the section titled “Critical Accounting Policies and Estimates” in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” within our 2024 Annual Report.

# ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, our financial position and results of operations are subject to a variety of risks, including risks associated with commodity pricing, foreign currency exchange rates and, to a lesser extent, interest rates. We regularly assess these risks and have established policies and business practices designed to mitigate their effects. There have been no material changes in the quantitative and qualitative disclosures about market risk disclosed in Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” within our 2024 Annual Report.

# ITEM 4. CONTROLS AND PROCEDURES

## DISCLOSURE CONTROLS AND PROCEDURES

We maintain a system of disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act, which are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. In designing and evaluating our disclosure controls and procedures, our management recognized that any system of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours is designed to do, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Under the supervision and with the participation of management, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2024. Based on that evaluation, our PEO and Principal Financial and Accounting Officer (PFAO) concluded that our disclosure controls and procedures are effective at a reasonable assurance level as of September 30, 2024.

## INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rule 13a-15(d) of the Exchange Act during the three months ended September 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER CERTIFICATIONS

The certifications of our PEO and PFAO required by Rule 13a-14(a) of the Exchange Act are filed as Exhibit 31.1 and Exhibit 31.2, and furnished as Exhibit 32, to this Quarterly Report. This Part I, Item 4, should be read in conjunction with such certifications for a more complete understanding of the topics presented.

# PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

As part of our global policing program to protect our intellectual property rights, from time to time, we file lawsuits in various jurisdictions asserting claims for alleged acts of trademark counterfeiting, trademark infringement, patent infringement, trade dress infringement, and trademark dilution. We generally have multiple actions such as these pending at any given point in time. These actions may result in seizure of counterfeit merchandise, out-of-court settlements with defendants, or other outcomes. In addition, from time to time, we are subject to claims in which opposing parties will raise, either as affirmative defenses or as counterclaims, the invalidity or unenforceability of certain of our intellectual property rights, including allegations that the UGG brand trademark registrations and design patents are invalid or unenforceable. Furthermore, we are aware of many instances throughout the world in which a third-party is using our UGG brand and HOKA brand trademarks within its internet domain name. We are investigating several manufacturers and distributors of counterfeit UGG and HOKA brand products, as well as various markets for indications of counterfeit UGG and HOKA brand products.

From time to time, we are involved in various legal proceedings, disputes, and other claims arising in the ordinary course of business, including employment, intellectual property, and product liability claims. Although the results of these ordinary course matters cannot be predicted with certainty, we currently believe that the final outcome of these ordinary course matters will not, individually or in the aggregate, have a material adverse effect on our business, results of operations, financial condition, or cash flows. However, regardless of the merit of the claims raised or the outcome, these ordinary course matters can have an adverse impact on us as a result of legal costs, diversion of management's time and resources, and other factors.

## ITEM 1A. RISK FACTORS

An investment in our common stock involves risks. Before making an investment decision, you should carefully consider all the information within Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as in our condensed consolidated financial statements and the related notes contained in Part I, Item 1 within this Quarterly Report. In addition, you should carefully consider the risks and uncertainties described in Part I, Item 1A, "Risk Factors," of our 2024 Annual Report, as well as in our other public filings with the SEC. If any of the identified risks are realized, our business, results of operations, financial condition, liquidity, and prospects could be materially and adversely affected. In that case, the trading price of our common stock may decline, and you could lose all or part of your investment. In addition, other risks of which we are currently unaware, or which we do not currently view to be material, could have a material adverse effect on our business, results of operations, financial condition, liquidity, and prospects.

During the three months ended September 30, 2024, there were no material changes to the risks and uncertainties described in Part I, Item 1A, "Risk Factors," of our 2024 Annual Report.

# ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

**Unregistered Sales of Equity Securities**

None.

**Use of Proceeds**

Not applicable.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Our Board of Directors (Board) has approved various authorizations under our stock repurchase program to repurchase shares of our common stock in the open market or in privately negotiated transactions, subject to market conditions, applicable legal requirements, and other factors (collectively, the stock repurchase program). Our Board last approved an additional authorization of $1,200,000 on July 27, 2022, to repurchase our common stock under the same conditions as the prior stock repurchase programs. As of September 30, 2024, the aggregate remaining approved amount under the stock repurchase program is $685,413.

Our stock repurchase program does not obligate us to acquire any amount of common stock and may be suspended at any time at our discretion. The agreements under our revolving credit facilities allow us to make stock repurchases under this program, so long as we do not exceed certain leverage ratios. As of September 30, 2024, we have not exceeded the stated leverage ratios, and no defaults have occurred under our credit agreements.

Stock repurchase activity under our stock repurchase program during the three months ended September 30, 2024, was as follows:

| | Total Number of Shares Repurchased [1] [4] | Weighted Average Price per Share Paid [4] | Dollar Value of Shares Repurchased [2] [3] | Dollar Value of Shares Remaining for Repurchase [3] |
|---|---|---|---|---|
| July 1 - July 31, 2024 | 276,840 | $ 150.42 | $ 41,641 | $ 748,095 |
| August 1 - August 31, 2024 | 250,998 | 153.01 | 38,405 | 709,690 |
| September 1 - September 30, 2024 | 158,106 | 153.55 | 24,277 | 685,413 |
| **Total** | **685,944** | **152.09** | **$ 104,323** | **685,413** |

[1] All share repurchases were made pursuant to our stock repurchase program in open-market transactions.
[2] The dollar value of shares repurchased excludes the cost of broker commissions, excise taxes, and other costs.
[3] May not calculate on rounded dollars.
[4] Per share and share data in this table has been adjusted to reflect the six-for-one forward stock split of our common stock that was effected on September 13, 2024. Refer to Note 1, “General,” of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report, for further information.

Subsequent to September 30, 2024, through October 11, 2024, we repurchased 85,960 shares at a weighted average price of $158.54 per share for $13,628 and had $671,785 remaining authorized under our stock repurchase program.

Refer to Note 8, “Stockholders’ Equity,” of our condensed consolidated financial statements in Part I, Item 1 within this Quarterly Report, for further information on repurchases of our common stock.

# ITEM 5. OTHER INFORMATION

## DIRECTOR AND EXECUTIVE OFFICER TRADING PLANS AND ARRANGEMENTS

Our directors and executive officers may enter into trading plans or other arrangements with financial institutions to purchase or sell shares of our common stock. These plans or arrangements may constitute Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements, in each case as defined under Item 408(a) of Regulation S-K.

During the three months ended September 30, 2024, no Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements were adopted, modified, or terminated by our directors or executive officers.

## ITEM 6. EXHIBITS

### EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|---|---|
| *3.1 | Amended and Restated Certificate of Incorporation of Deckers Outdoor Corporation, as amended through September 13, 2024 |
| *3.2 | Amended and Restated Bylaws of Deckers Outdoor Corporation, as amended through September 9, 2024 |
| #10.1 | Deckers Outdoor Corporation 2024 Employee Stock Purchase Plan (Exhibit 10.1 to the Registrant's Form 8-K filed on September 13, 2024, and incorporated by reference herein) |
| #10.2 | Deckers Outdoor Corporation 2024 Stock Incentive Plan (Exhibit 10.2 to the Registrant's Form 8-K filed on September 13, 2024, and incorporated by reference herein) |
| *31.1 | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) under the Exchange Act, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended |
| *31.2 | Certification of Principal Financial and Accounting Officer pursuant to Rule 13a-14(a) under the Exchange Act, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended |
| **32.1 | Certification pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended |
| *101.INS | Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document) |
| *101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| *101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| *101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| *101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| *101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| *104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

* Filed herewith.
** Furnished herewith.
# Management contract or compensatory plan or arrangement.

## SIGNATURES

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

DECKERS OUTDOOR CORPORATION
(Registrant)

/s/ STEVEN J. FASCHING

Steven J. Fasching
*Chief Financial Officer*
*(Principal Financial and Accounting Officer)*

Date: October 31, 2024

**AMENDED AND RESTATED**

**CERTIFICATE OF INCORPORATION**

**OF**

**DECKERS OUTDOOR CORPORATION**

**a Delaware corporation**

**(as amended through September 13, 2024)**

## ARTICLE I

## NAME OF CORPORATION

The name of this corporation is Deckers Outdoor Corporation.

## ARTICLE II

## REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is Corporation Service Company.

## ARTICLE III

## PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

## ARTICLE IV

## AUTHORIZED CAPITAL STOCK

SECTION 1. Authorized Shares. The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock;" the total number of shares that the Corporation shall have authority to issue is Seven Hundred Fifty-Five Million (755,000,000); the total number of shares of Preferred Stock shall be Five Million (5,000,000) and all such shares shall have a par value of one cent ($0.01); and the total number of shares of Common Stock shall be Seven Hundred Fifty Million (750,000,000), and all such shares shall have a par value of one cent ($0.01).

Effective immediately upon the filing and effectiveness of this Certificate of Amendment of Amended and Restated Certificate of Incorporation (this "Certificate of Amendment") with the Secretary of State of the State of Delaware, every one (1) share of Common Stock outstanding, or held in treasury, shall automatically, without any further action by the Corporation or the stockholders thereof, be automatically subdivided and reclassified into six (6) shares of Common Stock outstanding, or held in treasury, as the case may be, and every one (1) share of Preferred Stock outstanding, or held in treasury, shall automatically, without any further action by the Corporation or the stockholders thereof, be automatically subdivided and reclassified into six (6) shares of Preferred Stock outstanding, or held in treasury, as the case may be (the "Forward Stock Split"). Each certificate that immediately prior to the filing and effectiveness of this Certificate of Amendment represented shares of Common Stock or Preferred Stock shall thereafter represent that number of shares of Common Stock or Preferred Stock, as the case may be, represented by such certificate after adjusting for the effectiveness of the Forward Stock Split. The par

value of the Common Stock and Preferred Stock shall remain $0.01 per share. The Forward Stock Split shall apply to all shares of Common Stock and Preferred Stock.

SECTION 2. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The Board is hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the dividend rate, conversion or exchange rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

SECTION 3. Distributions upon Liquidation. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of each series of Preferred Stock shall be entitled to receive, out of the net assets of the Corporation, an amount for each share of such series of Preferred Stock equal to the amount fixed and determined by the Board in the resolution or resolutions creating such series and providing for the issuance of such shares, and no more, before any of the assets of the Corporation shall be distributed or paid over to the holders of Common Stock. After payment in full of said amounts to the holders of Preferred Stock of all series, the remaining assets and funds of the Corporation shall be divided among and paid to the holders of shares of Common Stock. If, upon such dissolution, liquidation or winding up, the assets of the Corporation distributable as aforesaid among the holders of Preferred Stock of all series shall be insufficient to permit full payment to them of said preferential amounts, then such assets shall be distributed ratably among such holders of Preferred Stock in proportion to the respective total amounts that they shall be entitled to receive as provided in this Section 3.

**ARTICLE V**

**INCORPORATOR**

The name and mailing address of the incorporator of the Corporation is:

Diana M. Wilson
1140 Mark Avenue
Carpinteria, CA 93013

**ARTICLE VI**

**ANNUAL MEETINGS OF STOCKHOLDERS**

The annual meeting of stockholders shall be held at such time, on such date and at such place (within or without the State of Delaware) as provided in the Bylaws of the Corporation. Subject to any requirement of applicable law, the books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE VII**

**CALL OF SPECIAL MEETINGS OF STOCKHOLDERS**

Special meetings of stockholders of the Corporation for any purpose or purposes may be called at any time (i) by a majority of the members of the Board, (ii) by a committee of the Board that has been duly designated by the Board and whose power and authority, as provided in a resolution by the Board or in the Bylaws of the Corporation, includes the power to call such meetings, or (iii) by the holders of shares entitled to cast not less than ten percent of

the votes at such meeting; but such special meetings of stockholders of the Corporation may not be called by any other Person or Persons or in any other manner; provided, however, that if and to the extent that any special meeting of stockholders may be called by any other Person or Persons specified in any certificate of designations filed under Section 151(g) of the Delaware General Corporation Law (or its successor statute as in effect from time to time), then such special meeting may also be called by the Person or Persons, in the manner, at the times and for the purposes so specified.

**ARTICLE VIII**

**STOCKHOLDER ACTION BY WRITTEN CONSENT**

Any election of directors or other action by the stockholders of the Corporation must be effected at an annual or special meeting of stockholders and may not be effected by written consent without a meeting.

**ARTICLE IX**

**ELECTION OF DIRECTORS**

SECTION 1. At the 1993 Annual Meeting of Stockholders of the Corporation, the Board of Directors shall be divided into three classes, Class I, Class II and Class III. Such classes shall be as nearly equal in number of directors as reasonably possible. At each Annual Meeting of Stockholders following such initial classification and election until the 2007 Annual Meeting of Stockholders, each director shall be elected to serve for a term ending on the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the annual meeting date next following the end of calendar year 1993, the directors first elected to Class II shall serve for a term ending on the second annual meeting date next following the end of calendar year 1993, and the directors first elected to Class III shall serve for a term ending on the third annual meeting date next following the end of calendar year 1993. The terms of office of all directors who are in office immediately prior to the closing of the polls for the election of directors at the 2007 Annual Meeting of Stockholders of the Corporation shall expire at such time. At each Annual Meeting of Stockholders beginning with the 2007 Annual Meeting of Stockholders of the Corporation, the directors shall not be classified; and the directors shall be elected annually and shall hold office for a term expiring at the next Annual Meeting of Stockholders and until their respective successors shall have been duly elected and qualified unless such directors shall resign, become disqualified or shall otherwise be removed in accordance with law.

Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may, unless the Board of Directors determines otherwise, only be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director; provided, however, that if the holders of any class or classes of stock or series thereof are entitled to elect one or more directors, vacancies and newly created directorships of such class or classes or series may only be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected.

SECTION 2. Election of Directors by Preferred Stockholders. During any period when the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specific number of directors, by reason of dividend arrearages or other provisions giving them the right to do so, then and during such time as such right continues (1) the then otherwise authorized number of directors shall be increased by such specified number of directors, and the holders of such Preferred Stock or such series thereof, voting as a class, shall be entitled to elect the additional directors so provided for, pursuant to the provisions of such Preferred Stock or series; (2) each such additional director shall serve for such term, and have such voting powers, as shall be stated in the provisions pertaining to such Preferred Stock or series; provided, however, that, notwithstanding the foregoing, any such director's term shall earlier expire upon the due election and qualification of a successor to such director or upon any resignation, disqualification or removal of such director in accordance with law. Whenever the holders of shares of any series of Preferred Stock are divested of such rights to elect a specified number of directors pursuant to the resolution or resolutions of the Board creating such series and providing for the issuance of such shares, the

terms of office of all directors elected by the holders of such series of Preferred Stock pursuant to such rights, or elected to fill any vacancies resulting from the death, resignation or removal of directors so elected by the holders of such series of Preferred Stock, shall forthwith terminate and the authorized number of directors shall be reduced accordingly.

SECTION 3. Stockholder Nominees. Nominations by stockholders of persons for election to the Board shall be made only in accordance with the procedures set forth in the Bylaws of the Corporation.

SECTION 4. Removal. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board, may be removed from office with or without cause, at any time, and only by the affirmative vote of the holders of a majority of the shares of Voting Stock then outstanding.

## ARTICLE X

## LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (the "Delaware Law"), a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify, in the manner and to the fullest extent permitted by the Delaware Law, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may indemnify, in the manner and to the fullest extent permitted by the Delaware Law, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Expenses incurred by any such director, officer, employee or agent in defending any such action, suit or proceeding may be advanced by the Corporation prior to the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified as authorized by the Delaware Law and this Article X. The Corporation may, to the fullest extent permitted by the Delaware Law, purchase and maintain insurance on behalf of any such director, officer, employee or agent against any liability which may be asserted against such person. To the fullest extent permitted by the Delaware Law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and, in the manner provided by the Delaware Law, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Delaware Law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, votes of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

No repeal or modification of the foregoing paragraph shall adversely affect any right or protection of a director of the Corporation existing by virtue of the foregoing paragraph at the time of such repeal or modification.

## ARTICLE XI

## AMENDMENT OF CORPORATE DOCUMENTS

SECTION 1. Certificate of Incorporation. In addition to any affirmative vote required by applicable law or any other provision of this Certificate of Incorporation or specified in any agreement, and in addition to any

voting rights granted to or held by the holders of Common Stock or Preferred Stock, any alteration, amendment, repeal or rescission (any "Change") of any provision of this Certificate of Incorporation must be approved by a majority of the directors of the Corporation then in office and by the affirmative vote of the holders of a majority of the Voting Stock then outstanding; provided, however, that if any such Change relates to any Article other than Articles I, II or VI hereof, or Section 1 of Article IV hereof, such Change must also be approved either (i) by a majority of the authorized number of directors, or (ii) by the affirmative vote of the holders of not less than 66-2/3% of the shares of Voting Stock then outstanding. Subject to the foregoing, the corporation reserves the right to alter, amend, repeal or rescind any provision contained in this Certificate of Incorporation in any manner now or hereafter prescribed by law.

SECTION 2. Bylaws. In addition to any affirmative vote required by applicable law and any voting rights granted to or held by the holders of Common Stock or Preferred Stock, any Change of any provision of the Bylaws of the Corporation must be approved either (A) by a majority of the authorized number of directors, or (B) by the affirmative vote of the holders of not less than 66-2/3% of the shares of Voting Stock then outstanding. Subject to the foregoing, the Board shall have the power to make, alter, amend, repeal or rescind the Bylaws of the Corporation.

**ARTICLE XII**

**CREDITOR COMPROMISES OR ARRANGEMENT**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting or the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockho1ders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**ARTICLE XIII**

**DEFINITIONS**

For purposes of this Certificate of Incorporation, the following terms shall have the meanings indicated, and all capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in Section 203(c) of the Delaware General Corporation Law, as in effect on the date hereof:

(A) "Board" shall mean the Board of Directors of the Corporation.

(B) "Voting Stock" shall mean stock of the Corporation of any class or series entitled to vote generally in the election of directors of the Corporation, and each reference herein to a percentage or portion of shares of Voting Stock shall refer to such percentage or portion of the votes entitled to be cast by the holders of such shares."

**Exhibit 3.2**

**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**DECKERS OUTDOOR CORPORATION**

**a Delaware corporation**

**(as amended through September 9, 2024)**

## ARTICLE I

## OFFICES

SECTION 1.1 Registered Office. The registered office of Deckers Outdoor Corporation (the "Corporation") shall be at 1013 Centre Road, City of Wilmington, County of New Castle, State of Delaware, and the name of the registered agent in charge thereof shall be Corporation Service Company.

SECTION 1.2 Principal Office. The principal office for the transaction of the business of the Corporation shall be at such place as the Board of Directors of the Corporation (the "Board") may determine. The Board is hereby granted full power and authority to change said principal office from one location to another.

SECTION 1.3 Other Offices. The Corporation may also have an office or offices at such other place or places, either within or without the State of Delaware, as the Board may from time to time determine or as the business of the Corporation may require.

## ARTICLE II

## MEETINGS OF STOCKHOLDERS

SECTION 2.1 Place of Meetings. All annual meetings of stockholders and all other meetings of stockholders, whether called by the Board or by stockholders, shall be held either at the principal office of the Corporation or at any other place within or without the State of Delaware that may be designated by (or in the manner determined by) the Board and at such date and time as may be designated by (or in the manner determined by) the Board.

SECTION 2.2 Annual Meetings. Annual meetings of stockholders of the Corporation for the purpose of electing directors and for the transaction of such other proper business as may come before such meetings may be held at such time and place and on such date as shall be determined by (or in the manner determined by) the Board.

SECTION 2.3 Special Meetings. Special meetings of stockholders of the Corporation for any purpose or purposes may only be called in accordance with the provisions of the Certificate of Incorporation.

SECTION 2.4 Notice of Meetings. Except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Delaware General Corporation Law or the Certificate of Incorporation of the Corporation), notice of each meeting of stockholders, whether annual or special, shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each stockholder of record entitled to vote at such meeting as of the record date for determining stockholders entitled to notice of the meeting

directed to such stockholder at such stockholder's address as it appears on the records of the Corporation. Every notice of a meeting of stockholders shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person or by proxy and vote at such meeting, the record date for determining stockholders entitled to vote at the meeting, if such date is different from the record date for determining stockholders entitled to notice of the meeting, and, in the case of a special meeting, shall also state the purpose for which the meeting is called. Notice of any meeting of stockholders shall not be required to be given to any stockholder to whom notice may be omitted pursuant to applicable Delaware law, and such notice shall be deemed waived by any stockholder who shall attend such meeting in person or by proxy, except a stockholder who shall attend such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise expressly required by law, notice of any adjourned meeting of stockholders need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 2.5 Quorum. Except as otherwise required by law, the holders of a majority of the voting power of all of the shares of stock of the Corporation entitled to be voted at the meeting, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of stockholders of the Corporation or any adjournment thereof. Where a separate vote by a class or classes or series is required, a majority of the voting power of the shares of such class or classes or series present in person or represented by proxy shall constitute a quorum entitled to take action with respect to that vote on that matter. Subject to the requirement of a larger percentage vote, if any, contained herein or by law, the stockholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding any withdrawal of stockholders that may leave less than a quorum remaining. In the absence of a quorum at any meeting or any adjournment thereof, a majority of the voting power of all the stockholders present in person or by proxy and entitled to vote thereat or any officer entitled to preside at, or to act as secretary of, such meeting may adjourn such meeting from time to time. The chairman of any meeting of stockholders shall have the power to adjourn the meeting to another place, if any, date or time. At any adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally called.

SECTION 2.6 Voting.

(A) Each stockholder shall, at each meeting of stockholders, be entitled to vote in person or by proxy each share of the stock of the Corporation that has voting rights on the matter in question and that shall have been held by such stockholder and registered in such stockholder's name on the books of the Corporation.

(B) Shares of the Corporation's capital stock shall neither be entitled to vote nor be counted for quorum purposes if such shares belong to (i) the Corporation, (ii) another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation or (iii) any other entity, if a majority of the voting power of such other entity is held, directly or indirectly, by the Corporation or if such other entity is otherwise controlled, directly or indirectly, by the Corporation. Persons holding stock of the Corporation in a fiduciary capacity shall be entitled to vote such stock. Persons whose stock is pledged shall be entitled to vote, unless in the transfer by the pledgor on the books of the Corporation the pledgor shall have expressly empowered the pledgee to vote thereon, in which case only the pledgee, or the pledgee's proxy, may represent such stock and vote thereon. Stock having voting power standing of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or with respect to which two or more persons have the

same fiduciary relationship, shall be voted in accordance with the provisions of the Delaware General Corporation Law.

(C) Any such voting rights may be exercised by the stockholder entitled thereto in person or by such stockholder's proxy appointed by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. At any meeting of stockholders at which a quorum is present, all matters, except as otherwise provided in these Bylaws by law or by the rules of any stock exchange upon which the Corporation's securities are listed, shall be decided by the affirmative vote of a majority in voting power of the stockholders present in person or by proxy and entitled to vote on the subject matter. The vote at any meeting of stockholders on any question need not be by ballot, unless so directed by the chairman of the meeting. On a vote by ballot, each ballot shall be signed by the stockholder voting, or by such stockholder's proxy, if there by such proxy, and it shall state the number of shares voted.

SECTION 2.7 Inspectors. The Corporation may, and to the extent required by law, shall, in advance of any meeting of stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The Corporation may designate one or more alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting may, and to the extent required by law, shall, appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. Every vote taken by ballots shall be counted by a duly appointed inspector or inspectors.

SECTION 2.8 Advance Notice of Stockholder Proposals and Stockholder Nominations.

(A) At any annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting (i) by or at the direction of the Board or (ii) by any stockholder of record of the Corporation who complies with the notice procedures set forth in this Section 2.8. For the avoidance of doubt, the foregoing clause (ii) shall be the exclusive means for a stockholder to make nominations or propose business (other than business included in the Corporation's proxy materials pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (such act, and the rules and regulations promulgated thereunder, the "Exchange Act")) at an annual meeting of the stockholders. For business to be properly brought before an annual meeting of the stockholders by a stockholder (other than business included in the Corporation's proxy materials pursuant to Rule 14a-8 under the Exchange Act and other than the nomination of a person for election as a director, which is governed by Section 2.8(B) below), (i) the stockholder must have given notice thereof, and in compliance with this Section 2.8(A), in writing to the Secretary of the Corporation not more than one hundred twenty (120) days and not less than ninety (90) days in advance of the one-year anniversary of the date on which the Corporation held the preceding year's annual meeting of stockholders; provided, however, that, subject to the following sentence, if the meeting is convened more than twenty-five (25) days prior to or delayed by more than twenty-five (25) days after the anniversary of the preceding year's annual meeting, or if no annual meeting was held in the preceding year, notice by the stockholder to be timely must be so received not later than the close of business on the later of the ninetieth (90th) day before such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made; and (ii) such business must otherwise be a proper matter for stockholder action. In no event shall any adjournment of a meeting or the announcement thereof, or postponement of a meeting for which notice has been given, commence a new time period for giving timely notice as described above. In addition, the stockholder providing such notice must be a stockholder of record both at the time the notice is given and at the time of the meeting at which the business

referenced in the notice will be considered. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address of the stockholder proposing such business and any Stockholder Affiliate, (iii) (A) the class and number of shares of the Corporation that are, directly or indirectly, beneficially owned by the stockholder and by any Stockholder Affiliate and (B) any derivative positions held or beneficially held by the stockholder and any Stockholder Affiliate and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including, but not limited to, any derivative position, short position, or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such stockholder or any Stockholder Affiliate with respect to the Corporation's securities; (iv) a description of all agreements, arrangements and understandings between such stockholder or any Stockholder Affiliate and any other person or persons (including their names) in connection with the proposal of such business by such stockholder, (v) any material interest of the stockholder or any Stockholder Affiliate in such business, and (vi) whether the stockholder or any Stockholder Affiliate intends to conduct a proxy solicitation. Furthermore, a stockholder providing such notice shall promptly provide any other information reasonably requested by the Corporation. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any meeting of the stockholders except in accordance with the procedures set forth in this Section 2.8. The chairman of any such meeting shall direct that any business not properly brought before the meeting shall not be considered.

For purposes of this Section 2.8, "public announcement" shall mean an announcement made in a press release reported by the Dow Jones News Services, Associated Press or a comparable national news service or in a document filed by the Corporation with the Securities and Exchange Commission, and "Stockholder Affiliate" means (i) any person controlling, directly or indirectly, or acting in concert with, any stockholder providing the notice pursuant to this Section 2.8, (ii) any beneficial owner of shares of stock of the Corporation owned of record or beneficially by such stockholder and (iii) any person controlling, controlled by or under common control with the Stockholder Affiliate.

(B) Nominations for the election of directors may be made by the Board or by any stockholder entitled to vote in the election of directors; provided, however, that a stockholder may nominate a person for election as a director at a meeting only if written notice of such stockholder's intent to make such nomination has been given to the Secretary of the Corporation not more than one hundred twenty (120) days and not less than ninety (90) days in advance of the one-year anniversary of the date on which the Corporation held the preceding year's annual meeting of stockholders; provided, however, that, subject to the following sentence, if the meeting is convened more than twenty-five (25) days prior to or delayed by more than twenty-five (25) days after the anniversary of the preceding year's annual meeting, or if no annual meeting was held in the preceding year, notice by the stockholder to be timely must be so received not later than the close of business on the later of the ninetieth (90th) day before such annual meeting or the tenth ($10^{th}$) day following the day on which public announcement of the date of such meeting is first made. In no event shall any adjournment of an annual meeting or the announcement thereof, or postponement of an annual meeting for which notice has been given, commence a new time period for giving timely notice as described above. Notwithstanding anything herein to the contrary, in the event that the number of directors to be elected to the Board is increased and there has been no public announcement made by the Corporation naming all of the nominees for director or indicating the increase in the size of the Board at least ten (10) days before the last day a stockholder may deliver a notice of nomination in accordance with the preceding sentence, a stockholder's notice required by this

bylaw shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be received by the Secretary not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation. In addition, the stockholder providing such notice must be a stockholder of record both at the time the notice is given and at the time of the annual meeting at which the directors nominated in the notice will be considered. Each such notice shall set forth: (i) the name and address of the stockholder who intends to make the nomination and of any Stockholder Affiliate; (ii) (A) the class and number of shares of the Corporation that are, directly or indirectly, beneficially owned by the stockholder and by any Stockholder Affiliate and (B) any derivative positions held or beneficially held by the stockholder and any Stockholder Affiliate and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including, but not limited to, any derivative position, short position, or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such stockholder or any Stockholder Affiliate with respect to the Corporation's securities; (iii) the name and address of the person or persons to be nominated; (iv) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting and nominate the person or persons specified in the notice; (v) a description of all arrangements or understandings between the stockholder or any Stockholder Affiliate on the one hand, and any nominee for election as a director on the other hand, pursuant to which the nomination or nominations are to be made by the stockholder; (vi) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the United States Securities and Exchange Commission had the nominee been nominated, or intended to be nominated, by the Board; (vii) the consent and commitment of each nominee to serve as a director of the Corporation; (viii) with respect to each nominee, a completed and signed questionnaire, representation and agreement required by Section 2.8(D) of these Bylaws; (ix) a description of all agreements, arrangements and understandings between such stockholder and Stockholder Affiliate and any other person or persons (including their names) in connection with the director nominee; and (x) whether the stockholder or any Stockholder Affiliate intends to conduct a proxy solicitation. In addition, the stockholder making such nomination shall promptly provide any other information reasonably requested by the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.8(B) or by or at the direction of the Board. The chairman of any meeting of stockholders shall direct that any nomination not made in accordance with these procedures be disregarded.

(C) Nominations of persons for election to the Board may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (i) by or at the direction of the Board or (ii) provided that directors are to be elected at such meeting, by any stockholder of the Corporation who (a) is a stockholder of record both at the time the notice is given and at the time of the special meeting, (b) is entitled to vote at the meeting, and (c) complies with the notice procedures set forth in Section 2.8(B) as to such nomination. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board, any such stockholder may nominate a person or persons for election if the stockholder's notice required by Section 2.8(B) of this Bylaw with respect to any nomination shall be delivered to the Secretary of the Corporation not later than ninety (90) days in advance of such meeting, or, if later, the tenth (10th) day following the first public announcement of the date of such meeting and of the nominees proposed by the Board to be elected at such meeting. In no event shall an adjournment of a special meeting or the announcement thereof, or the postponement of a special meeting for which notice has been

given, commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(D) To be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.8(B) and (C)) to the Secretary of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (A) is not and will not become a party to any (1) agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (2) Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law; (B) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed to the Corporation; and (C) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination as a director of the Corporation is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Corporation.

Notwithstanding the foregoing provisions of this Section 2.8, a stockholder shall also comply with all applicable requirements of the Exchange Act with respect to matters set forth in this Section 2.8.

## ARTICLE III

## BOARD OF DIRECTORS

SECTION 3.1 General Powers. Subject to any requirements in the Certificate of

Incorporation, these Bylaws, and of the Delaware General Corporation Law as to action which must be authorized or approved by the stockholders, any and all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be under the direction of, the Board to the fullest extent permitted by law.

SECTION 3.2 Number and Term of Office. The authorized number of directors of the Corporation shall be no less than one (1) and no more than eleven (11), as fixed from time to time by resolution adopted by the affirmative vote of a majority of the Whole Board, until this Section 3.2 is amended by a resolution duly adopted by the Board or by the stockholders of the Corporation, in either case in accordance with the provisions of Article XI of the Certificate of Incorporation. For purposes of these Bylaws, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. Directors need not be stockholders. Each of the directors of the Corporation shall hold office until the annual meeting of stockholders at which such director's term expires as provided in the Certificate of Incorporation and until such director's successor shall have been duly elected and shall qualify or until such director shall resign or shall have been removed in the manner provided in these Bylaws and in accordance with law.

SECTION 3.3 Election of Directors.

(A) In an uncontested election of directors, each director of the Corporation shall be elected by a majority of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors (a "majority vote"); provided, however, that, in a contested election, the directors shall be elected by a plurality of the votes cast by the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of this Section 3.3, (i) an "uncontested election" is an election in which the number of nominees for director is not greater than the number of directors to be elected, (ii) a "contested election" is an election in which the number of nominees for director nominated by (a) the Board or (b) any stockholder or (c) a combination of the Board and any stockholder, exceeds the number of directors to be elected, and (iii) a "majority of the votes cast" means that the number of votes "for" a nominee for director must exceed fifty percent (50%) of the votes cast. Votes "against" a nominee for director will count as votes cast, but "abstentions" will not count as votes cast. Prior to the meeting, the Board (or its designee) shall determine whether an election constitutes a contested election, and such determination shall remain effective from the date of such determination regardless of any change in the number of nominees for director or the number of directors to be elected.

(B) In order for any incumbent director to become a nominee for further service on the Board, such person must submit an irrevocable letter of resignation to the Board, which offer of resignation shall become effective (i) upon that incumbent director not receiving a majority vote in an uncontested election, and (ii) upon acceptance of the offer of resignation by the Board as set forth in this Section 3.3.

Within sixty (60) days following certification of the stockholder vote, the Corporation's Corporate Governance Committee (the "Committee") shall recommend to the Board the action to be taken with respect to such offer of resignation. In determining whether or not to recommend that the Board accept any resignation offer, the Committee shall be entitled to consider all factors believed relevant by the Committee's members, including, without limitation: (i) any stated reasons for the incumbent director not receiving the required majority vote and whether the underlying cause or causes are curable; (ii) the factors, if any, set forth in the guidelines or other policies that are to be considered by the Committee in evaluating potential candidates for the Board as such factors relate to each incumbent director who has so offered his or her resignation; (iii) the length of service of such incumbent director; (iv) the effect of such resignation on the Corporation's compliance with any law, rule, regulation, stock exchange listing standards or contractual obligations; (v) such incumbent director's contributions to the Corporation; and (vi) any other factors that the Committee believes are in the best interests of the Corporation.

The Board shall act on the Committee's recommendation within ninety (90) days following certification of the stockholder vote and shall notify the incumbent director concerned of its decision. In determining whether or not to accept any resignation offer, the Board shall take into account the factors considered by the Committee and any additional information and factors that the Board believes to be relevant. If any director's resignation offer is not accepted by the Board, the Board shall, within four (4) business days after reaching its decision, publicly disclose the decision, including the reasons for not accepting an offer of resignation, by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication.

Any director who tenders his or her offer to resign shall not participate in either the Committee's or the Board's consideration or other actions regarding whether to accept the offer of resignation. If each member of the Committee did not receive the required majority vote, a majority of the Board shall appoint a special committee

of independent directors for such purpose of making a recommendation to the Board. If no independent directors received the required majority vote, the Board shall act on the resignation offers.

(C) If any incumbent director's resignation offer is not accepted by the Board, such incumbent director shall continue to serve on the Board for the term for which he or she would have been elected and until his or her successor is duly elected and qualified, or until the incumbent director's earlier death, resignation, or removal. If an incumbent director's offer of resignation is accepted by the Board pursuant to this Section 3.3, or if a nominee for director is not elected by a majority vote and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3.5 hereof.

SECTION 3.4 Resignations. Any director of the Corporation may resign at any time by giving notice in writing or by electronic transmission to the Board or to the Secretary of the Corporation. A resignation is effective when delivered unless the resignation specifies a later date or an effective date determined upon the happening of an event or events.

SECTION 3.5 Vacancies and Newly Created Directorships. Except as otherwise provided in the Certificate of Incorporation, vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may, unless the Board determines otherwise, only be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director; provided, however, that if the holders of any class or classes of stock or series thereof are entitled to elect one or more directors, vacancies and newly created directorships of such class or classes or series may only be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected. Each director chosen to fill a vacancy shall hold office until such director's successor shall have been elected and shall qualify or until such director shall resign or shall have been removed. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

SECTION 3.6 Place of Meeting. The Board or any committee thereof may hold any of its meetings at such place or places within or without the State of Delaware as the Board or such committee may from time to time by resolution designate or as shall be designated by the person or persons calling the meeting or in the notice. Directors may participate in any regular or special meeting of the Board or any committee thereof by means of conference telephone or other communications equipment pursuant to which all persons participating in the meeting of the Board or such committee can hear each other, and such participation shall constitute presence in person at such meeting.

SECTION 3.7 Regular Meetings. Regular meetings of the Board may be held at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting shall be held at the same hour and place on the next succeeding business day not a legal holiday. Except as provided by law, notice of regular meetings need not be given.

SECTION 3.8 Special Meetings. Special meetings of the Board for any purpose or purposes shall be called at any time by the Chairman of the Board or, if the Chairman of the Board is absent or unable or refuses to act, by the Chief Executive Officer and President, and may also be called by a majority of the Whole Board. Except as otherwise required by law or by these Bylaws, written notice of the time and place of special meetings shall be delivered personally or by facsimile or electronic transmission to each director, or sent to each director by mail or

by other form of written communication, charges prepaid, addressed to such director at such director's address as it is shown upon the records of the Corporation. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail at least 48 hours prior to the time of the holding of the meeting. In case such notice is delivered personally or by facsimile or electronic transmission as above provided, it shall be delivered at least 24 hours prior to the time of the holding of the meeting. In case such notice is sent in writing through an overnight delivery service in circumstances to which such service guarantees next day delivery, it shall be sent such that such next day delivery is guaranteed for delivery at least 24 hours prior to the time of the holding of the meeting. Such mailing, telegraphing, delivery, facsimile transmission or electronic transmission as above provided shall be due, legal and personal notice to such director. Except where otherwise required by law or by these Bylaws, notice of the purpose of a special meeting need not be given. Attendance at a meeting shall constitute waiver of notice of such meeting, except when a director shall attend such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3.9 Quorum and Manner of Acting. Except as otherwise provided in these Bylaws, the Certificate of Incorporation or by applicable law, the presence of a majority of the total number of the Whole Board shall be required to constitute a quorum for the transaction of business at any meeting of the Board, and all matters shall be decided at any such meeting, a quorum being present, by the affirmative votes of a majority of the directors present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, provided any action taken is approved by at least a majority of the required quorum for such meeting. In the absence of a quorum, a majority of directors present at any meeting may adjourn the same from time to time until a quorum shall be present. The directors shall act only as a Board, and the individual directors shall have no power as such.

SECTION 3.10 Action by Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if consent in writing or by electronic transmission is given thereto by all members of the Board or of such committee, as the case may be, and such consent is filed with the minutes of proceedings of the Board or of such committee.

SECTION 3.11 Compensation. Directors, whether or not employees of the Corporation or any of its subsidiaries, may receive an annual fee for their services as directors in an amount fixed by resolution of the Board, and, in addition, a fixed fee, with or without expenses of attendance, may be allowed by resolution of the Board for attendance at each meeting, including each meeting of a committee of the Board. Such fees may be in the form of cash or other lawful consideration.

Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

SECTION 3.12 Committees. The Board may, by resolution passed by the affirmative vote of a majority of the Whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. Each such committee shall serve at the pleasure of the Board. Any such committee, to the extent provided in the resolution of the Board and subject to any restrictions or limitations on the delegation of power and authority imposed by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Any such committee shall keep written minutes of its meetings. Unless the Board or these Bylaws shall otherwise prescribe the manner of proceedings of any such committee, meetings of such committee may be regularly scheduled in advance and may be called at any time by

the chairman of the committee or by any two members thereof; otherwise, the provisions of these Bylaws with respect to notice and conduct of meetings of the Board shall govern committees of the Board and their actions.

## ARTICLE IV

## OFFICERS

SECTION 4.1 Officers. The officers of the Corporation shall be a Chairman, a Chief Executive Officer and President, a Chief Financial Officer, one or more Vice Presidents (the number thereof and their respective titles to be determined by or in the manner determined by the Board), a Secretary, and such other officers as may be appointed at the discretion of the Board in accordance with the provisions of Section 4.3 hereof.

SECTION 4.2 Election. The officers of the Corporation, except such officers as may be appointed or elected in accordance with the provisions of Sections 4.3 or 4.5 hereof, shall be chosen annually by (or in the manner determined by) the Board at the first meeting thereof, and each officer shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or until such officer's successor shall be elected and qualified.

SECTION 4.3 Other Officers. In addition to the officers chosen annually by (or in the manner determined by) the Board at its first meeting, the Board (or its designee) also may appoint or elect such other officers as the business of the Corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board (or its designee) may from time to time specify, and shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or until such officer's successor shall be elected and qualified.

SECTION 4.4 Removal. Any officer may be removed, either with or without cause, by resolution of the Board, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

SECTION 4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

SECTION 4.6 Chairman of the Board. The Chairman of the Board shall preside at all meetings of stockholders and at all meetings of the Board. The Chairman shall exercise and perform such powers and duties with respect to the business and affairs of the Corporation as may be assigned to the Chairman by the Board or such other powers and duties as may be prescribed by the Board or these Bylaws.

SECTION 4.7 Chief Executive Officer and President. The Chief Executive Officer and President shall exercise and perform such powers and duties with respect to the administration of the business and affairs of the Corporation as may from time to time be assigned to the Chief Executive Officer and President by the Board, or as may be prescribed by these Bylaws. In the absence or disability of the Chairman of the Board, or in the event and during the period of a vacancy in that office, the Chief Executive Officer and President shall perform all the duties of the Chairman of the Board, and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the Chairman of the Board.

SECTION 4.8 Chief Financial Officer. The Chief Financial Officer shall have the general responsibility for maintaining the financial records of the Corporation and such other powers and duties with respect

to the administration of the business and affairs of the Corporation as may from time to time be assigned to the Chief Financial Officer by the Board or the Chief Executive Officer and President or as may be prescribed by these Bylaws.

SECTION 4.9 Vice President. Each Vice President shall have such powers and perform such duties with respect to the administration of the business and affairs of the Corporation as may from time to time be assigned to such Vice President by the Board, or the Chief Executive Officer and President or as may be prescribed by these Bylaws. In the absence or disability of the Chairman of the Board and the Chief Executive Officer and President, the Vice Presidents in order of their rank as fixed by the Board, or if not ranked, any Vice President designated by the Board, shall perform all of the duties of the Chairman of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman of the Board.

SECTION 4.10 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation or such other place as the Board may order, a book of minutes of all meetings of directors and stockholders, with the time and place of holding, whether regular or special, and if special, how authorized and the notice thereof given, the names of those present at meetings of directors, the number of shares present or represented at meetings of stockholders, and the proceedings thereof.

## ARTICLE V

## CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

SECTION 5.1 Execution of Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 5.2 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. Each such officer, assistant, agent or attorney shall give such bond, if any, as the Board may require.

SECTION 5.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, or as may be selected by any officer or officers, assistant or assistants, agent or agents, or attorney or attorneys of the Corporation to whom such power shall have been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, the Chairman of the Board, the Chief Executive Officer and President, the Chief Financial Officer, any Vice President (or any other officer or officers, assistant or assistants, agent or agents, or attorney or attorneys of the Corporation who shall from time to time be determined by the Board) may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

SECTION 5.4 General and Special Bank Accounts. The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, assistant or assistants, agent or agents, or attorney or attorneys of the Corporation to whom such power shall have been delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

## ARTICLE VI

## SHARES AND THEIR TRANSFER

SECTION 6.1 Certificates for Stock. Every owner of stock represented by certificates shall be entitled to have a certificate or certificates, certifying the number and class or series of shares of the stock of the Corporation owned by such owner. The certificates representing shares of such stock shall be numbered in the order in which they shall be issued. Each holder of stock represented by certificates shall be entitled to a certificate signed by, or in the name of the Corporation by any two of the President, a Vice President, the Secretary, an Assistant Secretary, the Treasurer, Chief Financial Officer, an Assistant Treasurer or any other authorized officers of the Corporation, certifying the number of shares owned by him or her. Any or all of the signatures on the certificates may be a facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature has been placed upon, any such certificate, shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, such certificate may nevertheless be issued by the Corporation with the same effect as though the person who signed such certificate, or whose facsimile signature shall have been placed thereupon, were such an officer, transfer agent or registrar at the date of issue. A record shall be kept of the respective names of the persons, firms or corporations owning the stock represented by such certificates, the number and class or series of shares represented by such certificates, respectively, and the respective dates thereof, and in case of cancellation, the respective dates of cancellation. Every certificate surrendered to the Corporation for exchange or transfer shall be canceled, and no new certificate or certificates shall be issued in exchange for any existing certificate until such existing certificate shall have been so canceled, except in cases provided for in Section 6.4 hereof.

SECTION 6.2 Transfers of Stock. Transfers of shares of stock of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by such holder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary, or with a transfer clerk or a transfer agent appointed as provided in Section 6.3 hereof, and upon surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon. To the fullest extent permitted by law, the person in whose name shares of stock stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation. Whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact shall be so expressed in the entry of transfer if, when the certificate or certificates shall be presented to the Corporation for transfer, both the transferor and the transferee request the Corporation to do so.

SECTION 6.3 Regulations. The Board may make such rules and regulations, not inconsistent with these Bylaws, concerning the issue, transfer and registration of certificates for shares of the stock of the Corporation. It may appoint, or authorize any officer or officers to appoint, one or more transfer clerks or one or more transfer agents and one or more registrars, and may require all certificates for stock to bear the signature or signatures of any of them.

SECTION 6.4 Lost, Stolen, Destroyed, and Mutilated Certificates. In any case of loss, theft, destruction, or mutilation of any certificate of stock, another may be issued in its place upon proof of such loss, theft, destruction, or mutilation and upon the giving of a bond of indemnity to the Corporation in such form and in such sum as the Corporation may direct; provided, however, that a new certificate may be issued without requiring any bond when, in the judgment of the Corporation, it is proper so to do.

SECTION 6.5 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to

exercise any rights in respect of any other change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may, except as otherwise required by law, fix, in advance, a record date, which record date shall not precede the date on which the resolution fixing the record date is adopted and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any such other action. If the Board so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting, unless the Board determines that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, and, for determining stockholders entitled to receive payment of any dividend or other distribution or allotment of rights or to exercise any rights of change, conversion or exchange of stock or for any other purpose, the record date shall be at the close of business on the day on which the Board adopts a resolution relating thereto. A determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of such meeting; provided, however, that the Board may fix a new record date for the adjourned meeting in the manner provided by law.

## ARTICLE VII

## INDEMNIFICATION

SECTION 7.1 Indemnification of Directors and Officers. The Corporation shall indemnify, in the manner and to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (the "Delaware Law"), and by the Certificate of Incorporation, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to or is otherwise involved in, any threatened, pending or completed action, suit or proceeding (a "proceeding"), whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director, officer or trustee of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (an "indemnitee"); provided, however, that the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board The Corporation may, to the fullest extent permitted by the Delaware Law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against such person. The Corporation may create a trust fund, grant a security interest or use other means (including without limitation a letter of credit) to ensure the payment of such sums as may become necessary to effect the indemnification as provided herein. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Delaware Law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, the Corporation's Certificate of Incorporation, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

SECTION 7.2 Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 7.1 of this Article VII, an indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and

not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 7.2 or otherwise.

SECTION 7.3 Right of Indemnitee to Bring Suit. If a claim under Section 7.1 or 7.2 of this Article VII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. To the fullest extent permitted by law, if successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard of conduct for indemnification set forth in Section 145(a) or (b) of the Delaware General Corporation Law to the fullest extent permitted by law. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VII or otherwise shall be on the Corporation. Notwithstanding the foregoing, if an indemnitee is successful on the merits or otherwise in the defense of any proceeding (or in the defense of any claim, issue or matter therein), indemnitee shall be indemnified for his or her expenses (including attorneys' fees) actually and reasonably incurred in such defense, and the Corporation may not assert the failure to satisfy a standard of conduct as a basis to deny indemnification, or as a basis to recover amounts advanced, in connection with such defense.

SECTION 7.4 Indemnification of Employees and Agents. The Corporation may, but only to the extent that the Board may (but shall not be obligated to) authorize from time to time, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VII as they apply to the indemnification and advancement of expenses of directors and officers of the Corporation.

SECTION 7.5 Indemnification Agreement. The Corporation may enter into indemnification agreements with any one or more directors, officers, employees and agents upon resolution duly adopted by the Board. Such agreements may indemnify such persons to the fullest extent permitted by the Delaware law, the Certificate of Incorporation and this Article VII.

SECTION 7.6 Nature of Rights. The rights conferred upon indemnitees in this Article VII shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer or trustee and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article VII that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment or repeal.

**ARTICLE VIII**

**MISCELLANEOUS**

SECTION 8.1 Seal. The Board shall adopt a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and words showing that the Corporation was incorporated in the State of Delaware.

SECTION 8.2 Waiver of Notices. Whenever notice is required to be given by these Bylaws or the Certificate of Incorporation or by law, the person entitled to said notice may waive such notice in writing or by electronic transmission, either before or after the time stated therein, and such waiver shall be deemed equivalent to notice. Neither the business nor the purpose of any meeting need be specified in such a waiver. Attendance at any meeting shall constitute waiver of notice except attendance for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened.

SECTION 8.3 Amendments. Except as otherwise provided herein or in the Certificate of Incorporation, these Bylaws or any of them may be altered, amended, repealed or rescinded and new Bylaws may be adopted by the Board or by the stockholders at any annual or special meeting of stockholders. In addition to any affirmative vote required by applicable law and any voting rights granted to or held by the holders of Common Stock or Preferred Stock, any amendment, alteration, repeal or rescission of any provision of the Bylaws of the Corporation must be approved either (A) by a majority of the Whole Board, or (B) by the affirmative vote of the holders of not less than 66 2/3% of the voting power then outstanding.

SECTION 8.4 Representation of Other Corporations and Other Entities. The Chairman of the Board, the Chief Executive Officer and President, the Chief Financial Officer, the Secretary or any Vice President of the Corporation is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all equity interests or shares of any other entity or entities standing in the name of the Corporation. The authority herein granted to said officers to vote or represent on behalf of the Corporation any and all equity interests or shares held by the Corporation in any other entity or entities may be exercised either by such officers by written consent or in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

**ARTICLE**

**IX FORUM**

SECTION 9.1 Forum Selection. Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, all Internal Corporate Claims shall be brought solely and exclusively in the Court of Chancery of the State of Delaware (or, if such court does not have jurisdiction, the Superior Court of the State of Delaware, or, if such other court does not have jurisdiction, the United States District Court for the District of Delaware). "Internal Corporate Claims" means claims, including claims in the right of the Corporation, brought by a stockholder (including a beneficial owner) (i) that are based upon a violation of a duty by

a current or former director or officer or stockholder in such capacity or (ii) as to which the DGCL confers jurisdiction upon the Court of Chancery of the State of Delaware.

**EXHIBIT 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stefano Caroti, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Deckers Outdoor Corporation;

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

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

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

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

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

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

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

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

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

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

Date: October 31, 2024

/s/ STEFANO CAROTI

Stefano Caroti
*Chief Executive Officer, President, and Director*
*Deckers Outdoor Corporation*
*(Principal Executive Officer)*

**EXHIBIT 31.2**

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven J. Fasching, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Deckers Outdoor Corporation;

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

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

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

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

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

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

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

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

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

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

Date: October 31, 2024

/s/ STEVEN J. FASCHING

Steven J. Fasching
*Chief Financial Officer*
*Deckers Outdoor Corporation*
*(Principal Financial and Accounting Officer)*

**EXHIBIT 32.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to their knowledge, the Quarterly Report on Form 10-Q of Deckers Outdoor Corporation (the "Company") for the quarter ended September 30, 2024 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Report.

/s/ STEFANO CAROTI
Stefano Caroti
*Chief Executive Officer, President, and Director*
*Deckers Outdoor Corporation*
*(Principal Executive Officer)*

/s/ STEVEN J. FASCHING
Steven J. Fasching
*Chief Financial Officer*
*Deckers Outdoor Corporation*
*(Principal Financial and Accounting Officer)*

Date: October 31, 2024

*This certification is being furnished solely to accompany the Report pursuant to Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference. A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission upon request.*