

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

Some of the statements contained in this Form 10-Q and any documents incorporated herein by reference constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included or incorporated in this Form 10-Q are forward-looking statements, particularly statements which relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts, such as statements regarding our future financial condition or results of operations, the impact of the COVID-19 pandemic on our business and results of operations, expectations related to our acquisition of MIRROR, our prospects and strategies for future growth, the development and introduction of new products, and the implementation of our marketing and branding strategies. In many cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "intends," "predicts," "potential" or the negative of these terms or other comparable terminology.

The forward-looking statements contained in this Form 10-Q and any documents incorporated herein by reference reflect our current views about future events and are subject to risks, uncertainties, assumptions, and changes in circumstances that may cause events or our actual activities or results to differ significantly from those expressed in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, actions, levels of activity, performance, or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in "Risk Factors" and elsewhere in this report.

The forward-looking statements contained in this Form 10-Q reflect our views and assumptions only as of the date of this Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this Form 10-Q. Except as required by applicable securities law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

This information should be read in conjunction with the unaudited interim consolidated financial statements and the notes included in Item 1 of Part I of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes, and Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in our fiscal 2020 Annual Report on Form 10-K filed with the SEC on March 30, 2021. Fiscal 2021 and fiscal 2020 are referred to as "2021," and "2020," respectively. The first quarter of 2021 and 2020 ended on May 2, 2021 and May 3, 2020, respectively. Components of management's discussion and analysis of financial condition and results of operations include:

- [Overview and COVID-19 Update](#)
- [Financial Highlights](#)
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We disclose material non-public information through one or more of the following channels: our investor relations website (<http://investor.lululemon.com/>), the social media channels identified on our investor relations website, press releases, SEC filings, public conference calls, and webcasts.

Overview

lululemon athletica inc. is principally a designer, distributor, and retailer of healthy lifestyle inspired athletic apparel and accessories. We have a vision to be the experiential brand that ignites a community of people through sweat, grow, and connect, which we call "living the sweatlife." Since our inception, we have fostered a distinctive corporate culture; we promote a set of core values in our business which include taking personal responsibility, nurturing entrepreneurial spirit, acting with honesty and courage, valuing connection and inclusion, and choosing to have fun. These core values attract passionate and motivated employees who are driven to achieve personal and professional goals, and share our purpose "to elevate the world by unleashing the full potential within every one of us."

Our healthy lifestyle inspired athletic apparel and accessories are marketed under the lululemon brand. We offer a comprehensive line of apparel and accessories. Our apparel assortment includes items such as pants, shorts, tops, and jackets designed for a healthy lifestyle including athletic activities such as yoga, running, training, and most other sweaty pursuits. We also offer apparel designed for being On the Move and fitness-related accessories. We expect to continue to broaden our merchandise offerings through expansion across these product areas.

During the second quarter of 2020, we acquired Curiouser Products Inc., dba MIRROR. MIRROR is an in-home fitness company with an interactive workout platform that features live and on-demand classes. The acquisition of MIRROR bolsters our digital sweatlife offerings and brings immersive and personalized in-home sweat and mindfulness content to new and existing lululemon guests.

COVID-19 Update

COVID-19 continues to impact the global economy, result in disruption and volatility, and cause changes in consumer demand and behavior. While most of our retail locations remained open throughout the first quarter of fiscal 2021, certain locations were temporarily closed based on government and health authority guidance in those markets, including in parts of Europe and Canada, as well as other markets.

In accordance with relevant government and health authority guidance, we continue to operate our distribution centers and retail locations with restrictive and precautionary measures in place. These measures are market dependent and can include restricted occupancy levels, physical distancing, enhanced cleaning and sanitation, and reduced operating hours.

Governments and public health officials around the world have imposed and continue to impose restrictions and to recommend precautions to mitigate the spread of the virus. These restrictions are not coordinated among various markets and we believe we will continue to experience differing levels of disruption and volatility, market by market.

Prior to the COVID-19 pandemic, guest shopping preferences were shifting towards digital platforms and we had been investing in our websites, mobile apps, and omni-channel capabilities. We believe COVID-19 further shifted guest shopping behavior and we have seen significant increases in traffic to our websites and digital apps. This increased traffic contributed to the significant growth in our direct to consumer net revenue in 2020 and in the first quarter of 2021. While we expect our direct to consumer business to grow in fiscal 2021, we expect the year over year growth rate to moderate compared to 2020.

There remains significant uncertainty regarding the extent and duration of the impact that COVID-19 will have on our operations. Continued proliferation of the virus, resurgence, or the emergence of new variants may result in further or prolonged closures of our retail locations and distribution centers, reduce operating hours, interrupt our supply chain, cause changes in guest behavior, and reduce discretionary spending. Such factors are beyond our control and could elicit further actions and recommendations from governments and public health authorities.

Financial Highlights

For the first quarter of 2021, compared to the first quarter of 2020:

- Net revenue increased 88% to \$1.2 billion. On a constant dollar basis, net revenue increased 83%.
- Company-operated stores net revenue increased 106% to \$536.6 million.
- Direct to consumer net revenue increased 55% to 545.1 million, or increased 50% on a constant dollar basis.
- Gross profit increased 109% to \$700.3 million.
- Gross margin increased 580 basis points to 57.1%.
- Income from operations increased 492% to \$193.8 million.
- Operating margin increased 1,080 basis points to 15.8%.
- Income tax expense increased 827% to \$49.1 million. Our effective tax rate for the first quarter of 2021 was 25.3% compared to 15.6% for the first quarter of 2020.
- Diluted earnings per share were \$1.11 compared to \$0.22 in the first quarter of 2020. This includes \$7.3 million and \$2.0 million of after-tax costs related to the MIRROR acquisition in the first quarter of 2021 and 2020, respectively, which reduced diluted earnings per share by \$0.05 and \$0.01 in the first quarter of 2021 and 2020, respectively.

Refer to the non-GAAP reconciliation tables contained in the "Non-GAAP Financial Measures" section of this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" for reconciliations between constant dollar changes in net revenue and direct to consumer net revenue and the most directly comparable measures calculated in accordance with GAAP.

Quarter-to-Date Results of Operations: First Quarter Results

The following table summarizes key components of our results of operations for the periods indicated:

	First Quarter			
	2021	2020	2021	2020
	<i>(In thousands)</i>		<i>(Percentage of net revenue)</i>	
Net revenue	\$ 1,226,465	\$ 651,962	100.0 %	100.0 %
Cost of goods sold	526,151	317,560	42.9	48.7
Gross profit	700,314	334,402	57.1	51.3
Selling, general and administrative expenses	496,634	299,583	40.5	46.0
Amortization of intangible assets	2,195	23	0.2	—
Acquisition-related expenses	7,664	2,045	0.6	0.3
Income from operations	193,821	32,751	15.8	5.0
Other income (expense), net	227	1,174	—	0.2
Income before income tax expense	194,048	33,925	15.8	5.2
Income tax expense	49,092	5,293	4.0	0.8
Net income	\$ 144,956	\$ 28,632	11.8 %	4.4 %

Net Revenue

Net revenue increased \$574.5 million, or 88%, to \$1.2 billion for the first quarter of 2021 from \$652.0 million for the first quarter of 2020. On a constant dollar basis, assuming the average exchange rates for the first quarter of 2021 remained constant with the average exchange rates for the first quarter of 2020, net revenue increased \$541.1 million, or 83%.

The increase in net revenue was primarily due to increased company-operated store and other net revenue, primarily due to retail locations that were temporarily closed during the first quarter of 2020, as a result of COVID-19, being open during the first quarter of 2021. Direct to consumer net revenue also increased, partially due to a shift in the way guests are shopping as a result COVID-19.

Net revenue for the first quarter of 2021 and 2020 is summarized below.

	First Quarter					
	2021	2020	2021	2020	Year over year change	
	<i>(In thousands)</i>		<i>(Percentages)</i>		<i>(In thousands)</i>	<i>(Percentages)</i>
Company-operated stores	\$ 536,584	\$ 259,970	43.8 %	39.9 %	\$ 276,614	106.4 %
Direct to consumer	545,089	352,039	44.4	54.0	193,050	54.8
Other	144,792	39,953	11.8	6.1	104,839	262.4
Net revenue	\$ 1,226,465	\$ 651,962	100.0 %	100.0 %	\$ 574,503	88.1 %

Company-Operated Stores. The increase in net revenue from our company-operated stores was primarily due to most of our stores being open for the entire first quarter of 2021. All of our stores in North America, Europe, and certain countries in Asia Pacific were closed for a significant portion of the first quarter of 2020 as a result of COVID-19. We opened 34 net new company-operated stores since the first quarter of 2020 which also contributed to the increase in net revenue. This included 16 stores in Asia Pacific, 15 stores in North America, and three stores in Europe.

Direct to Consumer. Direct to consumer net revenue increased 55%, and increased 50% on a constant dollar basis. The increase in net revenue from our direct to consumer segment was primarily a result of increased traffic, as well as improved conversion rates and an increase in dollar value per transaction. The increase in traffic was partially due to a shift in the way guests are shopping as a result COVID-19.

Other channels. The increase in net revenue from our other channels was primarily due to most of our temporary retail locations and outlets being open for the entire first quarter of 2021. All of our retail locations in North America, Europe, and certain countries in Asia Pacific were closed for a significant portion of the first quarter of 2020, as a result of COVID-19. Net revenue from MIRROR, which we acquired during the second quarter of 2020, also contributed to the increase in other net revenue.

Gross Profit

	First Quarter			
	2021	2020	Year over year change	
	<i>(In thousands)</i>		<i>(In thousands)</i>	<i>(Percentage)</i>
Gross profit	\$ 700,314	\$ 334,402	\$ 365,912	109.4 %
Gross margin	57.1 %	51.3 %	580 basis points	

The increase in gross margin was primarily the result of:

- a decrease in depreciation and occupancy costs as a percentage of net revenue of 540 basis points, driven primarily by the increase in net revenue;
- a decrease in costs related to our product departments and our distribution centers as a percentage of net revenue of 100 basis points, primarily due to the increase in net revenue; and
- a favorable impact of foreign exchange rates of 50 basis points.

The increase in gross margin was partially offset by a decrease in product margin of 110 basis points, primarily due to higher air freight costs as a result of COVID-19 impacts on logistics availability and costs, partially offset by lower markdowns and inventory provision expenses.

Selling, General and Administrative Expenses

	First Quarter			
	2021	2020	Year over year change	
	<i>(In thousands)</i>		<i>(In thousands)</i>	<i>(Percentage)</i>
Selling, general and administrative expenses	\$ 496,634	\$ 299,583	\$ 197,051	65.8 %
Selling, general and administrative expenses as a percentage of net revenue	40.5 %	46.0 %	(550) basis points	

The increase in selling, general and administrative expenses was primarily due to:

- an increase in costs related to our operating channels of \$106.5 million, comprised of:
 - an increase in employee costs of \$38.7 million primarily due to higher incentive compensation expenses for our company-operated stores and other retail locations, as well as higher salaries and wages expense in our company-operated stores, other, and direct to consumer channels primarily from the growth in our business;
 - an increase in variable costs of \$38.2 million primarily due to an increase in distribution costs, credit card fees, and packaging costs as a result of increased net revenue;
 - an increase in brand and community costs of \$25.4 million primarily due to an increase in digital marketing expenses; and
 - an increase in operating costs of \$4.2 million primarily due to depreciation and information technology costs;
- an increase in head office costs of \$73.1 million, comprised of:
 - an increase in costs of \$37.6 million primarily due to increased professional fees, information technology costs, brand and community costs, and depreciation; and
 - an increase in employee costs of \$35.5 million primarily due to increased salaries and wages expense primarily as a result of headcount growth, higher incentive compensation expense, and increased stock-based compensation expense, partially offset by decreased travel expenses primarily due to restrictions related to the pandemic;
- a decrease in government payroll subsidies of \$14.3 million due to no government payroll subsidies being recognized in the first quarter of 2021; and

- an increase in net foreign exchange and derivative revaluation losses of \$3.2 million.

Amortization of intangible assets

	First Quarter			
	2021	2020	Year over year change	
	<i>(In thousands)</i>		<i>(In thousands)</i> <i>(Percentage)</i>	
Amortization of intangible assets	\$ 2,195	\$ 23	\$ 2,172	n/a

The increase in the amortization of intangible assets was the result of the amortization of intangible assets recognized upon the acquisition of MIRROR during the second quarter of 2020.

Acquisition-related expenses

	First Quarter			
	2021	2020	Year over year change	
	<i>(In thousands)</i>		<i>(In thousands)</i> <i>(Percentage)</i>	
Acquisition-related expenses	\$ 7,664	\$ 2,045	\$ 5,619	274.8 %

In connection with our acquisition of MIRROR, we recognized acquisition-related compensation expenses of \$7.2 million for deferred consideration for certain continuing MIRROR employees in the first quarter of 2021. We also recognized transaction and integration related costs of \$0.5 million and \$2.0 million in the first quarter of 2021 and 2020, respectively.

Income from Operations

On a segment basis, we determine income from operations without taking into account our general corporate expenses. Segmented income from operations is summarized below.

	First Quarter					
	2021	2020	2021	2020	Year over year change	
	<i>(In thousands)</i>		<i>(Percentage of net revenue of respective operating segment)</i>		<i>(In thousands)</i> <i>(Percentage)</i>	
Segmented income from operations:						
Company-operated stores	\$ 99,148	\$ (30,154)	18.5 %	(11.6)%	\$ 129,302	n/a
Direct to consumer	236,933	156,947	43.5	44.6	79,986	51.0 %
Other	14,506	(269)	10.0	(0.7)	14,775	n/a
	\$ 350,587	\$ 126,524			\$ 224,063	177.1 %
General corporate expense	146,907	91,705			55,202	60.2
Amortization of intangible assets	2,195	23			2,172	n/a
Acquisition-related expenses	7,664	2,045			5,619	274.8
Income from operations	\$ 193,821	\$ 32,751			\$ 161,070	491.8 %
Operating margin	15.8 %	5.0 %			1,080 basis points	

Company-Operated Stores. The increase in income from operations from our company-operated stores was primarily the result of increased gross profit of \$177.6 million, driven by increased net revenue and higher gross margin. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, primarily due to higher people and operating costs. People costs increased primarily due to higher incentive compensation and higher salaries and wages expense as a result of an increased number of company-operated stores. Store operating costs increased primarily due to government payroll subsidies that were recognized during the first quarter of 2020. No government payroll subsidies were recognized during the first quarter of 2021. There were also increases in distribution costs and credit card fees as a result of higher net revenue. Income from operations as a percentage of company-operated stores net revenue increased due to higher gross margin and leverage on selling, general and administrative expenses.

Direct to Consumer. The increase in income from operations from our direct to consumer segment was primarily the result of increased gross profit of \$129.7 million driven by increased net revenue. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, primarily due to higher operating costs, driven by higher variable costs including distribution costs, credit card fees, and packaging as a result of higher net revenue, as well as higher

digital marketing expenses, employee costs, and information technology expenses. Income from operations as a percentage of direct to consumer net revenue decreased primarily due to deleverage on selling, general and administrative expenses.

Other channels. The increase in income from operations was primarily the result of increased gross profit of \$58.7 million, primarily due to increased net revenue. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses driven by MIRROR digital marketing expenses, higher salaries and wages and incentive compensation, as well as increased credit card fees and distribution costs as a result of higher net revenue. Income from operations as a percentage of other net revenue increased primarily due to an increase in gross margin, partially offset by deleverage on selling, general and administrative expenses.

General Corporate Expenses. The increase in general corporate expenses was primarily due to increased people costs primarily from the growth in our business as well as increased professional fees, information technology costs, brand and community costs, and depreciation. An increase in net foreign exchange and derivative revaluation losses of \$3.2 million also contributed to the increase in general corporate expenses. The increase in general corporate expense was partially offset by decreased travel expenses primarily related to restrictions related to the pandemic.

Other Income (Expense), Net

	First Quarter		
	2021	2020	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Other income (expense), net	\$ 227	\$ 1,174	\$ (947) (80.7)%

The decrease in other income, net was primarily due to a decrease in interest income as a result of lower interest rates.

Income Tax Expense

	First Quarter		
	2021	2020	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Income tax expense	\$ 49,092	\$ 5,293	\$ 43,799 827.5 %
Effective tax rate	25.3 %	15.6 %	970 basis points

The increase in the effective tax rate was primarily due to higher pre-tax income in the first quarter of 2021. The lower level of pre-tax income in the first quarter of 2020 meant that discrete tax deductions related to stock-based compensation in that quarter represented a higher proportion of income before tax expense and so reduced the overall effective tax rate.

Net Income

	First Quarter		
	2021	2020	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Net income	\$ 144,956	\$ 28,632	\$ 116,324 406.3 %

The increase in net income was primarily due to an increase in gross profit of \$365.9 million, partially offset by an increase in selling, general and administrative expenses of \$197.1 million, an increase in income tax expense of \$43.8 million, acquisition-related expenses of \$7.7 million, amortization of intangible assets of \$2.2 million, and a decrease in other income (expense), net of \$0.9 million.

Comparable Store Sales and Total Comparable Sales

We use comparable store sales to assess the performance of our existing stores as it allows us to monitor the performance of our business without the impact of recently opened or expanded stores. We use total comparable sales to evaluate the performance of our business from an omni-channel perspective. We therefore believe that investors would similarly find these metrics useful in assessing the performance of our business. However, as the temporary store closures from COVID-19 during the first quarter of 2020 resulted in a significant number of stores being removed from our comparable store calculations, we believe total comparable sales and comparable store sales are not currently representative of the underlying trends of our business. We do not believe these metrics are currently useful to investors in understanding performance, therefore we have not included these metrics in our discussion and analysis of results of operations.

Non-GAAP Financial Measures

Constant dollar changes in net revenue and direct to consumer net revenue are non-GAAP financial measures.

A constant dollar basis assumes the average foreign exchange rates for the period remained constant with the average foreign exchange rates for the same period of the prior year. We provide constant dollar changes in our results to help investors understand the underlying growth rate of net revenue excluding the impact of changes in foreign exchange rates.

The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or with greater prominence to, the financial information prepared and presented in accordance with GAAP. A reconciliation of the non-GAAP financial measures follows, which includes more detail on the GAAP financial measure that is most directly comparable to each non-GAAP financial measure, and the related reconciliations between these financial measures.

Constant dollar changes in net revenue

The below changes in net revenue show the change compared to the corresponding period in the prior year.

	First Quarter 2021		
	Net Revenue	Direct to Consumer Net Revenue	
	<i>(In thousands)</i>	<i>(Percentages)</i>	<i>(Percentages)</i>
Change	\$ 574,503	88 %	55 %
Adjustments due to foreign exchange rate changes	(33,391)	(5)	(5)
Change in constant dollars	\$ 541,112	83 %	50 %

Seasonality

Our business is affected by the general seasonal trends common to the retail apparel industry. Our annual net revenue is weighted more heavily toward our fourth fiscal quarter, reflecting our historical strength in sales during the holiday season, while our operating expenses are more equally distributed throughout the year. As a result, a substantial portion of our operating profits are generated in the fourth quarter of our fiscal year. For example, we generated approximately 56% and 47% of our full year operating profit during the fourth quarters of 2020 and 2019, respectively. Due to a significant number of our company-operated stores being temporarily closed due to COVID-19 during the first two quarters of 2020, we earned a higher proportion of our operating profit during the last two quarters of 2020 compared to prior years.

Liquidity and Capital Resources

Our primary sources of liquidity are our current balances of cash and cash equivalents, cash flows from operations, and capacity under our committed revolving credit facility. Our primary cash needs are capital expenditures for opening new stores and remodeling or relocating existing stores, investing in information technology and making system enhancements, funding working capital requirements, and making other strategic capital investments both in North America and internationally. We may also use cash to repurchase shares of our common stock. Cash and cash equivalents in excess of our needs are held in interest bearing accounts with financial institutions, as well as in money market funds, treasury bills, and term deposits.

We believe that our cash and cash equivalent balances, cash generated from operations, and borrowings available to us under our committed revolving credit facility will be adequate to meet our liquidity needs and capital expenditure requirements for at least the next 12 months. Our cash from operations may be negatively impacted by a decrease in demand for our products, as well as the other factors described in "Item 1A. Risk Factors". In addition, we may make discretionary capital improvements with respect to our stores, distribution facilities, headquarters, or systems, or we may repurchase shares under an approved stock repurchase program, which we would expect to fund through the use of cash, issuance of debt or equity securities or other external financing sources to the extent we were unable to fund such capital expenditures out of our cash and cash equivalents and cash generated from operations.

The following table includes certain measures of our liquidity:

	May 2, 2021
	<i>(In thousands)</i>
Cash and cash equivalents	\$ 1,179,739
Working capital excluding cash and cash equivalents ⁽¹⁾	108,899
Capacity under committed revolving credit facility	397,271

(1) Working capital is calculated as current assets of \$2.3 billion less current liabilities of \$1.0 billion.

The following table summarizes our net cash flows provided by and used in operating, investing, and financing activities for the periods indicated:

	First Quarter		
	2021	2020	Year over year change
	<i>(In thousands)</i>		
Total cash provided by (used in):			
Operating activities	\$ 214,109	\$ (121,243)	\$ 335,352
Investing activities	(85,464)	(45,626)	(39,838)
Financing activities	(122,235)	(90,587)	(31,648)
Effect of exchange rate changes on cash	22,812	(13,043)	35,855
Increase (decrease) in cash and cash equivalents	\$ 29,222	\$ (270,499)	\$ 299,721

Operating Activities

The increase in cash provided by operating activities was primarily as a result of:

- increased net income of \$116.3 million;
- an increase in cash flows from the changes in operating assets and liabilities of \$176.1 million. This increase was driven by changes in accrued compensation, our inventory levels, and prepaid expenses and other current assets; and
- changes in adjusting items of \$42.9 million, primarily driven by higher cash inflows related to derivatives not designated in a hedging relationship, and due to increased stock-based compensation and depreciation expense.

Investing Activities

The increase in cash used in investing activities was primarily the result of the settlement of net investment hedges and an increase in capital expenditures. The increase in capital expenditures was primarily due to increased capital expenditures for our direct to consumer segment driven by investment in our distribution centers. This was partially offset by decreased expenditures for our company-operated stores.

Financing Activities

The increase in cash used in financing activities was primarily the result of an increase in stock repurchases. Cash used in financing activities for the first quarter of 2021 included \$83.8 million to repurchase 0.3 million shares of our common stock compared to \$63.7 million to repurchase 0.4 million shares for the first quarter of 2020. The common stock was repurchased in the open market at prevailing market prices, including under plans complying with the provisions of Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, with the timing and actual number of shares repurchased depending upon market conditions, eligibility to trade, and other factors.

Revolving Credit Facilities

North America revolving credit facility

During 2016, we obtained a \$150.0 million committed and unsecured five-year revolving credit facility with major financial institutions. On June 6, 2018, we amended the credit agreement to provide for (i) an increase in the aggregate commitments under the revolving credit facility to \$400.0 million, with an increase of the sub-limits for the issuance of letters

of credit and extensions of swing line loans to \$50.0 million for each, (ii) an increase in the option, subject to certain conditions, to request increases in commitments from \$400.0 million to \$600.0 million and (iii) an extension in the maturity of the facility from December 15, 2021 to June 6, 2023. Borrowings under the facility may be made in U.S. Dollars, Euros, Canadian Dollars, and in other currencies, subject to the lenders' approval.

As of May 2, 2021, aside from letters of credit of \$2.7 million, we had no other borrowings outstanding under this credit facility.

Borrowings under the facility bear interest at a rate equal to, at our option, either (a) rates based on deposits on the interbank market for U.S. Dollars or the applicable currency in which the borrowings are made ("LIBOR") or (b) an alternate base rate, plus, an applicable margin determined by reference to a pricing grid, based on the ratio of indebtedness to earnings before interest, tax, depreciation, amortization, and rent ("EBITDAR") and ranges between 1.00%-1.50% for LIBOR loans and 0.00%-0.50% for alternate base rate loans. Additionally, a commitment fee of between 0.10%-0.20% is payable on the average unused amounts under the revolving credit facility, and fees of 1.00%-1.50% are payable on unused letters of credit.

The credit agreement contains negative covenants that, among other things and subject to certain exceptions, limit the ability of our subsidiaries to incur indebtedness, incur liens, undergo fundamental changes, make dispositions of all or substantially all of their assets, alter their businesses and enter into agreements limiting subsidiary dividends and distributions.

We are also required to maintain a consolidated rent-adjusted leverage ratio of not greater than 3.5:1 and to maintain the ratio of consolidated EBITDAR to consolidated interest charges (plus rent) below 2:1. The credit agreement also contains certain customary representations, warranties, affirmative covenants, and events of default (including, among others, an event of default upon the occurrence of a change of control). As of May 2, 2021, we were in compliance with the covenants of the credit facility.

Mainland China revolving credit facility

In December 2019, we entered into an uncommitted and unsecured 130.0 million Chinese Yuan revolving credit facility with terms that are reviewed on an annual basis. The credit facility was increased to 230.0 million Chinese Yuan during 2020. It is comprised of a revolving loan of up to 200.0 million Chinese Yuan and a financial guarantee facility of up to 30.0 million Chinese Yuan, or its equivalent in another currency. Loans are available for a period not to exceed 12 months, at an interest rate equal to the loan prime rate plus a spread of 0.5175%. We are required to comply with certain covenants. As of May 2, 2021, we were in compliance with the covenant and there were no borrowings or guarantees outstanding under this credit facility.

Off-Balance Sheet Arrangements

We enter into standby letters of credit to secure certain of our obligations, including leases, taxes, and duties. As of May 2, 2021, letters of credit and letters of guarantee totaling \$3.2 million had been issued, including \$2.7 million under our committed revolving credit facility.

We have not entered into any transactions, agreements or other contractual arrangements to which an entity unconsolidated with us is a party and under which we have (i) any obligation under a guarantee, (ii) any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity, (iii) any obligation under derivative instruments that are indexed to our shares and classified as equity in our consolidated balance sheets, or (iv) any obligation arising out of a variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions. Predicting future events is inherently an imprecise activity and, as such, requires the use of judgment. Actual results may vary from our estimates in amounts that may be material to the financial statements. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our consolidated financial statements.

Our critical accounting policies and estimates are discussed within "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2020 Annual Report on Form 10-K filed with the SEC on March 30, 2021.

Operating Locations

Our company-operated stores by country as of May 2, 2021 and January 31, 2021 are summarized in the table below.

Number of company-operated stores by country	May 2, 2021	January 31, 2021
United States	315	315
Canada	62	62
People's Republic of China ⁽¹⁾	56	55
Australia	30	31
United Kingdom	16	16
South Korea	9	7
Germany	7	7
New Zealand	7	7
Japan	6	6
Singapore	4	4
France	3	3
Malaysia	2	2
Sweden	2	2
Ireland	1	1
Netherlands	1	1
Norway	1	1
Switzerland	1	1
Total company-operated stores	523	521

⁽¹⁾ PRC included seven stores in Hong Kong, Special Administrative Region, two stores in Macao, Special Administration Region, and two stores in Taiwan as of May 2, 2021 and January 31, 2021.

Retail locations operated by third parties under license and supply arrangements are not included in the above table. As of May 2, 2021, there were eight licensed locations, including four in Mexico, three in the United Arab Emirates, and one in Qatar.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Risk. The functional currency of our international subsidiaries is generally the applicable local currency. Our consolidated financial statements are presented in U.S. dollars. Therefore, the net revenue, expenses, assets, and liabilities of our international subsidiaries are translated from their functional currencies into U.S. dollars. Fluctuations in the value of the U.S. dollar affect the reported amounts of net revenue, expenses, assets, and liabilities. Foreign exchange differences which arise on translation of our international subsidiaries' balance sheets into U.S. dollars are recorded as a foreign currency translation adjustment in accumulated other comprehensive income or loss within stockholders' equity.

We also have exposure to changes in foreign exchange rates associated with transactions which are undertaken by our subsidiaries in currencies other than their functional currency. Such transactions include intercompany transactions and inventory purchases denominated in currencies other than the functional currency of the purchasing entity. As a result, we have been impacted by changes in exchange rates and may be impacted for the foreseeable future. The potential impact of currency fluctuation increases as our international expansion increases.

As of May 2, 2021, we had certain forward currency contracts outstanding in order to hedge a portion of the foreign currency exposure that arises on translation of a Canadian subsidiary into U.S. dollars. We also had certain forward currency contracts outstanding in an effort to reduce our exposure to the foreign exchange revaluation gains and losses that are recognized by our Canadian and Chinese subsidiaries on U.S. dollar denominated monetary assets and liabilities. Please refer to Note 7. Derivative Financial Instruments included in Item 1 of Part I of this report for further information, including details of the notional amounts outstanding.

In the future, in an effort to reduce foreign exchange risks, we may enter into further derivative financial instruments including hedging additional currency pairs. We do not, and do not intend to, engage in the practice of trading derivative securities for profit.

We currently generate a significant portion of our net revenue and incur a significant portion of our expenses in Canada. We also hold a significant portion of our net assets in Canada. The reporting currency for our consolidated financial statements is the U.S. dollar. A strengthening of the U.S. dollar against the Canadian dollar results in:

- the following impacts to the consolidated statements of operations:
 - a decrease in our net revenue upon translation of the sales made by our Canadian operations into U.S. dollars for the purposes of consolidation;
 - a decrease in our selling, general and administrative expenses incurred by our Canadian operations upon translation into U.S. dollars for the purposes of consolidation;
 - foreign exchange revaluation gains by our Canadian subsidiaries on U.S. dollar denominated monetary assets and liabilities; and
 - derivative valuation losses on forward currency contracts not designated in a hedging relationship;
- the following impacts to the consolidated balance sheets:
 - a decrease in the foreign currency translation adjustment which arises on the translation of our Canadian subsidiaries' balance sheets into U.S. dollars; and
 - an increase in the foreign currency translation adjustment from derivative valuation losses on forward currency contracts, entered into as net investment hedges of a Canadian subsidiary.

During the first quarter of 2021, the change in the relative value of the U.S. dollar against the Canadian dollar resulted in a \$67.1 million reduction in accumulated other comprehensive loss within stockholders' equity. During the first quarter of 2020, the change in the relative value of the U.S. dollar against the Canadian dollar resulted in a \$74.4 million increase in accumulated other comprehensive loss within stockholders' equity.

A 10% appreciation in the relative value of the U.S. dollar against the Canadian dollar compared to the exchange rates in effect for the first quarter of 2021 would have resulted in lower income from operations of approximately \$11.6 million. This assumes a consistent 10% appreciation in the U.S. dollar against the Canadian dollar over the first quarter of 2021. The timing of changes in the relative value of the U.S. dollar combined with the seasonal nature of our business, can affect the magnitude of the impact that fluctuations in foreign exchange rates have on our income from operations.

Interest Rate Risk. Our committed revolving credit facility provides us with available borrowings in an amount up to \$400.0 million. Because our revolving credit facilities bear interest at a variable rate, we will be exposed to market risks relating to changes in interest rates, if we have a meaningful outstanding balance. As of May 2, 2021, aside from letters of credit of \$2.7 million, there were no borrowings outstanding under these credit facilities. We currently do not engage in any interest rate hedging activity and currently have no intention to do so. However, in the future, if we have a meaningful outstanding balance under our revolving facility, in an effort to mitigate losses associated with these risks, we may at times enter into derivative financial instruments, although we have not historically done so. These may take the form of forward contracts, option contracts, or interest rate swaps. We do not, and do not intend to, engage in the practice of trading derivative securities for profit.

Our cash and cash equivalent balances are held in the form of cash on hand, bank balances, short-term deposits and treasury bills with original maturities of three months or less, and in money market funds. We do not believe these balances are subject to material interest rate risk.

Credit Risk. We have cash on deposit with various large, reputable financial institutions and have invested in U.S. and Canadian Treasury Bills, and in AAA-rated money market funds. The amount of cash and cash equivalents held with certain financial institutions exceeds government-insured limits. We are also exposed to credit-related losses in the event of nonperformance by the financial institutions that are counterparties to our forward currency contracts. The credit risk amount is our unrealized gains on our derivative instruments, based on foreign currency rates at the time of nonperformance. We have not experienced any losses related to these items, and we believe credit risk to be minimal. We seek to minimize our credit risk by entering into transactions with credit worthy and reputable financial institutions and by monitoring the credit

standing of the financial institutions with whom we transact. We seek to limit the amount of exposure with any one counterparty.

Inflation

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenue if the selling prices of our products do not increase with these increased costs.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial and accounting officer, to allow timely decisions to be made regarding required disclosure. We have established a Disclosure Committee, consisting of certain members of management, to assist in this evaluation. The Disclosure Committee meets on a quarterly basis, and as needed.

Our management, including our principal executive officer and principal financial and accounting officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act) at May 2, 2021. Based on that evaluation, our principal executive officer and principal financial and accounting officer concluded that, at May 2, 2021, our disclosure controls and procedures were effective.

There were no changes in our internal control over financial reporting during the quarter ended May 2, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.