

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, 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 2023 Annual Report on Form 10-K filed with the SEC on March 21, 2024.

Our fiscal year ends on the Sunday closest to January 31 of the following year, typically resulting in a 52-week year, but occasionally giving rise to an additional week, resulting in a 53-week year. Fiscal 2024 will end on February 2, 2025 and will be a 53-week year. Fiscal 2023 was a 52-week year and ended on January 28, 2024. Fiscal 2024 and fiscal 2023 are referred to as "2024," and "2023," respectively. The first two quarters of 2024 and 2023 ended on July 28, 2024 and July 30, 2023, respectively.

Components of management's discussion and analysis of financial condition and results of operations include:

- [Overview](#)
- [Financial Highlights and Market Conditions and Trends](#)
- [Quarter-to-Date Results of Operations](#)
- [Year-to-Date Results of Operations](#)
- [Comparable Sales](#)
- [Non-GAAP Financial Measures](#)
- [Seasonality](#)
- [Liquidity and Capital Resources](#)
- [Critical Accounting Policies and Estimates](#)
- [Operating Locations](#)

We use comparable sales as a metric to evaluate the performance of our business. Refer to the Comparable Sales section of this management's discussion and analysis of financial condition and results of operations for further information.

We provide constant dollar changes, which is a non-GAAP financial measure, as supplemental information to help investors understand the underlying growth rate of net revenue excluding the impact of changes in foreign currency exchange rates. Refer to the Non-GAAP Financial Measures section of this management's discussion and analysis of financial condition and results of operations for reconciliations between the non-GAAP financial measures and the most directly comparable measures calculated in accordance with GAAP.

We disclose material non-public information through one or more of the following channels: our investor relations website (<http://corporate.lululemon.com/investors>), the social media channels identified on our investor relations website, press releases, SEC filings, public conference calls, and webcasts. Information contained on or accessible through our websites is not incorporated into, and does not form a part of, this Quarterly Report or any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

As reported in our fiscal 2023 Annual Report on Form 10-K filed with the SEC on March 21, 2024, we changed our operating segments during the fourth quarter of fiscal 2023. We report three segments: Americas, China Mainland, and Rest of World, which is Asia Pacific ("APAC") and Europe and the Middle East ("EMEA") on a combined basis. Previously, our segments were based on selling channel. We have recast our previously reported amounts for segmented net revenue and segmented income from operations to reflect the current presentation.

Overview

lululemon athletica inc. is principally a designer, distributor, and retailer of technical athletic apparel, footwear, and accessories. We have a vision to create transformative products and experiences that build meaningful connections, unlocking greater possibility and wellbeing for all. 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, acting with 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 human potential by helping people feel their best."

We offer a comprehensive line of technical athletic apparel, footwear, and accessories marketed under the lululemon brand. 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 activities. We also offer apparel designed for being on the move and fitness-inspired accessories. We expect to continue to broaden our merchandise offerings through expansion across these product areas.

Financial Highlights

The summary below compares the second quarter of 2024 to the second quarter of 2023:

- Net revenue increased 7% to \$2.4 billion. On a constant dollar basis, net revenue increased 8%.
- Comparable sales increased 2%, or 3% on a constant dollar basis.
 - Americas comparable sales decreased 3%, or 2% on a constant dollar basis.
 - China Mainland comparable sales increased 21%, or 23% on a constant dollar basis.
 - Rest of World comparable sales increased 17%, or 20% on a constant dollar basis.
- Gross profit increased 9% to \$1.4 billion.
- Gross margin increased 80 basis points to 59.6%.
- Income from operations increased 13% to \$540.2 million.
- Operating margin increased 110 basis points to 22.8%.
- Income tax expense increased 14% to \$165.3 million. Our effective tax rate for the second quarter of 2024 was 29.6% compared to 29.8% for the second quarter of 2023.
- Diluted earnings per share were \$3.15 compared to \$2.68 in the second quarter of 2023.

Market Conditions and Trends

Macroeconomic conditions, including consumer purchasing behaviors and foreign currency fluctuations, impact our business and operating costs. Such factors are expected to continue to impact our business throughout 2024, with the impact varying by market.

Consumer purchasing behaviors and their propensity to spend in our sector have been impacted by uncertain economic conditions including inflation, higher interest rates, and other factors, which has adversely impacted consumer demand for our products.

While we experienced traffic growth in the first two quarters of 2024 in all markets, we saw continued moderation in our quarterly net revenue growth in the Americas. In the United States, net revenue declined by \$2.9 million in the second quarter of 2024 compared to the second quarter of 2023. We continue to monitor macroeconomic conditions and the trends in consumer demand for our products.

Foreign currency fluctuations have adversely impacted our financial results. Foreign currency fluctuations reduced the growth of our net revenue by \$43.9 million when comparing the first two quarters of 2024 to the first two quarters of 2023, primarily due to the overall appreciation of the US dollar. We expect future exchange rate volatility to impact our results.

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

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

	Second Quarter			
	2024	2023	2024	2023
	<i>(In thousands)</i>		<i>(Percentage of net revenue)</i>	
Net revenue	\$ 2,371,078	\$ 2,209,165	100.0 %	100.0 %
Cost of goods sold	958,893	910,654	40.4	41.2
Gross profit	1,412,185	1,298,511	59.6	58.8
Selling, general and administrative expenses	871,959	817,375	36.8	37.0
Amortization of intangible assets	—	1,879	—	0.1
Income from operations	540,226	479,257	22.8	21.7
Other income (expense), net	17,994	7,362	0.8	0.3
Income before income tax expense	558,220	486,619	23.5	22.0
Income tax expense	165,298	145,016	7.0	6.6
Net income	\$ 392,922	\$ 341,603	16.6 %	15.5 %

Net Revenue

Net revenue increased \$161.9 million, or 7%, to \$2.4 billion for the second quarter of 2024 from \$2.2 billion for the second quarter of 2023. On a constant dollar basis, net revenue increased 8%. Comparable sales increased 2%, or 3% on a constant dollar basis. The increase in net revenue was primarily due to increased China Mainland and Rest of World net revenue. Americas net revenue also increased.

Net revenue for the second quarter of 2024 and 2023 is summarized below:

	Second Quarter					Year over year change	
	2024	2023	2024	2023	(In thousands)	(Percentage)	(Constant dollar change)
	<i>(In thousands)</i>		<i>(Percentage of net revenue)</i>		<i>(In thousands)</i>	<i>(Percentage)</i>	<i>(Constant dollar change)</i>
Americas	\$ 1,741,433	\$ 1,719,773	73.4 %	77.8 %	\$ 21,660	1 %	2 %
China Mainland	314,189	234,445	13.3	10.6	79,744	34 %	37 %
Rest of World	315,456	254,947	13.3	11.5	60,509	24 %	27 %
Net revenue	\$ 2,371,078	\$ 2,209,165	100.0 %	100.0 %	\$ 161,913	7 %	8 %

Americas. The increase in Americas net revenue was primarily due to a \$57.8 million increase from new or expanded company-operated stores and our other channels. We have opened 15 net new stores in the Americas since the second quarter of 2023. Americas comparable sales decreased 3%, or 2% on a constant dollar basis. The decrease in comparable sales was primarily a result of decreased conversion rates, partially offset by an increase in traffic and a higher dollar value per transaction.

China Mainland. The increase in China Mainland net revenue was primarily due to an increase in comparable sales, which increased 21%, or 23% on a constant dollar basis. The increase in comparable sales was primarily a result of increased traffic, partially offset by a lower dollar value per transaction. The increase in China Mainland net revenue was also driven by a \$34.3 million increase in net revenue from new or expanded company-operated stores and our other channels. We have opened 25 net new stores in China Mainland since the second quarter of 2023.

Rest of World. The increase in Rest of World net revenue was primarily due to an increase in comparable sales, which increased 17%, or 20% on a constant dollar basis. The increase in comparable sales was primarily a result of increased traffic and a higher dollar value per transaction, partially offset by a decrease in conversion rates. The increase in Rest of World net revenue was also driven by a \$23.8 million increase in net revenue from new or expanded company-operated stores and our other channels. We have opened nine net new stores in Rest of World since the second quarter of 2023.

Gross Profit

	Second Quarter			Year over year change (Percentage)
	2024 (In thousands)	2023 (In thousands)		
Gross profit	\$ 1,412,185	\$ 1,298,511	\$ 113,674	8.8 %
Gross margin	59.6 %	58.8 %	80 basis points	

The increase in gross margin was primarily the result of:

- a net increase in product margin of 130 basis points, primarily due to lower product costs; and
- a decrease in costs related to our product departments as a percentage of net revenue of 80 basis points.

The increase in gross margin was partially offset by an increase in occupancy and depreciation costs as a percentage of net revenue of 70 basis points, an increase in distribution center costs as a percentage of net revenue of 40 basis points, and an unfavorable impact of foreign currency exchange rates of 20 basis points.

Selling, General and Administrative Expenses

	Second Quarter			Year over year change (Percentage)
	2024 (In thousands)	2023 (In thousands)		
Selling, general and administrative expenses	\$ 871,959	\$ 817,375	\$ 54,584	6.7 %
Selling, general and administrative expenses as a percentage of net revenue	36.8 %	37.0 %	(20) basis points	

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

- an increase in head office costs of \$28.9 million, comprised of:
 - an increase in brand and community costs of \$16.1 million primarily due to increased marketing expenses and brand campaigns;
 - an increase in advisory and professional fees of \$9.2 million;
 - an increase in technology costs, including cloud computing amortization, of \$5.3 million;
 - an increase in depreciation of \$4.5 million; and
 - an increase in other head office costs of \$2.1 million.

The increase in costs related to our head office was partially offset by a net decrease in employee costs of \$8.3 million primarily due to decreased incentive compensation, partially offset by increased salaries and wages expense.

- an increase in costs related to our operating channels of \$22.5 million, comprised of:
 - an increase in employee costs of \$12.1 million primarily due to increased salaries and wages expense and benefit costs for retail employees primarily from the growth in our business, partially offset by decreased incentive compensation;
 - an increase in brand and community costs of \$9.1 million primarily due to increased digital marketing expenses; and
 - an increase in other operating costs of \$7.6 million primarily due to increased technology costs, repairs and maintenance costs, and security costs.

The increase in costs related to our operating channels was partially offset by a decrease in variable costs of \$6.3 million primarily due to decreased distribution cost rates, partially offset by increased credit card fees and packaging costs as a result of higher net revenue.

- a decrease in net foreign currency exchange and derivative revaluation gains of \$3.2 million.

Amortization of Intangible Assets

	Second Quarter			
	2024	2023	Year over year change	
	<i>(In thousands)</i>		<i>(In thousands)</i>	<i>(Percentage)</i>
Amortization of intangible assets	\$ —	\$ 1,879	\$ (1,879)	(100.0)%

The amortization of intangible assets was primarily the result of the amortization of intangible assets recognized upon the acquisition of MIRROR, which we rebranded as lululemon Studio. These assets were fully impaired during the third quarter of 2023.

Income from Operations

On a segment basis, we determine income from operations without taking into account our general corporate expenses and certain other expenses. General corporate expenses include centrally managed support functions and other head office

costs, including product design teams and brand costs which support all regions. Segmented income from operations is summarized below.

	Second Quarter					
	2024	2023	2024	2023	Year over year change	
	(In thousands)		(Percentage of net revenue of respective operating segment)		(In thousands)	(Percentage)
Segmented income from operations:						
Americas	\$ 669,427	\$ 660,570	38.4 %	38.4 %	\$ 8,857	1.3 %
China Mainland	119,085	83,481	37.9	35.6	35,604	42.6
Rest of World	74,000	51,292	23.5	20.1	22,708	44.3
	\$ 862,512	\$ 795,343			\$ 67,169	8.4 %
General corporate expense	322,286	314,207			8,079	2.6
Amortization of intangible assets	—	1,879			(1,879)	(100.0)
Income from operations	\$ 540,226	\$ 479,257			\$ 60,969	12.7 %
Operating margin	22.8 %	21.7 %			110 basis points	

Americas. The increase in Americas income from operations was primarily the result of increased gross profit of \$7.4 million, driven by increased net revenue, partially offset by lower gross margin. The decrease in gross margin was primarily due to deleverage on distribution center and occupancy costs, partially offset by higher product margin. The increase in Americas income from operations was also driven by a decrease in selling, general and administrative expenses, primarily due to decreased distribution cost rates and lower employee costs, partially offset by increased marketing expenses. Income from operations as a percentage of Americas net revenue was consistent with the second quarter of 2023, primarily due to leverage on selling, general and administrative expenses, offset by lower gross margin.

China Mainland. The increase in China Mainland income from operations was primarily the result of increased gross profit of \$57.6 million, driven by increased net revenue and higher gross margin. The increase in gross margin was primarily due to higher product margin as well as leverage on occupancy costs, partially offset by unfavorable foreign currency exchange rates. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, primarily due to increased marketing expenses and higher employee costs, as well as increased distribution costs driven by higher net revenue. Income from operations as a percentage of China Mainland net revenue increased primarily due to higher gross margin, partially offset by deleverage on selling, general and administrative expenses.

Rest of World. The increase in Rest of World income from operations was primarily the result of increased gross profit of \$39.4 million, driven by increased net revenue and higher gross margin. The increase in gross margin was primarily due to higher product margin as well as leverage on distribution center costs, partially offset by unfavorable foreign currency exchange rates. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, primarily due to increased marketing expenses and higher employee costs, as well as increased distribution costs driven by higher net revenue. Income from operations as a percentage of Rest of World net revenue increased primarily due to higher gross margin and leverage on selling, general and administrative expenses.

General Corporate Expense. The increase in general corporate expense was primarily due to increased advisory and professional fees, technology costs, and depreciation. The increase was also due to a decrease in net foreign currency exchange and derivative revaluation gains of \$3.2 million. The increase in general corporate expense was partially offset by lower employee costs, driven by decreased incentive compensation.

Other Income (Expense), Net

	Second Quarter					
	2024	2023	Year over year change			
	(In thousands)		(In thousands)		(Percentage)	
Other income (expense), net	\$ 17,994	\$ 7,362	\$ 10,632			144.4 %

The increase in other income, net was primarily due to an increase in interest income as a result of higher cash balances.

Income Tax Expense

	Second Quarter		
	2024	2023	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Income tax expense	\$ 165,298	\$ 145,016	\$ 20,282 14.0 %
Effective tax rate	29.6 %	29.8 %	(20) basis points

The decrease in the effective tax rate was primarily due to an increase in tax credits and a decrease in non-deductible expenses in international jurisdictions, partially offset by adjustments upon the filing of certain income tax returns.

Net Income

	Second Quarter		
	2024	2023	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Net income	\$ 392,922	\$ 341,603	\$ 51,319 15.0 %

The increase in net income was primarily due to an increase in gross profit of \$113.7 million and an increase in other income (expense), net of \$10.6 million, partially offset by an increase in selling, general and administrative expenses of \$54.6 million and an increase in income tax expense of \$20.3 million.

Year-to-Date Results of Operations: First Two Quarters Results

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

	First Two Quarters			
	2024	2023	2024	2023
	<i>(In thousands)</i>		<i>(Percentage of net revenue)</i>	
Net revenue	\$ 4,579,969	\$ 4,209,957	100.0 %	100.0 %
Cost of goods sold	1,892,716	1,760,641	41.3	41.8
Gross profit	2,687,253	2,449,316	58.7	58.2
Selling, general and administrative expenses	1,714,385	1,564,888	37.4	37.2
Amortization of intangible assets	—	3,757	—	0.1
Income from operations	972,868	880,671	21.2	20.9
Other income (expense), net	41,277	15,387	0.9	0.4
Income before income tax expense	1,014,145	896,058	22.1	21.3
Income tax expense	299,802	264,050	6.5	6.3
Net income	\$ 714,343	\$ 632,008	15.6 %	15.0 %

Net Revenue

Net revenue increased \$370.0 million, or 9%, to \$4.6 billion for the first two quarters of 2024 from \$4.2 billion for the first two quarters of 2023. On a constant dollar basis, net revenue increased 10%. Comparable sales increased 4%, or 5% on a constant dollar basis. The increase in net revenue was primarily due to increased China Mainland and Rest of World net revenue. Americas net revenue also increased.

Net revenue for the first two quarters of 2024 and 2023 is summarized below:

	First Two Quarters									
	2024		2023		Year over year change					
	<i>(In thousands)</i>		<i>(Percentage of net revenue)</i>		<i>(In thousands)</i>		<i>(Percentage)</i>		<i>(Constant dollar change)</i>	
Americas	\$	3,363,697	\$	3,287,511	73.4 %	78.1 %	\$	76,186	2 %	3 %
China Mainland		617,975		444,513	13.5	10.6		173,462	39 %	44 %
Rest of World		598,297		477,933	13.1	11.4		120,364	25 %	28 %
Net revenue	\$	4,579,969	\$	4,209,957	100.0 %	100.0 %	\$	370,012	9 %	10 %

Americas. The increase in Americas net revenue was primarily due to a \$108.6 million increase from new or expanded company-operated stores and our other channels. We have opened 15 net new stores in the Americas since the second quarter of 2023. Americas comparable sales decreased 1%. The decrease in comparable sales was primarily a result of decreased conversion rates, partially offset by an increase in traffic and a higher dollar value per transaction.

China Mainland. The increase in China Mainland net revenue was primarily due to an increase in comparable sales, which increased 24%, or 28% on a constant dollar basis. The increase in comparable sales was primarily a result of increased traffic, partially offset by a lower dollar value per transaction. The increase in China Mainland net revenue was also driven by a \$76.0 million increase in net revenue from new or expanded company-operated stores and our other channels. We have opened 25 net new stores in China Mainland since the second quarter of 2023.

Rest of World. The increase in Rest of World net revenue was primarily due to an increase in comparable sales, which increased 20%, or 23% on a constant dollar basis. The increase in comparable sales was primarily a result of increased traffic and a higher dollar value per transaction, partially offset by a decrease in conversion rates. The increase in Rest of World net revenue was also driven by a \$43.7 million increase in net revenue from new or expanded company-operated stores and our other channels. We have opened nine net new stores in Rest of World since the second quarter of 2023.

Gross Profit

	First Two Quarters						
	2024		2023		Year over year change		
	<i>(In thousands)</i>		<i>(In thousands)</i>		<i>(Percentage)</i>		
Gross profit	\$	2,687,253	\$	2,449,316	\$	237,937	9.7 %
Gross margin		58.7 %		58.2 %		50 basis points	

The increase in gross margin was primarily the result of:

- a net increase in product margin of 120 basis points, primarily due to lower product costs, as well as lower inventory provisions in the current year, which was modestly offset by higher markdowns in the current year; and
- a decrease in costs related to our product departments as a percentage of net revenue of 70 basis points.

The increase in gross margin was partially offset by an increase in occupancy and depreciation costs as a percentage of net revenue of 70 basis points, an increase in distribution center costs as a percentage of net revenue of 50 basis points, and an unfavorable impact of foreign currency exchange rates of 20 basis points.

Selling, General and Administrative Expenses

	First Two Quarters			Year over year change
	2024	2023		
	<i>(In thousands)</i>		<i>(In thousands)</i>	<i>(Percentage)</i>
Selling, general and administrative expenses	\$ 1,714,385	\$ 1,564,888	\$ 149,497	9.6 %
Selling, general and administrative expenses as a percentage of net revenue	37.4 %	37.2 %	20 basis points	

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

- an increase in head office costs of \$76.3 million, comprised of:
 - an increase in brand and community costs of \$37.2 million primarily due to increased marketing expenses and brand campaigns, partially offset by decreased charitable donations;
 - an increase in advisory and professional fees of \$24.7 million;
 - an increase in technology costs, including cloud computing amortization, of \$10.1 million;
 - an increase in depreciation of \$5.6 million; and
 - an increase in other head office costs of \$1.5 million.

The increase in costs related to our head office was partially offset by a net decrease in employee costs of \$2.8 million primarily due to decreased incentive compensation, partially offset by increased salaries and wages expense.

- an increase in costs related to our operating channels of \$72.0 million, comprised of:
 - an increase in employee costs of \$26.2 million primarily due to increased salaries and wages expense and benefit costs for retail employees primarily from the growth in our business, partially offset by decreased incentive compensation;
 - an increase in other operating costs of \$22.9 million primarily due to increased depreciation costs, technology costs, and repairs and maintenance costs;
 - an increase in brand and community costs of \$11.6 million primarily due to increased digital marketing expenses; and
 - an increase in variable costs of \$11.3 million primarily due to increased packaging costs and credit card fees, primarily as a result of increased net revenue.
- a decrease in net foreign currency exchange and derivative revaluation gains of \$1.2 million.

Amortization of Intangible Assets

	First Two Quarters			Year over year change
	2024	2023		
	<i>(In thousands)</i>		<i>(In thousands)</i>	<i>(Percentage)</i>
Amortization of intangible assets	\$ —	\$ 3,757	\$ (3,757)	(100.0)%

The amortization of intangible assets was primarily the result of the amortization of intangible assets recognized upon the acquisition of MIRROR, which we rebranded as lululemon Studio. These assets were fully impaired during the third quarter of 2023.

Income from Operations

On a segment basis, we determine income from operations without taking into account our general corporate expenses and certain other expenses. General corporate expenses include centrally managed support functions and other head office costs, including product design teams and brand costs which support all regions. Segmented income from operations is summarized below.

	First Two Quarters					
	2024	2023	2024	2023	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:						
Americas	\$1,234,267	\$1,241,792	36.7 %	37.8 %	\$ (7,525)	(0.6)%
China Mainland	238,863	157,366	38.7	35.4	81,497	51.8
Rest of World	140,681	95,086	23.5	19.9	45,595	48.0
	\$1,613,811	\$1,494,244			\$ 119,567	8.0 %
General corporate expense	640,943	609,816			31,127	5.1
Amortization of intangible assets	—	3,757			(3,757)	(100.0)
Income from operations	\$ 972,868	\$ 880,671			\$ 92,197	10.5 %
Operating margin	21.2 %	20.9 %			30 basis points	

Americas. The decrease in Americas income from operations was primarily the result of increased selling, general and administrative expenses. The increase in selling, general and administrative expenses was primarily due to increased marketing expenses, higher depreciation, and higher technology costs, partially offset by lower employee costs. The increase in selling, general and administrative expenses was partially offset by increased gross profit of \$31.1 million, driven by increased net revenue, partially offset by lower gross margin. The decrease in gross margin was primarily due to deleverage on distribution center and occupancy costs, partially offset by higher product margin. Income from operations as a percentage of Americas net revenue decreased primarily due to deleverage on selling, general and administrative expenses and lower gross margin.

China Mainland. The increase in China Mainland income from operations was primarily the result of increased gross profit of \$118.9 million, driven by increased net revenue and higher gross margin. The increase in gross margin was primarily due to higher product margin as well as leverage on occupancy and other costs, partially offset by unfavorable foreign currency exchange rates. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, primarily due to higher employee costs and increased marketing expenses, as well as increased packaging and distribution costs driven by higher net revenue. Income from operations as a percentage of China Mainland net revenue increased primarily due to higher gross margin and leverage on selling, general and administrative expenses.

Rest of World. The increase in Rest of World income from operations was primarily the result of increased gross profit of \$79.6 million, driven by increased net revenue and higher gross margin. The increase in gross margin was primarily due to higher product margin as well as leverage on occupancy costs, partially offset by unfavorable foreign currency exchange rates. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, primarily due to higher employee costs and increased marketing expenses, as well as increased distribution costs and credit card fees driven by higher net revenue. Income from operations as a percentage of Rest of World net revenue increased primarily due to higher gross margin and leverage on selling, general and administrative expenses.

General Corporate Expense. The increase in general corporate expense was primarily due to increased advisory and professional fees, technology costs, depreciation, and employee costs. The increase was also due to a decrease in net foreign currency exchange and derivative revaluation gains of \$1.2 million. The increase in general corporate expense was partially offset by decreased charitable donations.

Other Income (Expense), Net

	First Two Quarters		
	2024	2023	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Other income (expense), net	\$ 41,277	\$ 15,387	\$ 25,890 168.3 %

The increase in other income, net was primarily due to an increase in interest income as a result of higher cash balances.

Income Tax Expense

	First Two Quarters		
	2024	2023	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Income tax expense	\$ 299,802	\$ 264,050	\$ 35,752 13.5 %
Effective tax rate	29.6 %	29.5 %	10 basis points

The increase in the effective tax rate was primarily due to a decrease in tax benefits related to stock-based compensation and adjustments upon the filing of certain income tax returns, partially offset by an increase in tax credits.

Net Income

	First Two Quarters		
	2024	2023	Year over year change
	<i>(In thousands)</i>		<i>(Percentage)</i>
Net income	\$ 714,343	\$ 632,008	\$ 82,335 13.0 %

The increase in net income was primarily due to an increase in gross profit of \$237.9 million and an increase in other income (expense), net of \$25.9 million, partially offset by an increase in selling, general and administrative expenses of \$149.5 million and an increase in income tax expense of \$35.8 million.

Comparable Sales

We use comparable sales to evaluate the performance of our company-operated store and e-commerce businesses from an omni-channel perspective. It allows us to monitor the performance of our business without the impact of recently opened or expanded stores. We believe investors would similarly find these metrics useful in assessing the performance of our business.

Comparable sales includes comparable company-operated store and all e-commerce net revenue. E-commerce net revenue includes buy online pick-up in store, back-back room, and ship from store net revenue in addition to our websites, other region-specific websites, digital marketplaces, and mobile apps. Our back-back room capability allows our store educators to access inventory located at our other locations and have product shipped directly to a guest's address or a store. Comparable company-operated stores have been open, or open after being significantly expanded, for at least 12 full fiscal months. Net revenue from a company-operated store is included in comparable sales beginning with the first fiscal month for which the store has a full fiscal month of sales in the prior year. Comparable sales excludes sales from new stores that have not been open for at least 12 full fiscal months, from stores which have not been in their significantly expanded space for at least 12 full fiscal months, from stores which have been temporarily relocated for renovations or temporarily closed, and sales from company-operated stores that have closed. Comparable sales also excludes sales from our selling channels other than company-operated stores and e-commerce. The comparable sales measures we report may not be equivalent to similarly titled measures reported by other companies.

In fiscal years with 53 weeks, the 53rd week of net revenue is excluded from the calculation of comparable sales. In the year following a 53-week year, the prior year period is shifted by one week to compare similar calendar weeks.

Non-GAAP Financial Measures

Constant dollar changes are non-GAAP financial measures.

A constant dollar basis assumes the average foreign currency exchange rates for the period remained constant with the average foreign currency 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 currency exchange rates. Management uses these constant currency metrics internally when reviewing and assessing financial performance.

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. Our non-GAAP financial measures may be calculated differently from, and therefore may not be directly comparable to, similarly titled measures reported by other companies.

Constant Dollar Changes

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

	Second Quarter 2024 Compared to Second Quarter 2023			First Two Quarters 2024 Compared to First Two Quarters 2023		
	Change	Foreign exchange changes	Change in constant dollars	Change	Foreign exchange changes	Change in constant dollars
Net Revenue						
Americas	1 %	1 %	2 %	2 %	1 %	3 %
China Mainland	34	3	37	39	5	44
Rest of World	24	3	27	25	3	28
Total net revenue	7 %	1 %	8 %	9 %	1 %	10 %
Comparable sales⁽¹⁾						
Americas	(3)%	1 %	(2)%	(1)%	— %	(1)%
China Mainland	21	2	23	24	4	28
Rest of World	17	3	20	20	3	23
Total comparable sales	2 %	1 %	3 %	4 %	1 %	5 %

⁽¹⁾ Comparable sales includes comparable company-operated store and e-commerce net revenue.

Seasonality

Our business is affected by the general seasonal trends common to the retail apparel industry. Our annual net revenue is typically weighted more heavily toward our fourth fiscal quarter, reflecting our historical strength in sales during the holiday season in the Americas, while our operating expenses are generally more equally distributed throughout the year. As a result, a substantial portion of our operating profits are typically generated in the fourth quarter of our fiscal year. For example, we generated approximately 43% of our full year operating profit during the fourth quarter of 2023.

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, including to fund short-term working capital requirements. Our primary cash needs are capital expenditures for opening new stores and remodeling or relocating existing stores, investing in our distribution centers, investing in technology and making system enhancements, funding working capital requirements, and making other strategic capital investments. 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 and term deposits.

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

	First Two Quarters		
	2024	2023	Year over year change
	<i>(In thousands)</i>		
Total cash provided by (used in):			
Operating activities	\$ 570,664	\$ 522,213	\$ 48,451
Investing activities	(266,625)	(283,660)	17,035
Financing activities	(916,543)	(305,651)	(610,892)
Effect of foreign currency exchange rate changes on cash and cash equivalents	(21,355)	19,761	(41,116)
Decrease in cash and cash equivalents	\$ (633,859)	\$ (47,337)	\$ (586,522)

Operating Activities

The increase in cash provided by operating activities was primarily as a result of increased net income of \$82.3 million. The increase in cash provided by operating activities was partially offset by a decrease in cash flows from the changes in operating assets and liabilities of \$25.1 million, primarily driven by changes in accounts payable, accrued compensation, and other current assets, partially offset by changes in income taxes, inventories, and accrued liabilities. The increase in cash provided by operating activities was also partially offset by changes in adjusting items of \$8.7 million, primarily driven by lower cash inflows related to derivatives, partially offset by increased depreciation.

Investing Activities

The decrease in cash used in investing activities was primarily due to the settlement of net investment hedges and decreased capital expenditures, partially offset by an increase in other investing activities. The modest decrease in capital expenditures was primarily due to a decrease in corporate capital expenditures, while we had similar levels of capital expenditures across distribution centers, technology infrastructure and system initiatives, and company-operated stores.

Financing Activities

The increase in cash used in financing activities was primarily the result of an increase in our stock repurchases. During the first two quarters of 2024, we repurchased 2.6 million shares at a total cost including commissions and excise taxes of \$888.9 million. During the first two quarters of 2023, we repurchased 0.8 million shares at a total cost including commissions and excise taxes of \$292.0 million. We repurchased the shares of common stock 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.

Liquidity Outlook

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 expenditures out of our cash and cash equivalents and cash generated from operations.

The following table includes certain measures of our liquidity:

	July 28, 2024
	<i>(In thousands)</i>
Cash and cash equivalents	\$ 1,610,112
Working capital ⁽¹⁾ excluding cash and cash equivalents	492,981
Capacity under committed revolving credit facility	393,692

⁽¹⁾ Working capital is calculated as current assets of \$3.6 billion less current liabilities of \$1.5 billion.

We enter into standby letters of credit and guarantee to secure certain of our obligations, including leases, taxes, and duties. As of July 28, 2024, letters of credit and guarantee totaling \$11.2 million had been issued, including \$6.3 million under our committed revolving credit facility.

Our existing Americas credit facility provides for \$400.0 million in commitments under an unsecured five-year revolving credit facility. The credit facility has a maturity date of December 14, 2026, subject to extension under certain circumstances. As of July 28, 2024, aside from letters of credit and guarantee of \$6.3 million, we had no other borrowings outstanding under this credit facility. Further information regarding our credit facilities and associated covenants is outlined in Note 3. Revolving Credit Facilities included in Item 1 of Part I of this report.

The timing and cost of our inventory purchases will vary depending on a variety of factors such as revenue growth, assortment and purchasing decisions, product costs including freight and duty, and the availability of production capacity and speed. Our inventory balance as of July 28, 2024 was \$1.4 billion, a decrease of 14% from July 30, 2023.

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 significant 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, estimates, and judgements are discussed within "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our 2023 Annual Report on Form 10-K filed with the SEC on March 21, 2024.

Operating Locations

Our company-operated stores by market as of July 28, 2024 and January 28, 2024 are summarized in the table below.

Number of company-operated stores by market	July 28, 2024	January 28, 2024
United States	370	367
Canada	71	71
Americas	441	438
China Mainland	132	127
Australia	33	33
South Korea	19	19
Hong Kong SAR	10	9
Japan	8	8
New Zealand	8	8
Taiwan	8	8
Singapore	7	7
Malaysia	4	3
Macau SAR	2	2
Thailand	2	1
APAC	101	98
United Kingdom	19	20
Germany	9	9
France	6	6
Ireland	4	4
Spain	3	3
Netherlands	2	2
Sweden	2	2
Norway	1	1
Switzerland	1	1
EMEA	47	48
Total company-operated stores	721	711

Our retail locations operated by third parties by market as of July 28, 2024 and January 28, 2024 are summarized in the table below.

Number of retail locations operated by third parties by market	July 28, 2024	January 28, 2024
Mexico	16	15
United Arab Emirates	9	8
Saudi Arabia	8	6
Israel	4	3
Qatar	4	3
Kuwait	3	3
Bahrain	1	1
Total locations operated by third parties under license and supply arrangements	45	39

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Risk

Translation 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. As a result of the fluctuation in exchange rates compared to the U.S. dollar our revenue was \$43.9 million lower in the first two quarters of 2024 in comparison to the first two quarters of 2023.

Foreign currency exchange differences which arise on translation of our international subsidiaries' balance sheets into U.S. dollars are recorded as other comprehensive income (loss), net of tax in accumulated other comprehensive income or loss within stockholders' equity. A significant portion of our net assets are held by our Canadian dollar subsidiary. We enter into forward currency contracts in order to hedge a portion of the foreign currency exposure associated with the translation of our net investment in our Canadian subsidiary. The impact to other comprehensive loss of translation of our Canadian subsidiaries was an increase in the loss of \$42.5 million, inclusive of net investment hedge gains.

Transaction Risk. We also have exposure to changes in foreign currency 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. We also hold cash and cash equivalents and other monetary assets in currencies that are different to the functional currency of our subsidiaries. As of July 28, 2024, we had certain forward currency contracts outstanding in order to economically hedge the foreign currency revaluation gains and losses recognized by our foreign subsidiaries, including our Canadian and Chinese subsidiaries, on their monetary assets and liabilities denominated in currencies other than their functional currency.

We perform a sensitivity analysis to determine the market risk exposure associated with the fair values of our forward currency contracts. The net fair value of outstanding derivatives as of July 28, 2024 was an asset of \$0.1 million. As of July 28, 2024, a 10% depreciation in the U.S. dollar against the hedged currencies would have resulted in the net fair value of outstanding derivatives depreciating by \$21.5 million. The hypothetical change in the fair value of the forward currency contracts would have been substantially offset by a corresponding but directionally opposite change in the underlying hedged items.

In the future, in an effort to reduce foreign currency 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.

Please refer to Note 7. Derivative Financial Instruments included in Item 1 of Part I of this report for further details on the nature of our financial instruments.

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 July 28, 2024, aside from letters of credit of \$6.3 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, and short-term deposits with original maturities of three months or less, and in money market funds. As of July 28, 2024, we held cash and cash equivalents of \$1.6 billion. Interest generated on cash balances is subject to variability as interest rates increase or decrease.

Credit Risk. We have cash on deposit with various large, reputable financial institutions and have invested 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 investment grade 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, as well as overhead costs and capital expenditures may adversely affect our operating results.

Sustained increases in transportation costs, wages, and raw material costs, or other inflationary pressures in the future may have an adverse effect on our ability to maintain current levels of operating margin if the selling prices of our products do not increase with these increased costs, or we cannot identify cost efficiencies.

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) as of July 28, 2024. Based on that evaluation, our principal executive officer and principal financial and accounting officer concluded that, as of July 28, 2024, our disclosure controls and procedures were effective.

There were no changes in our internal control over financial reporting during the quarter ended July 28, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.