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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 28, 2024

or

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

For the transition period from to

Commission file number 001-33608

lululemon athletica inc.

(Exact name of registrant as specified in its charter)

Delaware	**20-3842867**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

1818 Cornwall Avenue, Vancouver, British Columbia V6J 1C7

(Address of principal executive offices)

Registrant's telephone number, including area code:

604-732-6124

Former name, former address and former fiscal year, if changed since last report:

N/A

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.005 per share	LULU	Nasdaq Global Select Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

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

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

As of August 23, 2024, there were 117,660,550 shares of the registrant's common stock, par value $0.005 per share, outstanding.

Exchangeable and Special Voting Shares:

As of August 23, 2024, there were outstanding 5,115,961 exchangeable shares of Lulu Canadian Holding, Inc., a wholly-owned subsidiary of the registrant. Exchangeable shares are exchangeable for an equal number of shares of the registrant's common stock.

In addition, as of August 23, 2024, the registrant had outstanding 5,115,961 shares of special voting stock, through which the holders of exchangeable shares of Lulu Canadian Holding, Inc. may exercise their voting rights with respect to the registrant. The special voting stock and the registrant's common stock generally vote together as a single class on all matters on which the common stock is entitled to vote.

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PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

lululemon athletica inc.

CONSOLIDATED BALANCE SHEETS

(Unaudited; Amounts in thousands, except per share amounts)

	July 28, 2024	January 28, 2024
ASSETS		
Current assets		
Cash and cash equivalents	$ 1,610,112	$ 2,243,971
Accounts receivable, net	126,121	124,769
Inventories	1,429,043	1,323,602
Prepaid and receivable income taxes	210,969	183,733
Prepaid expenses and other current assets	195,499	184,502
	3,571,744	4,060,577
Property and equipment, net	1,614,893	1,545,811
Right-of-use lease assets	1,302,947	1,265,610
Goodwill	23,925	24,083
Deferred income tax assets	9,098	9,176
Other non-current assets	221,528	186,684
	$ 6,744,135	$ 7,091,941
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 317,348	$ 348,441
Accrued liabilities and other	396,423	348,555
Accrued compensation and related expenses	174,702	326,110
Current lease liabilities	278,067	249,270
Current income taxes payable	19,231	12,098
Unredeemed gift card liability	250,754	306,479
Other current liabilities	32,126	40,308
	1,468,651	1,631,261
Non-current lease liabilities	1,180,823	1,154,012
Non-current income taxes payable	—	15,864
Deferred income tax liabilities	28,876	29,522
Other non-current liabilities	34,140	29,201
	2,712,490	2,859,860
Commitments and contingencies		
Stockholders' equity		
Undesignated preferred stock, $0.01 par value: 5,000 shares authorized; none issued and outstanding	—	—
Exchangeable stock, no par value: 60,000 shares authorized; 5,116 and 5,116 issued and outstanding	—	—
Special voting stock, $0.000005 par value: 60,000 shares authorized; 5,116 and 5,116 issued and outstanding	—	—
Common stock, $0.005 par value: 400,000 shares authorized; 118,610 and 121,106 issued and outstanding	593	606
Additional paid-in capital	589,156	575,369
Retained earnings	3,751,713	3,920,362
Accumulated other comprehensive loss	(309,817)	(264,256)
	4,031,645	4,232,081
	$ 6,744,135	$ 7,091,941

See accompanying notes to the unaudited interim consolidated financial statements

lululemon athletica inc.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(Unaudited; Amounts in thousands, except per share amounts)

	Quarter Ended		Two Quarters Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Net revenue	$ 2,371,078	$ 2,209,165	$ 4,579,969	$ 4,209,957
Cost of goods sold	958,893	910,654	1,892,716	1,760,641
Gross profit	1,412,185	1,298,511	2,687,253	2,449,316
Selling, general and administrative expenses	871,959	817,375	1,714,385	1,564,888
Amortization of intangible assets	—	1,879	—	3,757
Income from operations	540,226	479,257	972,868	880,671
Other income (expense), net	17,994	7,362	41,277	15,387
Income before income tax expense	558,220	486,619	1,014,145	896,058
Income tax expense	165,298	145,016	299,802	264,050
Net income	$ 392,922	$ 341,603	$ 714,343	$ 632,008
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	$ (25,571)	$ 54,786	$ (69,876)	$ 12,036
Net investment hedge gains (losses)	10,834	(17,014)	24,315	706
Other comprehensive income (loss), net of tax	$ (14,737)	$ 37,772	$ (45,561)	$ 12,742
Comprehensive income	$ 378,185	$ 379,375	$ 668,782	$ 644,750
Basic earnings per share	$ 3.15	$ 2.69	$ 5.70	$ 4.97
Diluted earnings per share	$ 3.15	$ 2.68	$ 5.69	$ 4.96
Basic weighted-average number of shares outstanding	124,721	126,969	125,358	127,108
Diluted weighted-average number of shares outstanding	124,857	127,263	125,600	127,442

See accompanying notes to the unaudited interim consolidated financial statements

lululemon athletica inc.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited; Amounts in thousands)

	Quarter Ended July 28, 2024								
	Exchangeable Stock	Special Voting Stock		Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Shares	Par Value	Shares	Par Value				
Balance as of April 28, 2024	5,116	5,116	$ —	120,470	$ 602	$ 570,286	$ 3,944,000	$ (295,080)	$ 4,219,808
Net income							392,922		392,922
Other comprehensive income (loss), net of tax								(14,737)	(14,737)
Stock-based compensation expense						21,567			21,567
Common stock issued upon settlement of stock-based compensation				24	—	2,370			2,370
Shares withheld related to net share settlement of stock-based compensation				(2)	—	(829)			(829)
Repurchase of common stock, including excise tax				(1,882)	(9)	(4,238)	(585,209)		(589,456)
Balance as of July 28, 2024	5,116	5,116	$ —	118,610	$ 593	$ 589,156	$ 3,751,713	$ (309,817)	$ 4,031,645

	Quarter Ended July 30, 2023								
	Exchangeable Stock	Special Voting Stock		Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Shares	Par Value	Shares	Par Value				
Balance as of April 30, 2023	5,116	5,116	$ —	122,099	$ 610	$ 478,496	$ 3,118,584	$ (277,614)	$ 3,320,076
Net income							341,603		341,603
Other comprehensive income (loss), net of tax								37,772	37,772
Stock-based compensation expense						24,283			24,283
Common stock issued upon settlement of stock-based compensation				33	—	4,228			4,228
Shares withheld related to net share settlement of stock-based compensation				(2)	—	(942)			(942)
Repurchase of common stock, including excise tax				(517)	(2)	(938)	(192,598)		(193,538)
Balance as of July 30, 2023	5,116	5,116	$ —	121,613	$ 608	$ 505,127	$ 3,267,589	$ (239,842)	$ 3,533,482

	Two Quarters Ended July 28, 2024								
	Exchangeable Stock	Special Voting Stock		Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Shares	Par Value	Shares	Par Value				
Balance as of January 28, 2024	5,116	5,116	$ —	121,106	$ 606	$ 575,369	$ 3,920,362	$ (264,256)	$ 4,232,081
Net income							714,343		714,343
Other comprehensive income (loss), net of tax								(45,561)	(45,561)
Stock-based compensation expense						47,325			47,325
Common stock issued upon settlement of stock-based compensation				224	—	5,763			5,763
Shares withheld related to net share settlement of stock-based compensation				(87)	—	(33,371)			(33,371)
Repurchase of common stock, including excise tax				(2,633)	(13)	(5,930)	(882,992)		(888,935)
Balance as of July 28, 2024	5,116	5,116	$ —	118,610	$ 593	$ 589,156	$ 3,751,713	$ (309,817)	$ 4,031,645

	Two Quarters Ended July 30, 2023								
	Exchangeable Stock	Special Voting Stock		Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Shares	Par Value	Shares	Par Value				
Balance as of January 29, 2023	5,116	5,116	$ —	122,205	$ 611	$ 474,645	$ 2,926,127	$ (252,584)	$ 3,148,799
Net income							632,008		632,008
Other comprehensive income (loss), net of tax								12,742	12,742
Stock-based compensation expense						45,584			45,584
Common stock issued upon settlement of stock-based compensation				307	—	16,101			16,101
Shares withheld related to net share settlement of stock-based compensation				(90)	—	(29,735)			(29,735)
Repurchase of common stock, including excise tax				(809)	(3)	(1,468)	(290,546)		(292,017)
Balance as of July 30, 2023	5,116	5,116	$ —	121,613	$ 608	$ 505,127	$ 3,267,589	$ (239,842)	$ 3,533,482

See accompanying notes to the unaudited interim consolidated financial statements

lululemon athletica inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited; Amounts in thousands)

	Two Quarters Ended	
	July 28, 2024	July 30, 2023
Cash flows from operating activities		
Net income	$ 714,343	$ 632,008
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	199,332	178,125
Stock-based compensation expense	47,325	45,584
Settlement of derivatives not designated in a hedging relationship	(12,816)	18,870
Changes in operating assets and liabilities:		
Inventories	(126,076)	(234,050)
Prepaid and receivable income taxes	(28,554)	(39,275)
Prepaid expenses and other current assets	(15,968)	37,595
Other non-current assets	(48,768)	(16,554)
Accounts payable	(23,683)	126,007
Accrued liabilities and other	60,123	8,538
Accrued compensation and related expenses	(147,810)	(55,716)
Current and non-current income taxes payable	(8,662)	(167,216)
Unredeemed gift card liability	(54,226)	(35,377)
Right-of-use lease assets and current and non-current lease liabilities	18,878	14,049
Other current and non-current liabilities	(2,774)	9,625
Net cash provided by operating activities	570,664	522,213
Cash flows from investing activities		
Purchase of property and equipment	(275,767)	(282,453)
Settlement of net investment hedges	14,151	(549)
Other investing activities	(5,009)	(658)
Net cash used in investing activities	(266,625)	(283,660)
Cash flows from financing activities		
Proceeds from settlement of stock-based compensation	5,763	16,101
Shares withheld related to net share settlement of stock-based compensation	(33,371)	(29,735)
Repurchase of common stock	(888,935)	(292,017)
Net cash used in financing activities	(916,543)	(305,651)
Effect of foreign currency exchange rate changes on cash and cash equivalents	(21,355)	19,761
Decrease in cash and cash equivalents	(633,859)	(47,337)
Cash and cash equivalents, beginning of period	$ 2,243,971	$ 1,154,867
Cash and cash equivalents, end of period	$ 1,610,112	$ 1,107,530

See accompanying notes to the unaudited interim consolidated financial statements

lululemon athletica inc.

INDEX FOR NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

lululemon athletica inc.
NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Nature of Operations and Basis of Presentation

Nature of operations

lululemon athletica inc., a Delaware corporation, ("lululemon" and, together with its subsidiaries unless the context otherwise requires, the "Company") is engaged in the design, distribution, and retail of technical athletic apparel, footwear, and accessories. The Company organizes its operations into four regional markets: Americas, China Mainland, Asia Pacific ("APAC"), and Europe and the Middle East ("EMEA"). It conducts its business through a number of different channels in each market, including company-operated stores, e-commerce, temporary locations, wholesale, outlets, a re-commerce program, and license and supply arrangements. There were 721 and 711 company-operated stores as of July 28, 2024 and January 28, 2024, respectively.

Basis of presentation

The unaudited interim consolidated financial statements, including the financial position as of July 28, 2024 and the results of operations and cash flows for the periods disclosed, are presented in U.S. dollars and have been prepared by the Company under the rules and regulations of the Securities and Exchange Commission ("SEC"). The financial information is presented in accordance with United States generally accepted accounting principles ("GAAP") for interim financial information and, accordingly, does not include all of the information and footnotes required by GAAP for complete financial statements. The financial information as of January 28, 2024 is derived from the Company's audited consolidated financial statements and related notes for the fiscal year ended January 28, 2024, which are included in Item 8 in the Company's fiscal 2023 Annual Report on Form 10-K filed with the SEC on March 21, 2024. These unaudited interim consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. These unaudited interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and related notes included in Item 8 in the Company's fiscal 2023 Annual Report on Form 10-K. Note 2. Recent Accounting Pronouncements sets out the impact of recent accounting pronouncements.

The Company's 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.

The Company's business is affected by the pattern of seasonality common to most retail apparel businesses. Historically, the Company has recognized a significant portion of its operating profit in the fourth fiscal quarter of each year as a result of increased net revenue during the holiday season.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of net revenue and expenses during the reporting period. Actual results could differ from those estimates.

Note 2. Recent Accounting Pronouncements

The Company considers the applicability and impact of all Accounting Standard Updates ("ASUs"). ASUs recently issued not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on the Company's consolidated financial position or results of operations.

Recently issued accounting pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. Entities will be required to provide disclosures of significant segmented expenses and other categories used by the Chief Operating Decision Maker ("CODM") in order to enhance disclosure at the segment level. This amendment is effective for annual periods beginning after December 15, 2023, and interim periods beginning after December 15, 2024, and is applied retrospectively for periods presented in the financial statements. The Company is currently evaluating the impact that this new guidance may have on its financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This disclosure requires expanded disclosure within the rate reconciliation as well as disaggregation of annual taxes paid. This amendment is effective for annual periods beginning after December 15, 2023, and is applied prospectively. The Company is currently evaluating the impact that this new guidance may have on its financial statement disclosures.

Note 3. Revolving Credit Facilities

Americas revolving credit facility

On December 14, 2021, the Company entered into an amended and restated credit agreement extending its existing credit facility, which 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. Borrowings under the credit facility may be prepaid and commitments may be reduced or terminated without premium or penalty (other than customary breakage costs).

As of July 28, 2024, aside from letters of credit of $6.3 million, the Company had no other borrowings outstanding under this credit facility.

Borrowings made under the credit facility bear interest at a rate per annum equal to, at the Company's option, either (a) a rate based on the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York ("SOFR"), or (b) an alternate base rate, plus, in each case, an applicable margin. The applicable margin is 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 1.000%-1.375% for SOFR loans and 0.000%-0.375% for alternate base rate or Canadian prime rate loans. Additionally, a commitment fee of between 0.100%-0.200%, also determined by reference to the pricing grid, is payable on the average daily unused amounts under the credit facility.

The applicable interest rates and commitment fees are subject to adjustment based on certain sustainability key performance indicators ("KPIs"). The two KPIs are based on greenhouse gas emissions intensity reduction and gender pay equity, and the Company's performance against certain targets measured on an annual basis could result in positive or negative sustainability rate adjustments of 2.50 basis points to its drawn pricing and positive or negative sustainability fee adjustments of 0.50 basis points to its undrawn pricing.

The credit agreement contains negative covenants that, among other things and subject to certain exceptions, limit the ability of the Company's 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.

The Company's financial covenants include maintaining an operating lease adjusted leverage ratio of not greater than 3.25:1.00 and the ratio of consolidated EBITDAR to consolidated interest charges (plus rent) of not less than 2.00:1.00. 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). If an event of default occurs, the credit agreement may be terminated, and the maturity of any outstanding amounts may be accelerated. As of July 28, 2024, the Company was in compliance with the covenants of the credit facility.

China Mainland revolving credit facility

The Company has an uncommitted and unsecured 240.0 million Chinese Yuan ($33.1 million) revolving credit facility with terms that are reviewed on an annual basis. It is comprised of a revolving loan of up to 200.0 million Chinese Yuan ($27.6 million) and a financial guarantee facility of up to 40.0 million Chinese Yuan ($5.5 million), 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%. The Company is required to follow certain covenants. As of July 28, 2024, the Company was in compliance with the covenants and, aside from letters of credit of 40.3 million Chinese Yuan ($5.6 million), there were no other borrowings or guarantees outstanding under this credit facility.

Note 4. Supply Chain Financing Program

The Company facilitates a voluntary supply chain financing ("SCF") program that allows its suppliers to elect to sell the receivables owed to them by the Company to a third party financial institution. Participating suppliers negotiate arrangements directly with the financial institution. If a supplier chooses to participate in the SCF program it may request an invoice be paid earlier than it would by the Company, and the financial institution at its sole and absolute discretion, may elect to make an early payment to the supplier at a discount. The Company's obligations to its suppliers, including amounts due and scheduled payment terms, are not impacted by a supplier's participation in the arrangement and the Company provides no guarantees to any third parties under the SCF program.

As of July 28, 2024 and January 28, 2024, $52.1 million and $42.1 million, respectively, were outstanding under the SCF program and presented within accounts payable.

Note 5. Stock-Based Compensation and Benefit Plans

Stock-based compensation plans

The Company's eligible employees participate in various stock-based compensation plans, provided directly by the Company.

Stock-based compensation expense charged to income for the plans was $46.7 million and $45.2 million for the first two quarters of 2024 and 2023, respectively. Total unrecognized compensation cost for all stock-based compensation plans was $189.0 million as of July 28, 2024, which is expected to be recognized over a weighted-average period of 2.3 years.

A summary of the balances of the Company's stock-based compensation plans as of July 28, 2024, and changes during the first two quarters then ended, is presented below:

	Stock Options		Performance-Based Restricted Stock Units		Restricted Shares		Restricted Stock Units	
	Number	Weighted-Average Exercise Price	Number	Weighted-Average Grant Date Fair Value	Number	Weighted-Average Grant Date Fair Value	Number	Weighted-Average Grant Date Fair Value
	(In thousands, except per share amounts)							
Balance as of January 28, 2024	783	$ 285.69	175	$ 349.84	4	$ 370.85	223	$ 359.12
Granted	224	386.28	122	355.79	5	319.19	127	382.22
Exercised/released	31	183.32	98	309.89	4	371.33	90	347.17
Forfeited/expired	38	369.21	19	373.95	—	—	14	374.55
Balance as of July 28, 2024	938	$ 309.79	180	$ 373.12	5	$ 317.86	246	$ 374.52
Exercisable as of July 28, 2024	470	$ 250.42						

The Company's performance-based restricted stock units are awarded to eligible employees and entitle the grantee to receive a maximum of two shares of common stock per performance-based restricted stock unit if the Company achieves specified performance goals and the grantee remains employed during the vesting period. The fair value of performance-based restricted stock units is based on the closing price of the Company's common stock on the grant date. Expense for performance-based restricted stock units is recognized when it is probable that the performance goal will be achieved.

The grant date fair value of the restricted shares and restricted stock units is based on the closing price of the Company's common stock on the grant date.

The grant date fair value of each stock option granted is estimated on the date of grant using the Black-Scholes model. The closing price of the Company's common stock on the grant date is used in the model. The assumptions used to calculate the fair value of the options granted are evaluated and revised, as necessary, to reflect market conditions and the Company's historical experience. The expected term of the options is based upon the historical experience of similar awards, giving consideration to expectations of future employee exercise behavior. Expected volatility is based upon the historical volatility of the Company's common stock for the period corresponding with the expected term of the options. The risk-free interest rate is based on the U.S. Treasury yield curve for the period corresponding with the expected term of the options. The following are weighted averages of the assumptions that were used in calculating the fair value of stock options granted during the first two quarters of 2024:

	First Two Quarters 2024
Expected term	3.75 years
Expected volatility	37.39 %
Risk-free interest rate	4.30 %
Dividend yield	— %

Employee share purchase plan

The Company has an Employee Share Purchase Plan ("ESPP"). Contributions are made by eligible employees, subject to certain limits defined in the ESPP, and the Company matches one-third of the contribution. The maximum number of shares authorized to be purchased under the ESPP is 6.0 million shares. All shares purchased under the ESPP are purchased in the open market. During the second quarter of 2024, there were 34.0 thousand shares purchased. As of July 28, 2024, 4.3 million shares remain authorized to be purchased under the ESPP.

Defined contribution pension plans

The Company offers defined contribution pension plans to its eligible employees. Participating employees may elect to defer and contribute a portion of their eligible compensation to a plan up to limits stated in the plan documents, not to exceed the dollar amounts set by applicable laws. The Company matches 50% to 75% of the contribution depending on the participant's length of service, and the contribution is subject to a two year vesting period. The Company's net expense for the defined contribution plans was $11.1 million and $9.6 million in the first two quarters of 2024 and 2023, respectively.

Note 6. Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are made using a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value:

- Level 1 - defined as observable inputs such as quoted prices in active markets;
- Level 2 - defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3 - defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities measured at fair value on a recurring basis

The fair value measurement is categorized in its entirety by reference to its lowest level of significant input. As of July 28, 2024 and January 28, 2024, the Company held certain assets and liabilities that are required to be measured at fair value on a recurring basis:

	July 28, 2024	Level 1	Level 2	Level 3	Balance Sheet Classification
	(In thousands)				
Money market funds	$ 499,260	$ 499,260	$ —	$ —	Cash and cash equivalents
Term deposits	31	—	31	—	Cash and cash equivalents
Forward currency contract assets	19,658	—	19,658	—	Prepaid expenses and other current assets
Forward currency contract liabilities	19,553	—	19,553	—	Other current liabilities

	January 28, 2024	Level 1	Level 2	Level 3	Balance Sheet Classification
	(In thousands)				
Money market funds	$ 1,102,119	$ 1,102,119	$ —	$ —	Cash and cash equivalents
Term deposits	8	—	8	—	Cash and cash equivalents
Forward currency contract assets	647	—	647	—	Prepaid expenses and other current assets
Forward currency contract liabilities	2,872	—	2,872	—	Other current liabilities

The Company records cash, accounts receivable, accounts payable, and accrued liabilities at cost. The carrying values of these instruments approximate their fair value due to their short-term maturities.

The Company has short-term, highly liquid investments classified as cash equivalents, which are invested in money market funds and short-term deposits with original maturities of three months or less. The Company records cash equivalents at their original purchase prices plus interest that has accrued at the stated rate.

The fair values of the forward currency contract assets and liabilities are determined using observable Level 2 inputs, including foreign currency spot exchange rates, forward pricing curves, and interest rates. The fair values consider the credit risk of the Company and its counterparties. The Company's Master International Swap Dealers Association, Inc., Agreements and other similar arrangements allow net settlements under certain conditions. However, the Company records all derivatives on its consolidated balance sheets at fair value and does not offset derivative assets and liabilities.

Note 7. Derivative Financial Instruments

Foreign currency exchange risk

The Company is exposed to risks associated with changes in foreign currency exchange rates and uses derivative financial instruments to manage its exposure to certain of these foreign currency exchange rate risks. The Company does not enter into derivative contracts for speculative or trading purposes.

The Company currently hedges against changes in the Canadian dollar and Chinese Yuan to the U.S. dollar exchange rate and changes in the Euro and Australian dollar to the Canadian dollar exchange rate using forward currency contracts.

Net investment hedges

The Company is exposed to foreign currency exchange gains and losses which arise on translation of its international subsidiaries' balance sheets into U.S. dollars. These gains and losses are recorded as other comprehensive income (loss), net of tax in accumulated other comprehensive income or loss within stockholders' equity.

The Company holds a significant portion of its assets in Canada and enters into forward currency contracts designed to hedge a portion of the foreign currency exposure that arises on translation of a Canadian subsidiary into U.S. dollars. These forward currency contracts are designated as net investment hedges. The Company assesses hedge effectiveness based on changes in forward rates. The Company recorded no ineffectiveness from net investment hedges during the first two quarters of 2024.

The Company classifies the cash flows at settlement of its net investment hedges within investing activities in the consolidated statements of cash flows.

Derivatives not designated as hedging instruments

The Company is exposed to gains and losses arising from changes in foreign currency exchange rates associated with transactions which are undertaken by its subsidiaries in currencies other than their functional currency. Such transactions include intercompany transactions and inventory purchases. These transactions result in the recognition of certain foreign currency denominated monetary assets and liabilities which are remeasured to the quarter-end or settlement date foreign currency exchange rate. The resulting foreign currency gains and losses are recorded in selling, general and administrative expenses.

During the first two quarters of 2024, the Company entered into certain forward currency contracts designed to economically hedge the foreign currency exchange revaluation gains and losses that are recognized by its Canadian and Chinese subsidiaries on specific monetary assets and liabilities denominated in currencies other than the functional currency of the entity. The Company has not applied hedge accounting to these instruments and the change in fair value of these derivatives is recorded within selling, general and administrative expenses.

The Company classifies the cash flows at settlement of its forward currency contracts which are not designated in hedging relationships within operating activities in the consolidated statements of cash flows.

Quantitative disclosures about derivative financial instruments

The Company presents its derivative assets and derivative liabilities at their gross fair values within prepaid expenses and other current assets and other current liabilities on the consolidated balance sheets. However, the Company's Master International Swap Dealers Association, Inc., Agreements and other similar arrangements allow net settlements under certain conditions. As of July 28, 2024, there were derivative assets of $19.7 million and derivative liabilities of $19.6 million subject to enforceable netting arrangements.

The notional amounts and fair values of forward currency contracts were as follows:

	July 28, 2024			January 28, 2024		
	Gross Notional	Assets	Liabilities	Gross Notional	Assets	Liabilities
			(In thousands)			
Derivatives designated as net investment hedges:						
Forward currency contracts	$ 1,205,000	$ 18,303	$ —	$ 1,242,000	$ —	$ 258
Derivatives not designated in a hedging relationship:						
Forward currency contracts	1,445,167	1,355	19,553	1,543,351	647	2,614
Net derivatives recognized on consolidated balance sheets:						
Forward currency contracts		$ 19,658	$ 19,553		$ 647	$ 2,872

The forward currency contracts designated as net investment hedges outstanding as of July 28, 2024 mature on different dates between August 2024 and November 2024.

The forward currency contracts not designated in a hedging relationship outstanding as of July 28, 2024 mature on different dates between August 2024 and October 2024.

The pre-tax gains and losses on foreign currency exchange forward contracts recorded in accumulated other comprehensive income or loss were as follows:

	Second Quarter				First Two Quarters			
	2024		2023		2024		2023	
	(In thousands)							
Gains (losses) recognized in net investment hedge gains (losses):								
Derivatives designated as net investment hedges	$	14,575	$	(23,166)	$	32,712	$	961

No gains or losses have been reclassified from accumulated other comprehensive income or loss into net income for derivative financial instruments in a net investment hedging relationship, as the Company has not sold or liquidated (or substantially liquidated) its hedged subsidiary.

The pre-tax net foreign currency exchange and derivative gains and losses recorded in the consolidated statement of operations were as follows:

	Second Quarter				First Two Quarters			
	2024		2023		2024		2023	
	(In thousands)							
Gains recognized in selling, general and administrative expenses:								
Foreign currency exchange gains (losses)	$	15,836	$	(38,426)	$	30,771	$	(30,099)
Derivatives not designated in a hedging relationship		(14,711)		42,729		(29,038)		33,023
Net foreign currency exchange and derivative gains	$	1,125	$	4,303	$	1,733	$	2,924

Credit risk

The Company is exposed to credit-related losses in the event of nonperformance by the counterparties to the forward currency contracts. The credit risk amount is the Company's unrealized gains on its derivative instruments, based on foreign currency rates at the time of nonperformance.

The Company's forward currency contracts are generally entered into with what the Company believes are investment grade credit worthy and reputable financial institutions that are monitored by the Company for counterparty risk.

The Company's derivative contracts contain certain credit risk-related contingent features. Under certain circumstances, including an event of default, bankruptcy, termination, and cross default under the Company's revolving credit facility, the Company may be required to make immediate payment for outstanding liabilities under its derivative contracts.

Note 8. Earnings Per Share

The details of the computation of basic and diluted earnings per share are as follows:

	Second Quarter				First Two Quarters			
	2024		2023		2024		2023	
	(In thousands, except per share amounts)							
Net income	$	392,922	$	341,603	$	714,343	$	632,008
Basic weighted-average number of shares outstanding		124,721		126,969		125,358		127,108
Assumed conversion of dilutive stock options and awards		136		294		242		334
Diluted weighted-average number of shares outstanding		124,857		127,263		125,600		127,442
Basic earnings per share	$	3.15	$	2.69	$	5.70	$	4.97
Diluted earnings per share	$	3.15	$	2.68	$	5.69	$	4.96

The Company's calculation of weighted-average shares includes the common stock of the Company as well as the exchangeable shares. Exchangeable shares are the economic equivalent of common shares in all material respects. All classes of stock have, in effect, the same economic rights and share equally in undistributed net income. For the first two quarters of 2024 and 2023, 0.1 million and 0.1 million stock options and awards, respectively, were anti-dilutive to earnings per share and therefore have been excluded from the computation of diluted earnings per share.

On March 23, 2022, the Company's board of directors approved a stock repurchase program for up to $1.0 billion of the Company's common shares on the open market or in privately negotiated transactions. During the first quarter of 2024, the Company completed the remaining stock repurchases under this program.

On November 29, 2023, the Company's board of directors approved an additional stock repurchase program for up to $1.0 billion of the Company's common shares on the open market or in privately negotiated transactions. On May 29, 2024, the Company's board of directors approved a $1.0 billion increase to the existing stock repurchase program. The repurchase plan has no time limit and does not require the repurchase of a minimum number of shares. Common shares repurchased on the open market are 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. The timing and actual number of common shares to be repurchased will depend upon market conditions, eligibility to trade, and other factors, in accordance with Securities and Exchange Commission requirements. The authorized value of shares available to be repurchased under this program excludes the cost of commissions and excise taxes and as of July 28, 2024, the remaining authorized value was $1.3 billion.

During the first two quarters of 2024 and 2023, 2.6 million and 0.8 million shares, respectively, were repurchased at a total cost including commissions and excise taxes of $888.9 million and $292.0 million, respectively.

Subsequent to July 28, 2024, and up to August 23, 2024, 1.0 million shares were repurchased at a total cost including commissions and excise taxes of $239.3 million.

Note 9. Supplementary Financial Information

A summary of certain consolidated balance sheet accounts is as follows:

	July 28, 2024	January 28, 2024
	(In thousands)	
Inventories:		
Inventories, at cost	$ 1,536,505	$ 1,465,076
Provision to reduce inventories to net realizable value	(107,462)	(141,474)
	$ 1,429,043	$ 1,323,602
Prepaid expenses and other current assets:		
Prepaid expenses	$ 150,768	$ 137,203
Forward currency contract assets	19,658	647
Other current assets	25,073	46,652
	$ 195,499	$ 184,502
Property and equipment, net:		
Land	$ 78,145	$ 79,498
Buildings	28,523	29,032
Leasehold improvements	1,147,438	1,006,926
Furniture and fixtures	162,232	156,656
Computer hardware	184,298	176,597
Computer software	1,170,495	1,032,567
Equipment and vehicles	47,447	34,017
Work in progress	155,973	247,943
Property and equipment, gross	2,974,551	2,763,236
Accumulated depreciation	(1,359,658)	(1,217,425)
	$ 1,614,893	$ 1,545,811
Other non-current assets:		
Cloud computing arrangement implementation costs	$ 153,025	$ 133,597
Security deposits	38,114	31,825
Other	30,389	21,262
	$ 221,528	$ 186,684

	July 28, 2024	January 28, 2024
	(In thousands)	
Accrued liabilities and other:		
Accrued operating expenses	$ 164,896	$ 147,215
Sales return allowances	49,104	61,634
Accrued freight	43,925	41,241
Accrued capital expenditures	22,256	31,936
Accrued duty	37,601	25,817
Accrued rent	18,052	12,522
Accrued inventory liabilities	10,293	4,783
Sales tax collected	13,417	3,088
Forward currency contract liabilities	19,553	2,872
Other	17,326	17,447
	$ 396,423	$ 348,555

Note 10. Segmented Information

The Company's operating segments are based on the financial information the CODM, who is the Chief Executive Officer, uses to evaluate performance and allocate resources.

During the fourth quarter of 2023, the financial information the CODM regularly uses to evaluate performance and allocate resources was revised. As the Company has further executed on its omni-channel retail strategy, and with the continued expansion of its international operations, the CODM has shifted resource allocation decisions to be focused by regional market, rather than by selling channel. This resulted in a change in the Company's operating segments.

Since January 28, 2024, the Company has reported three segments: Americas, China Mainland, and Rest of World, which is APAC and EMEA on a combined basis. The Company does not report capital expenditures and assets by segment as that information is not reviewed by the CODM. Previously, the Company's operating segments were comprised of company-operated stores, direct to consumer (or "e-commerce"), and other. The Company has recast the prior period information to reflect its new operating segments.

	Second Quarter		First Two Quarters	
	2024	2023	2024	2023
	(In thousands)			
Net revenue:				
Americas	$ 1,741,433	$ 1,719,773	$ 3,363,697	$ 3,287,511
China Mainland	314,189	234,445	617,975	444,513
Rest of World	315,456	254,947	598,297	477,933
	$ 2,371,078	$ 2,209,165	$ 4,579,969	$ 4,209,957
Segmented income from operations:				
Americas	$ 669,427	$ 660,570	$ 1,234,267	$ 1,241,792
China Mainland	119,085	83,481	238,863	157,366
Rest of World	74,000	51,292	140,681	95,086
	862,512	795,343	1,613,811	1,494,244
General corporate expense	322,286	314,207	640,943	609,816
Amortization of intangible assets	—	1,879	—	3,757
Income from operations	540,226	479,257	972,868	880,671
Other income (expense), net	17,994	7,362	41,277	15,387
Income before income tax expense	$ 558,220	$ 486,619	$ 1,014,145	$ 896,058
Depreciation and amortization:				
Americas	$ 47,824	$ 44,514	$ 92,150	$ 79,650
China Mainland	7,762	5,794	15,787	11,759
Rest of World	7,407	5,755	13,913	11,053
Corporate	40,580	37,946	77,482	75,663
	$ 103,573	$ 94,009	$ 199,332	$ 178,125

Note 11. Disaggregated Net Revenue

In addition to the disaggregation of net revenue by reportable segment in Note 10. Segmented Information, the following table disaggregates the Company's net revenue by geographic area.

	Second Quarter		First Two Quarters	
	2024	2023	2024	2023
	(In thousands)			
United States	$ 1,421,980	$ 1,424,926	$ 2,762,380	$ 2,739,317
Canada	319,453	294,847	601,317	548,194
China Mainland	314,189	234,445	617,975	444,513
Hong Kong SAR, Taiwan, and Macau SAR	42,035	43,055	84,299	82,672
People's Republic of China	356,224	277,500	702,274	527,185
Other geographic areas	273,421	211,892	513,998	395,261
	$ 2,371,078	$ 2,209,165	$ 4,579,969	$ 4,209,957

The following table disaggregates the Company's net revenue by category. Other categories is primarily composed of accessories, footwear, and lululemon Studio.

	Second Quarter		First Two Quarters	
	2024	2023	2024	2023
	(In thousands)			
Women's product	$ 1,476,121	$ 1,396,327	$ 2,911,362	$ 2,705,155
Men's product	587,525	530,723	1,093,223	968,888
Other categories	307,432	282,115	575,384	535,914
	$ 2,371,078	$ 2,209,165	$ 4,579,969	$ 4,209,957

The following table disaggregates the Company's net revenue by channel.

	Second Quarter		First Two Quarters	
	2024	2023	2024	2023
	(In thousands)			
Company-operated stores	$ 1,215,613	$ 1,096,939	$ 2,286,138	$ 2,055,026
E-commerce	910,637	893,673	1,816,424	1,728,615
Other channels	244,828	218,553	477,407	426,316
	$ 2,371,078	$ 2,209,165	$ 4,579,969	$ 4,209,957

Note 12. Legal Proceedings and Other Contingencies

In addition to the legal proceedings described below, the Company is, from time to time, involved in routine legal matters, and audits and inspections by governmental agencies and other third parties which are incidental to the conduct of its business. This includes legal matters such as initiation and defense of proceedings to protect intellectual property rights, employment claims, product liability claims, personal injury claims, and similar matters. The Company believes the ultimate resolution of any such legal proceedings, audits, and inspections will not have a material adverse effect on its consolidated balance sheets, results of operations or cash flows. The Company has recognized immaterial provisions related to the expected outcome of legal proceedings.

On July 12, 2024, lululemon and its subsidiary, lululemon usa inc., were named as defendants in a putative consumer class action (Gyani v. Lululemon Athletica Inc., et al., No. 1:24-cv-22651-BB) in the United States District Court for the Southern District of Florida. The complaint asserts claims under the Florida Deceptive and Unfair Trade Practices Act and for unjust enrichment based on statements by the Company relating to the sustainability and environmental impact of the Company's products and actions during the period October 28, 2020 to present. The complaint seeks monetary damages, as well as non-monetary relief such as an injunction to end the alleged unlawful practices. The Company intends to defend the action vigorously.

On August 8, 2024, lululemon athletica inc. and certain officers of the Company were named as defendants in a purported securities class action (Patel v. Lululemon Athletica Inc., et al., No. 1:24-cv-06033) in the United States District Court for the Southern District of New York. The complaint asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 based on allegedly false and misleading public statements and omissions by Defendants during the period December 7, 2023 to July 24, 2024 relating to lululemon's business, product offerings, and inventory allocation that Plaintiff alleges artificially inflated the Company's stock price. The complaint currently seeks unspecified monetary damages. The Company intends to defend the action vigorously.

Note 13. Pending Acquisition

During the second quarter of 2024, the Company entered into an agreement to acquire the operations and lululemon branded retail locations being run by a third party under a license and supply arrangement in Mexico for approximately $160.0 million in cash. The Company had previously granted this third party the right to operate lululemon branded retail locations and to sell lululemon products in Mexico. The transaction is subject to customary closing conditions and regulatory approval.

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:

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
	(In thousands)		*(Percentage of net revenue)*	
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						
	2024	2023	2024	2023	Year over year change		
	(In thousands)		(Percentage of net revenue)		(In thousands)	(Percentage)	(Constant dollar change)
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			
	2024	2023	Year over year change	
	(In thousands)		(In thousands)	(Percentage)
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			
	2024	2023	Year over year change	
	(In thousands)		(In thousands)	(Percentage)
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	
	(In thousands)		*(In thousands)*	*(Percentage)*
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	
	(In thousands)		*(In thousands)*	*(Percentage)*
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	
	(In thousands)		*(In thousands)*	*(Percentage)*
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
	(In thousands)		*(Percentage of net revenue)*	
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	2024	2023	Year over year change		
	(In thousands)		(Percentage of net revenue)		(In thousands)	(Percentage)	(Constant dollar change)
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	
	(In thousands)		(In thousands)	(Percentage)
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			
	2024	2023	Year over year change	
	(In thousands)		(In thousands)	(Percentage)
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			
	2024	2023	Year over year change	
	(In thousands)		(In thousands)	(Percentage)
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	
	(In thousands)		*(Percentage of net revenue of respective operating segment)*		*(In thousands)*	*(Percentage)*
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	
	(In thousands)		*(In thousands)*	*(Percentage)*
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	
	(In thousands)		*(In thousands)*	*(Percentage)*
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	
	(In thousands)		*(In thousands)*	*(Percentage)*
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 %

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(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
		(In thousands)	
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
		(In thousands)
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.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In addition to the legal matters described in Note 12. Legal Proceedings and Other Contingencies included in Item 1 of Part I of this report and in our 2023 Annual Report on Form 10-K, we are, from time to time, involved in routine legal matters incidental to the conduct of our business, including legal matters such as initiation and defense of proceedings to protect intellectual property rights, employment claims, product liability claims, personal injury claims, and similar matters. We believe the ultimate resolution of any such current proceeding will not have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 1A. RISK FACTORS

In addition to the other information contained in this Form 10-Q and in our 2023 Annual Report on Form 10-K, the following risk factors should be considered in evaluating our business. Our business, financial condition, or results of operations could be materially adversely affected as a result of any of these risks.

Risks related to our business and industry

Our success depends on our ability to maintain the value and reputation of our brand.

The lululemon name is integral to our business as well as to the implementation of our expansion strategies. Maintaining, promoting, and positioning our brand will depend largely on the success of our marketing and merchandising efforts and our ability to provide a consistent, high quality product, and guest experience. We rely on social media, as one of our marketing strategies, to have a positive impact on both our brand value and reputation. Our brand and reputation could be adversely affected if we fail to achieve these objectives, if our public image was to be tarnished by negative publicity, which could be amplified by social media, if we fail to deliver innovative and high quality products acceptable to our guests, or if we face or mishandle a product recall. Our reputation could also be impacted by adverse publicity, whether or not valid, regarding allegations that we, or persons associated with us or formerly associated with us, have violated applicable laws or regulations, including but not limited to those related to safety, employment, discrimination, harassment, whistle-blowing, privacy, corporate citizenship, improper business practices, or cybersecurity. Certain activities on the part of stakeholders, including nongovernmental organizations and governmental institutions, could cause reputational damage, distract senior management, and disrupt our business. Additionally, while we devote considerable effort and resources to protecting our intellectual property, if these efforts are not successful the value of our brand may be harmed. Any harm to our brand and reputation could have a material adverse effect on our financial condition.

Changes in consumer shopping preferences, and shifts in distribution channels could materially impact our results of operations.

We operate an omni-channel retail model and aim to efficiently and effectively serve our guests in the ways most convenient to them. We operate a combination of physical retail locations and e-commerce services via our websites, other region-specific websites, digital marketplaces, and mobile apps. Our physical retail locations remain a key part of our growth strategy and we view them as a valuable tool in helping us build our brand and product line as well as enabling our omni-channel capabilities. We plan to continue to expand square footage and open new company-operated stores to support our growth objectives. The diversion of sales from our company-operated stores could adversely impact our return on investment and could lead to impairment charges and store closures, including lease exit costs. We could have difficulty in recreating the in-store experience through direct channels. Our failure to successfully integrate our digital and physical channels and respond to these risks might adversely impact our business and results of operations, as well as damage our reputation and brand.

If any of our products have manufacturing or design defects or are otherwise unacceptable to us or our guests, our business could be harmed.

We have occasionally received, and may in the future receive, shipments of products that fail to comply with our technical specifications or that fail to conform to our quality control standards. We have also received, and may in the future receive, products that are otherwise unacceptable to us or our guests. Under these circumstances, unless we are able to obtain replacement products in a timely manner, we risk the loss of net revenue resulting from the inability to sell those products and related increased administrative and shipping costs. Additionally, if the unacceptability of our products is not discovered until after such products are sold, our guests could lose confidence in our products or we could face a product recall and our results of operations could suffer and our business, reputation, and brand could be harmed.

The complex hardware previously sold by our lululemon Studio subsidiary, as well as the services currently offered, can be affected by design and manufacturing defects. Sophisticated operating system software and applications, such as those offered by lululemon Studio, often have issues that can unexpectedly interfere with the intended operation of hardware or software products. Defects may also exist in components and products that we source from third parties. Any defects could make our products and services unsafe and create a risk of environmental or property damage or personal injury and we may become subject to the hazards and uncertainties of product liability claims and related litigation. The occurrence of real or perceived defects in any of our products, now or in the future, could result in additional negative publicity, regulatory investigations, or lawsuits filed against us, particularly if guests or others who use or purchase our lululemon Studio products are injured. Even if injuries are not the result of any defects, if they are perceived to be, we may incur expenses to defend or settle any claims and our brand and reputation may be harmed.

We operate in a highly competitive market and our competitors may compete more effectively than we can, resulting in a loss of our market share and a decrease in our net revenue and profitability.

The market for technical athletic apparel is highly competitive. Competition may result in pricing pressures, reduced profit margins or lost market share, or a failure to grow or maintain our market share, any of which could substantially harm our business and results of operations. We compete directly against wholesalers and direct retailers of athletic apparel, including large, diversified apparel companies with substantial market share, and established companies expanding their production and marketing of technical athletic apparel, as well as against retailers specifically focused on women's athletic apparel. We also face competition from wholesalers and direct retailers of traditional commodity athletic apparel, such as cotton T-shirts and sweatshirts. Many of our competitors are large apparel and sporting goods companies with strong worldwide brand recognition. Because of the fragmented nature of the industry, we also compete with other apparel sellers, including those specializing in yoga apparel and other activewear. Many of our competitors have significant competitive advantages, including longer operating histories, larger and broader customer bases, more established relationships with a broader set of suppliers, greater brand recognition and greater financial, research and development, store development, marketing, distribution, and other resources than we do. Our competitors may be able to achieve and maintain brand awareness and market share more quickly and effectively than we can.

We may fail to acknowledge or react appropriately to the entry or growth of a viable competitor or disruptive force, and could struggle to continue to innovate, differentiate, and sustain the growth of our brand. The increasing dominance and presence of our brand may also drive guests towards alternative emerging competitors.

In addition, because we hold limited patents and exclusive intellectual property rights in the technology, fabrics or processes underlying our products, our current and future competitors are able to manufacture and sell products with performance characteristics, fabrication techniques, and styling similar to our products.

Our sales and profitability may decline as a result of increasing costs and decreasing selling prices.

Our business is subject to significant pressure on costs and pricing caused by many factors, including intense competition, constrained sourcing capacity and related inflationary pressure, the availability of qualified labor and wage inflation, pressure from consumers to reduce the prices we charge for our products, and changes in consumer demand. These and other factors have, and may in the future, cause us to experience increased costs, reduce our prices to consumers or experience reduced sales in response to increased prices, any of which could cause our operating margin to decline if we are unable to offset these factors with reductions in operating costs and could have a material adverse effect on our financial condition, operating results, and cash flows. Unionization efforts or other employee organizing activities could lead to higher people costs or reduce our flexibility to manage our employees which may negatively disrupt our operations.

If we are unable to anticipate consumer preferences and successfully develop and introduce new, innovative, and differentiated products, we may not be able to maintain or increase our sales and profitability.

Our success depends on our ability to identify and originate product trends as well as to anticipate and react to changing consumer demands in a timely manner. All of our products are subject to changing consumer preferences that cannot be predicted with certainty. If we are unable to introduce new products or novel technologies in a timely manner or our new products or technologies are not accepted by our guests, our competitors may introduce similar products in a more timely fashion, which could hurt our goal to be viewed as a leader in technical athletic apparel innovation. Our new products may not receive consumer acceptance as consumer preferences could shift rapidly to different types of athletic apparel or away from these types of products altogether, and our future success depends in part on our ability to anticipate and respond to these changes. Our failure to anticipate and respond in a timely manner to changing consumer preferences could lead to, among other things, lower sales and excess inventory levels. We may not have relevant data to effectively understand and react to consumer preferences and expectations. Even if we are successful in anticipating consumer preferences, our ability to adequately react to and address those preferences will in part depend upon our continued ability to develop and introduce innovative, high-quality products. Our failure to effectively introduce new products that are accepted by consumers could result in a decrease in net revenue and excess inventory levels, which could have a material adverse effect on our financial condition.

Our results of operations could be materially harmed if we are unable to accurately forecast guest demand for our products.

To ensure adequate inventory supply, we must forecast inventory needs and place orders with our manufacturers based on our estimates of future demand for particular products. Our ability to accurately forecast demand for our products could be affected by many factors, including an increase or decrease in guest demand for our products or for products of our competitors, our failure to accurately forecast guest acceptance of new products, product introductions by competitors, unanticipated changes in general market conditions (for example, because of global economic concerns such as inflation, an economic downturn, or delays and disruptions resulting from local and international shipping delays and labor shortages), and weakening of economic conditions or consumer confidence in future economic conditions (for example, because of inflationary pressures, or because of sanctions, restrictions, and other responses related to geopolitical events). If we fail to accurately forecast guest demand, we may experience excess inventory levels or a shortage of products available for sale in our stores or for delivery to guests.

Inventory levels in excess of guest demand may result in inventory write-downs or write-offs and the sale of excess inventory at discounted prices, which would cause our gross margin to suffer and could impair the strength and exclusivity of our brand. Conversely, if we underestimate guest demand for our products, our manufacturers may not be able to deliver products to meet our requirements, and this could result in damage to our reputation and guest relationships.

Our limited operating experience and limited brand recognition in new international markets and new product categories may limit our expansion and cause our business and growth to suffer.

Our future growth depends in part on our expansion efforts outside of the Americas. We have limited experience with regulatory environments and market practices internationally, and we may not be able to penetrate or successfully operate in any new market. In connection with our expansion efforts we may encounter obstacles we did not face in the Americas, including cultural and linguistic differences, differences in regulatory environments, labor practices and market practices, difficulties in keeping abreast of market, business and technical developments, and international guests' tastes and preferences. We may also encounter difficulty expanding into new international markets because of limited brand recognition leading to delayed acceptance of our technical athletic apparel by guests in these new international markets. Our failure to develop our business in new international markets or disappointing growth outside of existing markets could harm our business and results of operations.

In addition, our continued growth depends in part on our ability to expand our product categories and introduce new product lines. We may not be able to successfully manage integration of new product categories or the new product lines with our existing products. Selling new product categories and lines will require our management to test and develop different strategies in order to be successful. We may be unsuccessful in entering new product categories and developing or launching new product lines, which requires management of new suppliers, potential new customers, and new business models. Our management may not have the experience of selling in these new product categories and we may not be able to grow our business as planned. For example, in July 2020, we acquired MIRROR, which was rebranded as lululemon Studio, and in 2023, we discontinued selling its hardware and offering its digital app-only subscription. If we are unable to effectively and successfully further develop current and future new product categories and lines, we may not be able to increase or maintain our sales and our operating margins may be adversely affected. This may also divert the attention of management and cause additional expenses.

We may, from time to time, evaluate and pursue other strategic investments or acquisitions. These involve various inherent risks and the benefits sought may not be realized.

If we continue to grow at a rapid pace, we may not be able to effectively manage our growth and the increased complexity of our business and as a result our brand image and financial performance may suffer.

If our operations continue to grow at a rapid pace, we may experience difficulties in obtaining sufficient raw materials and manufacturing capacity to produce our products, as well as delays in production and shipments, as our products are subject to risks associated with overseas sourcing and manufacturing. We could be required to continue to expand our sales and marketing, product development and distribution functions, to upgrade our management information systems and other processes and technology, and to obtain more space for our expanding workforce. This expansion could increase the strain on our resources, and we could experience operating difficulties, including difficulties in hiring, training, and managing an increasing number of employees. These difficulties could result in the erosion of our brand image which could have a material adverse effect on our financial condition.

We are subject to risks associated with leasing retail and distribution space subject to long-term and non-cancelable leases.

We lease the majority of our stores under operating leases and our inability to secure appropriate real estate or lease terms could impact our ability to grow. Our leases generally have initial terms of between two and 15 years, and generally can be extended in increments between two and five years, if at all. We generally cannot cancel these leases at our option. If an existing or new store is not profitable, and we decide to close it, as we have done in the past and may do in the future, we may nonetheless be committed to perform our obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. Similarly, we may be committed to perform our obligations under the applicable leases even if current locations of our stores become unattractive as demographic patterns change. In addition, as each of our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could require us to close stores in desirable locations.

We also lease the majority of our distribution centers and our inability to secure appropriate real estate or lease terms could impact our ability to deliver our products to the market.

Our future success is substantially dependent on the service of our senior management and our ability to maintain our culture and to attract, manage, and retain highly qualified individuals.

The performance of our senior management team and other key employees may not meet our needs and expectations. Also, the loss of services of any of these key employees, or any negative public perception with respect to these individuals, may be disruptive to, or cause uncertainty in, our business and could have a negative impact on our ability to manage and grow our business effectively. Such disruption could have a material adverse impact on our financial performance, financial condition, and the market price of our stock.

If we are unable to successfully maintain and evolve our unique culture, offer competitive compensation and benefits, and a desirable work model, we may be unable to attract and retain highly qualified individuals to support our business and continued growth. Our work model may not meet the needs and expectations of our employees and may not be perceived as favorable compared to other companies. We also face risks related to employee engagement and productivity which could result in increased headcount and lead to increased labor costs.

Our business is affected by seasonality, which could result in fluctuations in our operating results.

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, while our operating expenses are more equally distributed throughout the year. This seasonality, along with other factors that are beyond our control, including weather conditions and the effects of climate change, could adversely affect our business and cause our results of operations to fluctuate.

Risks related to our supply chain

Disruptions of our supply chain could have a material adverse effect on our operating and financial results.

Disruption of our supply chain capabilities due to trade restrictions, political instability, severe weather, natural disasters, public health crises, war, terrorism, product recalls, labor supply shortages or stoppages, the financial or operational instability of key suppliers and carriers, changes in diplomatic or trade relationships (including any sanctions, restrictions, and other responses such as those related to current geopolitical events), or other reasons could impair our ability to distribute our products. To the extent we are unable to mitigate the likelihood or potential impact of such events, there could be a material adverse effect on our operating and financial results.

We rely on international suppliers and any significant disruption to our supply chain could impair our ability to procure or distribute our products.

We do not manufacture our products or raw materials and rely on suppliers and manufacturers located predominantly in APAC and China Mainland. We also source other materials used in our products, including items such as content labels, elastics, buttons, clasps, and drawcords, from suppliers located primarily in this region. Based on cost, during 2023:

- Approximately 42% of our products were manufactured in Vietnam, 16% in Cambodia, 11% in Sri Lanka, 10% in Indonesia, and 8% in Bangladesh, and the remainder in other regions.
- Approximately 40% of the fabric used in our products originated from Taiwan, 26% from China Mainland, 12% from Sri Lanka, and the remainder from other regions.

The entire apparel industry, including our company, could face supply chain challenges as a result of the impacts of global public health crises, political instability, inflationary pressures, macroeconomic conditions, and other factors, including reduced freight availability and increased costs, port disruption, manufacturing facility closures, and related labor shortages and other supply chain disruptions.

Our supply chain capabilities may be disrupted due to these or other factors, such as severe weather, natural disasters, war or other military conflicts, terrorism, labor supply shortages or stoppages, the financial or operational instability of key suppliers or the countries in which they operate, or changes in diplomatic or trade relationships (including any sanctions, restrictions, and other responses to geopolitical events). Any significant disruption in our supply chain capabilities could impair our ability to procure or distribute our products, which would adversely affect our business and results of operations.

A relatively small number of vendors supply and manufacture a significant portion of our products, and losing one or more of these vendors could adversely affect our business and results of operations.

Many of the specialty fabrics used in our products are technically advanced textile products developed and manufactured by third parties and may be available, in the short-term, from only one or a limited number of sources. We have no long-term contracts with any of our suppliers or manufacturers for the production and supply of our raw materials and products, and we compete with other companies for fabrics, other raw materials, and production. During 2023, we worked with approximately 49 vendors to manufacture our products and 67 suppliers to provide the fabric for our products. Based on cost, during 2023:

- Approximately 55% of our products were manufactured by our top five vendors, the largest of which produced approximately 17% of our products; and
- Approximately 52% of our fabrics were produced by our top five fabric suppliers, the largest of which produced approximately 19% of fabric used.

We have experienced, and may in the future experience, a significant disruption in the supply of fabrics or raw materials and may be unable to locate alternative suppliers of comparable quality at an acceptable price, or at all. In addition, if we experience significant increased demand, or if we need to replace an existing supplier or manufacturer, we may be unable to locate additional supplies of fabrics or raw materials or additional manufacturing capacity on terms that are acceptable to us, or at all, or we may be unable to locate any supplier or manufacturer with sufficient capacity to meet our requirements or fill our orders in a timely manner. Identifying a suitable supplier is an involved process that requires us to become satisfied with its quality control, responsiveness and service, financial stability, and labor and other ethical practices. Even if we are able to expand existing or find new manufacturing or fabric sources, we may encounter delays in production and added costs as a result of the time it takes to train our suppliers and manufacturers in our methods, products, and quality control standards.

Our supply of fabric or manufacture of our products could be disrupted or delayed by economic or political or global health conditions, and the related government and private sector responsive actions such as closures, restrictions on product shipments, and travel restrictions. Delays related to supplier changes could also arise due to an increase in shipping times if new suppliers are located farther away from our markets or from other participants in our supply chain. In addition, freight capacity issues continue to persist worldwide as there is much greater demand for shipping and reduced capacity and equipment. Any delays, interruption, or increased costs in the supply of fabric or manufacture of our products could have an adverse effect on our ability to meet guest demand for our products and result in lower net revenue and income from operations both in the short and long term.

Our business could be harmed if our suppliers and manufacturers do not comply with our Vendor Code of Ethics or applicable laws.

While we require our suppliers and manufacturers to comply with our Vendor Code of Ethics, which includes labor, health and safety, and environment standards, we do not control their operations. If suppliers or contractors do not comply with these standards or applicable laws or there is negative publicity regarding the production methods of any of our suppliers or manufacturers, even if unfounded or not specific to our supply chain, our reputation and sales could be adversely affected, we could be subject to legal liability, or could cause us to contract with alternative suppliers or manufacturing sources.

The fluctuating cost of raw materials could increase our cost of goods sold.

The fabrics used to make our products include synthetic fabrics whose raw materials include petroleum-based products. Our products also include silver and natural fibers, including cotton. Our costs for raw materials are affected by, among other things, weather, consumer demand, speculation on the commodities market, the relative valuations and fluctuations of the currencies of producer versus consumer countries, and other factors that are generally unpredictable and beyond our control. Any and all of these factors may be exacerbated by global climate change. In addition, political instability, trade relations, sanctions, inflationary pressure, or other geopolitical or economic conditions could cause raw material costs to increase and have an adverse effect on our future margins. Increases in the cost of raw materials, including petroleum or the prices we pay for silver and our cotton yarn and cotton-based textiles, could have a material adverse effect on our cost of goods sold, results of operations, financial condition, and cash flows.

If we encounter problems with our distribution system, our ability to deliver our products to the market and to meet guest expectations could be harmed.

We rely on our distribution facilities for substantially all of our product distribution. Our distribution facilities include computer controlled and automated equipment, which means their operations may be subject to a number of risks related to security or computer viruses, the proper operation of software and hardware, electronic or power interruptions, or other system failures. In addition, our operations could also be interrupted by labor difficulties, pandemics, the impacts of climate change, extreme or severe weather conditions or by floods, fires, or other natural disasters near our distribution centers. If we encounter problems with our distribution system, our ability to meet guest expectations, manage inventory, complete sales, and achieve objectives for operating efficiencies could be harmed.

Increasing labor costs and other factors associated with the production of our products in South Asia and South East Asia could increase the costs to produce our products.

A significant portion of our products are produced in South Asia and South East Asia and increases in the costs of labor and other costs of doing business in the countries in this area could significantly increase our costs to produce our products and could have a negative impact on our operations and earnings. Factors that could negatively affect our business include labor shortages and increases in labor costs, labor disputes, pandemics, the impacts of climate change, difficulties and additional costs in transporting products manufactured from these countries to our distribution centers and significant revaluation of the currencies used in these countries, which may result in an increase in the cost of producing products. Also, the imposition of trade sanctions or other regulations against products imported by us from, or the loss of "normal trade relations" status with any country in which our products are manufactured, could significantly increase our cost of products and harm our business.

Risks related to information security and technology

We may be unable to safeguard against security breaches which could damage our customer relationships and result in significant legal and financial exposure.

As part of our normal operations, we receive confidential, proprietary, and personally identifiable information, including credit card information, and information about our customers, our employees, job applicants, and other third parties. Our business employs systems and websites that allow for the storage and transmission of this information. However, despite our safeguards and security processes and protections, security breaches could expose us to a risk of theft or misuse of this information, and could result in litigation and potential liability.

The retail industry, in particular, has been the target of many recent cyber-attacks. We may not have the resources or technical sophistication to be able to anticipate or prevent rapidly evolving types of cyber-attacks. Attacks may be targeted at us, our vendors or customers, or others who have entrusted us with information. In addition, despite taking measures to safeguard our information security and privacy environment from security breaches, our customers and our business could still be exposed to risk. Actual or anticipated attacks may cause us to incur increasing costs including costs to deploy additional personnel and protection technologies, train employees and engage third party experts and consultants. Advances in computer capabilities, new technological discoveries or other developments may result in the technology used by us to protect transaction or other data being breached or compromised. Measures we implement to protect against cyber-attacks may also have the potential to impact our customers' shopping experience or decrease activity on our websites by making them more difficult to use.

Data and security breaches can also occur as a result of non-technical issues including intentional or inadvertent breach by employees or persons with whom we have commercial relationships that result in the unauthorized release of personal or confidential information. Any compromise or breach of our security could result in a violation of applicable privacy and other laws, significant legal and financial exposure, and damage to our brand and reputation or other harm to our business.

In addition, the increased use of employee-owned devices for communications as well as work-from-home arrangements present additional operational risks to our technology systems, including increased risks of cyber-attacks. Further, like other companies in the retail industry, we have in the past experienced, and we expect to continue to experience, cyber-attacks, including phishing, and other attempts to breach, or gain unauthorized access to, our systems. To date, these attacks have not had a material impact on our operations, but they may have a material impact in the future.

Privacy and data protection laws increase our compliance burden.

We are subject to a variety of privacy and data protection laws and regulations that change frequently and have requirements that vary from jurisdiction to jurisdiction. For example, we are subject to significant compliance obligations under privacy laws such as the General Data Privacy Regulation ("GDPR") in the European Union, the Personal Information Protection and Electronic Documents Act (“PIPEDA”) in Canada, the California Consumer Privacy Act ("CCPA") modified by the California Privacy Rights Act (“CPRA”), and the Personal Information Protection Law (“PIPL”) in the People's Republic of China ("PRC")(1). Some privacy laws prohibit the transfer of personal information to certain other jurisdictions. We are subject to privacy and data protection audits or investigations by various government agencies. Our failure to comply with these laws subjects us to potential regulatory enforcement activity, fines, private litigation including class actions, and other costs. Our efforts to comply with privacy laws may complicate our operations and add to our compliance costs. A significant privacy breach or failure or perceived failure by us or our third-party service providers to comply with privacy or data protection laws, regulations, policies or regulatory guidance might have a materially adverse impact on our reputation, business operations and our financial condition or results of operations.

Disruption of our technology systems or unexpected network interruption could disrupt our business.

We are increasingly dependent on technology systems and third-parties to operate our e-commerce websites, process transactions, respond to guest inquiries, manage inventory, purchase, sell and ship goods on a timely basis, and maintain cost-efficient operations. The failure of our technology systems to operate properly or effectively, problems with transitioning to upgraded or replacement systems, or difficulty in integrating new systems, could adversely affect our business. In addition, we have e-commerce websites in the United States, Canada, and internationally. Our technology systems, websites, and operations of third parties on whom we rely, may encounter damage or disruption or slowdown caused by a failure to successfully upgrade systems, system failures, viruses, computer "hackers", natural disasters, or other causes. These could cause information, including data related to guest orders, to be lost or delayed which could, especially if the disruption or slowdown occurred during the holiday season, result in delays in the delivery of products to our stores and guests or lost sales, which could reduce demand for our products and cause our sales to decline. The concentration of our primary offices, several of our distribution centers, and a number of our stores along the west coast of North America could amplify the impact of a natural disaster occurring in that area to our business, including to our technology systems. In addition, if changes in technology cause our information systems to become obsolete, or if our information systems are inadequate to handle our growth, we could lose guests. We have limited back-up systems and redundancies, and our technology systems and websites have experienced system failures and electrical outages in the past which have disrupted our operations. Any significant disruption in our technology systems or websites could harm our reputation and credibility, and could have a material adverse effect on our business, financial condition, and results of operations.

Our technology-based systems that give our customers the ability to shop with us online may not function effectively.

Many of our customers shop with us through our e-commerce websites and mobile apps. Increasingly, customers are using tablets and smart phones to shop online with us and with our competitors and to do comparison shopping. We are increasingly using social media and proprietary mobile apps to interact with our customers and as a means to enhance their shopping experience. Any failure on our part to provide attractive, effective, reliable, user-friendly e-commerce platforms that

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(1) PRC includes China Mainland, Hong Kong SAR, Taiwan, and Macau SAR.

offer a wide assortment of merchandise with rapid delivery options and that continually meet the changing expectations of online shoppers could place us at a competitive disadvantage, result in the loss of e-commerce and other sales, harm our reputation with customers, have a material adverse impact on the growth of our e-commerce business globally and could have a material adverse impact on our business and results of operations.

Risks related to environmental, social, and governance issues

Climate change, and related legislative and regulatory responses to climate change, may adversely impact our business.

There is increasing concern that a gradual rise in global average temperatures due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere will cause significant changes in weather patterns around the globe, an increase in the frequency, severity, and duration of extreme weather conditions and natural disasters, and water scarcity and poor water quality. These events could adversely impact the cultivation of cotton, which is a key resource in the production of our products, disrupt the operation of our supply chain and the productivity of our contract manufacturers, increase our production costs, impose capacity restraints and impact the types of apparel products that consumers purchase. These events could also compound adverse economic conditions and impact consumer confidence and discretionary spending. As a result, the effects of climate change could have a long-term adverse impact on our business and results of operations. In many countries, governmental bodies are enacting new or additional legislation and regulations to reduce or mitigate the potential impacts of climate change. If we, our suppliers, or our contract manufacturers are required to comply with these laws and regulations, or if we choose to take voluntary steps to reduce or mitigate our impact on climate change, we may experience increased costs for energy, production, transportation, and raw materials, increased capital expenditures, or increased insurance premiums and deductibles, which could adversely impact our operations. Inconsistency of legislation and regulations among jurisdictions may also affect the costs of compliance with such laws and regulations. Any assessment of the potential impact of future climate change legislation, regulations or industry standards, as well as any international treaties and accords, is uncertain given the wide scope of potential regulatory change in the countries in which we operate.

Increased scrutiny from investors and others regarding our environmental, social, governance, or sustainability responsibilities could result in additional costs or risks and adversely impact our reputation, employee retention, and willingness of customers and suppliers to do business with us.

Investor and political advocacy groups, certain institutional investors, investment funds, other market participants, stockholders, and customers have focused increasingly on the environmental, social and governance ("ESG") practices of companies, including those associated with climate change and social responsibility. These parties have placed increased importance on the implications of the social cost of their investments and disclosure of their ESG practices. If our ESG practices do not meet customer, investor, employee, or other stakeholder expectations or do not align with their opinions or values, our brand, reputation, employee retention, and business may be negatively impacted. Any sustainability or impact report that we publish or other ESG disclosures we make may include our policies, practices, goals, and targets on a variety of social and ethical matters, including corporate governance, environmental compliance, employee health and safety practices, human capital management, product quality, supply chain management, and workforce inclusion and diversity. It is possible that stakeholders may not be satisfied with our ESG policies, practices, goals, or targets, including how we describe and report our ESG goals, efforts, and practices, and this could reduce demand for our products or lead to regulatory enforcement that could restrict our ability to market and sell our products. We could also incur additional costs and require additional resources to monitor, report, and comply with various ESG practices. Also, our failure, or perceived failure, to meet the goals or targets included in any sustainability disclosure could negatively impact our reputation, employee retention, and the willingness of our customers and suppliers to do business with us.

Risks related to global economic, political, and regulatory conditions

An economic recession, depression, downturn, periods of inflation, or economic uncertainty in our key markets may adversely affect consumer discretionary spending and demand for our products.

Many of our products may be considered discretionary items for consumers. Some of the factors that may influence consumer spending on discretionary items include general economic conditions, high levels of unemployment, pandemics, higher consumer debt levels, reductions in net worth based on market declines and uncertainty, home foreclosures and reductions in home values, fluctuating interest and foreign currency exchange rates and credit availability, government austerity measures, fluctuating fuel and other energy costs, fluctuating commodity prices, inflationary pressure, tax rates and general uncertainty regarding the overall future economic environment. Global economic conditions are uncertain and volatile, due in part to the potential impacts of increasing inflation, the potential impacts of geopolitical uncertainties, and any potential sanctions, restrictions or responses to those conditions. For example, the PRC market presents a number of risks, including changes in laws and regulations, currency fluctuations, increased competition, and changes in economic conditions, including the risk of an economic downturn or recession, trade embargoes, restrictions or other barriers, as well as other conditions that may adversely impact consumer spending, any of which could cause us to fail to achieve anticipated growth. As global economic conditions continue to be volatile or economic uncertainty remains, trends in consumer discretionary spending also remain unpredictable and subject to reductions due to credit constraints and uncertainties about the future. Unfavorable economic conditions may lead consumers to delay or reduce purchases of our products. Consumer demand for our products may not reach our targets, or may decline, when there is an economic downturn or economic uncertainty in our key markets. Our sensitivity to economic cycles and any related fluctuation in consumer demand may have a material adverse effect on our financial condition.

Our financial condition could be adversely affected by global or regional health events such as the COVID-19 pandemic and related government, private sector, and individual consumer responsive actions.

The COVID-19 pandemic negatively impacted the global economy, disrupted consumer spending and global supply chains, and created significant volatility and disruption of financial markets. The COVID-19 pandemic and related government, private sector, and individual consumer responsive actions negatively impacted our business operations, store traffic, employee availability, supply chain, financial condition, liquidity, and cash flows.

The occurrence or resurgence of global or regional health events such as the COVID-19 pandemic, and the related governmental, private sector and individual consumer responses, could contribute to a recession, depression, or global economic downturn, reduce store traffic and consumer spending, result in temporary or permanent closures of retail locations, offices, and factories, and could negatively impact the flow of goods. Such events could cause health officials to impose restrictions and recommend precautions to mitigate the health crisis such as the temporary closure of our stores, limitations on the number of guests allowed in our stores at any single time, minimum physical distancing requirements, and limited operating hours. A health event such as the COVID-19 pandemic could also negatively impact our employees, guests, and brand by reducing consumer willingness to visit stores, malls, and lifestyle centers, and employee willingness to staff our stores. A global or regional health event may also cause long-term changes to consumer shopping behavior, preferences and demand for our products that may have a material adverse effect on our business.

A global or regional health event such as the COVID-19 pandemic could significantly and adversely impact our supply chain if the factories that manufacture our products, the distribution centers where we manage our inventory, or the operations of our logistics and other service providers are disrupted, temporarily closed, or experience worker shortages.

Global economic and political conditions could adversely impact our results of operations.

Uncertain or challenging global economic and political conditions could impact our performance, including our ability to successfully expand internationally. Global economic conditions could impact levels of consumer spending in the markets in which we operate, which could impact our sales and profitability. Political unrest, such as the turmoil related to current geopolitical events and the related sanctions, restrictions, or other responses, could negatively impact our guests and employees, reduce consumer spending, and adversely impact our business and results of operations.

We may be unable to source and sell our merchandise profitably or at all if new trade restrictions are imposed or existing restrictions become more burdensome.

The United States and the countries in which our products are produced or sold have imposed and may impose additional quotas, duties, tariffs, or other restrictions or regulations, or may adversely adjust prevailing quota, duty, or tariff levels. The results of any audits or related disputes regarding these restrictions or regulations could have an adverse effect on our financial statements for the period or periods for which the applicable final determinations are made. Countries impose, modify, and remove tariffs and other trade restrictions in response to a diverse array of factors, including global and national economic and political conditions, which make it impossible for us to predict future developments regarding tariffs and other trade restrictions. Trade restrictions, including tariffs, quotas, embargoes, safeguards, and customs restrictions, could increase the cost or reduce the supply of products available to us, could increase shipping times, or may require us to modify our supply chain organization or other current business practices, any of which could harm our business, financial condition, and results of operations.

We are dependent on international trade agreements and regulations. The countries in which we produce and sell our products could impose or increase tariffs, duties, or other similar charges that could negatively affect our results of operations, financial position, or cash flows.

Adverse changes in, or withdrawal from, trade agreements or political relationships between the United States and the PRC, Canada, or other countries where we sell or source our products, could negatively impact our results of operations or cash flows. General geopolitical instability and the responses to it, such as the possibility of sanctions, trade restrictions, and changes in tariffs, including sanctions against the PRC, tariffs imposed by the United States and the PRC, and the possibility of additional tariffs or other trade restrictions, could adversely impact our business. It is possible that further tariffs may be introduced, or increased. Such changes could adversely impact our business and could increase the costs of sourcing our products from the PRC as well as other countries, or could require us to source our products from different countries. The Uyghur Forced Labor Prevention Act and other similar legislation may lead to greater supply chain compliance costs and delays to us and to our vendors.

Changes in tax laws or unanticipated tax liabilities could adversely affect our effective income tax rate and profitability.

We are subject to the income tax laws of the United States, Canada, and several other international jurisdictions. Our effective income tax rates could be unfavorably impacted by a number of factors, including changes in the mix of earnings amongst countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws, new tax interpretations and guidance, the outcome of income tax audits in various jurisdictions around the world, and any repatriation of unremitted earnings for which we have not previously accrued applicable U.S. income taxes and international withholding taxes.

Repatriations from our Canadian subsidiaries are not subject to Canadian withholding taxes if such distributions are made as a return of capital. The extent to which the accumulated earnings of our Canadian subsidiaries can be repatriated as a return of capital is dependent on, among other things, the amount of paid-up-capital in our Canadian subsidiaries and transactions undertaken by our exchangeable shareholders.

Prior to 2022, we had not accrued for Canadian withholding taxes because the accumulated earnings of, or 'net investment' in, our Canadian subsidiaries was either indefinitely reinvested or could be repatriated as a return of capital without the payment of withholding taxes.

Since 2022, the net investment in our Canadian subsidiaries, which was not indefinitely reinvested, exceeded the paid-up capital and therefore we recognized Canadian withholding taxes on the portion of our net investment which we are unable to repatriate free of withholding tax.

In 2024, assuming there are no exchange transactions by our exchangeable shareholders, we will continue to recognize Canadian withholding taxes on the accumulated earnings of our Canadian subsidiaries which are not indefinitely reinvested.

We engage in a number of intercompany transactions across multiple tax jurisdictions. Although we believe that these transactions reflect the accurate economic allocation of profit and that proper transfer pricing documentation is in place, the profit allocation and transfer pricing terms and conditions may be scrutinized by local tax authorities during an audit and any resulting changes may impact our mix of earnings in countries with differing statutory tax rates. At the end of 2020, our Advance Pricing Arrangement ("APA") with the Internal Revenue Service and the Canada Revenue Agency expired. This APA stipulated the allocation of certain profits between the U.S. and Canada. We are currently in the process of negotiating the renewal of this arrangement and the final agreed upon terms and conditions thereof could impact our effective tax rate.

Current economic and political conditions make tax rules in any jurisdiction, including the United States and Canada, subject to significant change. Changes in applicable U.S., Canadian, or other international tax laws and regulations, or their interpretation and application, including the possibility of retroactive effect, could affect our income tax expense and profitability, as they did in fiscal 2017 and fiscal 2018 upon passage of the U.S. Tax Cuts and Jobs Act, and in 2020 with the passage of the Coronavirus Aid, Relief, and Economic Security Act. Certain provisions of the Inflation Reduction Act passed in 2022, including a 15% corporate alternative minimum tax, as well as the similar 15% global minimum tax under the Organization for Economic Cooperation and Development's Pillar Two Global Anti-Base Erosion Rules, may impact our income tax expense, profitability, and capital allocation decisions.

Our failure to comply with trade and other regulations could lead to investigations or actions by government regulators and negative publicity.

The labeling, distribution, importation, marketing, and sale of our products, as well as components of our products, including chemicals, are subject to extensive regulation by various regulatory bodies. These include federal agencies such as the Federal Trade Commission, Consumer Product Safety Commission and state attorneys general in the United States, the Competition Bureau and Health Canada in Canada, the State Administration for Market Regulation of the PRC, General Administration of Customs of the PRC, as well as other federal, state, provincial, local, and international regulatory authorities in the countries in which our products are distributed or sold. If we fail to comply with any of these regulations, we could become subject to enforcement actions or the imposition of significant penalties or claims, which could harm our results of operations or our ability to conduct our business. In addition, any audits and inspections by governmental agencies related to these matters could result in significant settlement amounts, damages, fines, or other penalties, divert financial and management resources, and result in significant legal fees. An unfavorable outcome of any particular proceeding could have an adverse impact on our business, financial condition, and results of operations. In addition, the adoption of new regulations or changes in the interpretation of existing regulations, or changes in consumer perceptions of the components of our products, may result in significant compliance costs or discontinuation of product sales and could impair the marketing of our products, resulting in significant loss of net revenue.

Our international operations are also subject to compliance with the U.S. Foreign Corrupt Practices Act ("FCPA") and other anti-bribery laws applicable to our operations. In many countries, particularly in those with developing economies, it may be a local custom that businesses operating in such countries engage in business practices that are prohibited by the FCPA or other U.S. and international laws and regulations applicable to us. As we expand our operations across multiple jurisdictions, we could be subject to conflicting laws, or differing consumer sentiment on application of laws, that could lead to non-compliance which could have an adverse effect on our operations. Although we have implemented procedures designed to ensure compliance with the FCPA and similar laws, some of our employees, agents, or other partners, as well as those companies to which we outsource certain of our business operations, could take actions in violation of our policies. Any such violation could have a material and adverse effect on our business.

As we expand internationally, we are subject to complex employee regulations, and if we fail to comply with these regulations, we could be subject to enforcement actions or negative employee relations which could harm our results of operations.

Because a significant portion of our net revenue and expenses are generated in countries other than the United States, fluctuations in foreign currency exchange rates have affected our results of operations and may continue to do so in the future.

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 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.

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. As a result, we have been impacted by changes in foreign currency exchange rates and may be impacted for the foreseeable future. The potential impact of currency fluctuation increases as our international expansion increases.

Although we use financial instruments to hedge certain foreign currency risks, these measures may not succeed in fully offsetting the negative impact of foreign currency rate movements.

We are exposed to credit-related losses in the event of nonperformance by the counterparties to forward currency contracts used in our hedging strategies.

Risks related to intellectual property

Our fabrics and manufacturing technology generally are not patented and can be imitated by our competitors. If our competitors sell products similar to ours at lower prices, our net revenue and profitability could suffer.

The intellectual property rights in the technology, fabrics, and processes used to manufacture our products generally are owned or controlled by our suppliers and are generally not unique to us. Our ability to obtain intellectual property protection for our products is therefore limited. We hold limited patents and exclusive intellectual property rights in the technology, fabrics or processes underlying our products. As a result, our current and future competitors are able to manufacture and sell products with performance characteristics, fabrics and styling similar to our products. Because many of our competitors have significantly greater financial, distribution, marketing, and other resources than we do, they may be able to manufacture and sell products based on our fabrics and manufacturing technology at lower prices than we can. If our competitors sell products similar to ours at lower prices, our net revenue and profitability could suffer.

Our failure or inability to protect our intellectual property rights could diminish the value of our brand and weaken our competitive position.

We currently rely on a combination of patent, copyright, trademark, trade dress, trade secret, and unfair competition laws, as well as confidentiality procedures and licensing arrangements, to establish and protect our intellectual property rights. The steps we take to protect our intellectual property rights may not be adequate to prevent infringement of these rights by others, including imitation of our products and misappropriation of our brand. In addition, any of our intellectual property rights may be challenged, which could result in them being narrowed in scope or declared invalid or unenforceable, or our intellectual property protection may be unavailable or limited in some international countries where laws or law enforcement practices may not protect our intellectual property rights as fully as in the United States or Canada, and it may be more difficult for us to successfully challenge the use of our intellectual property rights by other parties in these countries. If we fail to protect and maintain our intellectual property rights, the value of our brand could be diminished, and our competitive position may suffer.

Our trademarks, patents, and other proprietary rights could potentially conflict with the rights of others and we may be prevented from selling some of our products.

Our success depends in large part on our brand image. We believe that our trademarks, patents, and other proprietary rights have significant value and are important to identifying and differentiating our products from those of our competitors and creating and sustaining demand for our products. We have applied for and obtained some United States, Canada, and international trademark registrations and patents, and will continue to evaluate additional trademarks and patents as appropriate. However, some or all of these pending trademark or patent applications may not be approved by the applicable governmental authorities. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these applications or registrations. Additionally, we may face obstacles as we expand our product line and the geographic scope of our sales and marketing. Third parties may assert intellectual property claims against us, particularly as we expand our business and the number of products we offer. Our defense of any claim, regardless of its merit, could be expensive and time consuming and could divert management resources. Successful infringement claims against us could result in significant monetary liability or prevent us from selling some of our products. In addition, resolution of claims may require us to redesign our products, license rights from third parties, or cease using those rights altogether. Any of these events could harm our business and cause our results of operations, liquidity, and financial condition to suffer.

We have been, and in the future may be, sued by third parties for alleged infringement of their proprietary rights.

There is considerable patent and other intellectual property development activity in our market, and litigation, based on allegations of infringement or other violations of intellectual property, is frequent in the fitness and technology industries. Furthermore, it is common for individuals and groups to purchase patents and other intellectual property assets for the purpose of making claims of infringement to extract settlements from companies like ours. Our use of third-party content, including music content, software, and other intellectual property rights may be subject to claims of infringement or misappropriation. We cannot guarantee that our internally developed or acquired technologies and content do not or will not infringe the intellectual property rights of others. From time to time, our competitors or other third parties may claim that we are infringing upon or misappropriating their intellectual property rights, and we may be found to be infringing upon such rights. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our platform or services or using certain technologies, force us to implement expensive work-arounds, or impose other unfavorable terms. We expect that the occurrence of infringement claims is likely to grow as the market for fitness products and services grows and as we introduce new and updated products and offerings. Accordingly, our exposure to damages resulting from infringement claims could increase and this could further exhaust our financial and management resources. Any of the foregoing could prevent us from competing effectively and could have an adverse effect on our business, financial condition, and operating results.

Risks related to legal and governance matters

We are subject to periodic claims and litigation that could result in unexpected expenses and could ultimately be resolved against us.

From time to time, we are involved in litigation and other proceedings, including matters related to product liability claims, stockholder class action and derivative claims, commercial disputes and intellectual property, as well as trade, regulatory, employment, and other claims related to our business. Any of these proceedings could result in significant settlement amounts, damages, fines, or other penalties, divert financial and management resources, and result in significant legal fees. An unfavorable outcome of any particular proceeding could exceed the limits of our insurance policies or the carriers may decline to fund such final settlements and/or judgments and could have an adverse impact on our business, financial condition, and results of operations. In addition, any proceeding could negatively impact our reputation among our guests and our brand image.

Our business could be negatively affected as a result of actions of activist stockholders or others.

We may be subject to actions or proposals from stockholders or others that may not align with our business strategies or the interests of our other stockholders. Responding to such actions can be costly and time-consuming, disrupt our business and operations, and divert the attention of our board of directors, management, and employees from the pursuit of our business strategies. Such activities could interfere with our ability to execute our strategic plan. Activist stockholders or others may create perceived uncertainties as to the future direction of our business or strategy which may be exploited by our competitors and may make it more difficult to attract and retain qualified personnel and potential guests, and may affect our relationships with current guests, vendors, investors, and other third parties. In addition, a proxy contest for the election of directors at our annual meeting would require us to incur significant legal fees and proxy solicitation expenses and require significant time and attention by management and our board of directors. The perceived uncertainties as to our future direction also could affect the market price and volatility of our securities.

Anti-takeover provisions of Delaware law and our certificate of incorporation and bylaws could delay and discourage takeover attempts that stockholders may consider to be favorable.

Certain provisions of our certificate of incorporation and bylaws and applicable provisions of the Delaware General Corporation Law may make it more difficult or impossible for a third-party to acquire control of us or effect a change in our board of directors and management. These provisions include:

- the classification of our board of directors into three classes, with one class elected each year;
- prohibiting cumulative voting in the election of directors;
- the ability of our board of directors to issue preferred stock without stockholder approval;
- the ability to remove a director only for cause and only with the vote of the holders of at least 66 2/3% of our voting stock;
- a special meeting of stockholders may only be called by our chairman or Chief Executive Officer, or upon a resolution adopted by an affirmative vote of a majority of the board of directors, and not by our stockholders;
- prohibiting stockholder action by written consent; and
- our stockholders must comply with advance notice procedures in order to nominate candidates for election to our board of directors or to place stockholder proposals on the agenda for consideration at any meeting of our stockholders.

In addition, we are governed by Section 203 of the Delaware General Corporation Law which, subject to some specified exceptions, prohibits "business combinations" between a Delaware corporation and an "interested stockholder," which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation's voting stock, for a three-year period following the date that the stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring, or preventing a change in control that our stockholders might consider to be in their best interests.

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

The following table provides information regarding our purchases of shares of our common stock during the second quarter of 2024 related to our stock repurchase program:

Period[1]	Total Number of Shares Purchased[2]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[2]
April 29, 2024 – May 26, 2024	478,784	$ 346.34	478,784	$ 726,452,609
May 27, 2024 – June 30, 2024	658,706	309.04	658,706	1,522,885,658
July 1, 2024 – July 28, 2024	744,582	287.77	744,582	1,308,620,942
Total	1,882,072		1,882,072	

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(1) Monthly information is presented by reference to our fiscal periods during our second quarter of 2024.

(2) On November 29, 2023, our board of directors approved a stock repurchase program for up to $1.0 billion of our common shares on the open market or in privately negotiated transactions. On May 29, 2024, our board of directors approved a $1.0 billion increase to the existing stock repurchase program. The repurchase plan has no time limit and does not require the repurchase of a minimum number of shares. Common shares repurchased on the open market are 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. The timing and actual number of common shares to be repurchased will depend upon market conditions, eligibility to trade, and other factors. The authorized value of shares available to be repurchased under this program excludes the cost of commissions and excise taxes.

The following table provides information regarding our purchases of shares of our common stock during the second quarter of 2024 related to our Employee Share Purchase Plan:

Period[1]	Total Number of Shares Purchased[2]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs[2]
April 29, 2024 – May 26, 2024	10,662	$ 329.42	10,662	4,364,016
May 27, 2024 – June 30, 2024	10,247	288.76	10,247	4,353,769
July 1, 2024 – July 28, 2024	13,132	313.13	13,132	4,340,637
Total	34,041		34,041	

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(1) Monthly information is presented by reference to our fiscal periods during our second quarter of 2024.

(2) All shares purchased under the ESPP are purchased on the Nasdaq Global Select Market (or such other stock exchange as we may designate). Unless our board terminates the ESPP earlier, it will continue until all shares authorized for purchase have been purchased. The maximum number of shares authorized to be purchased under the ESPP is 6,000,000.

Excluded from this disclosure are shares withheld to settle statutory employee tax withholding related to the vesting of stock-based compensation awards.

ITEM 5. OTHER INFORMATION

Trading Arrangements

During the second quarter of 2024, no director or officer of lululemon (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (in each case, as defined in Item 408(a) of Regulation S-K).

ITEM 6. EXHIBITS

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated by Reference			
			Form	Exhibit No.	File No.	Filing Date
10.1	Credit Agreement Assignment and Assumption	X				
10.2	Amendment No.2 to the Credit Agreement between lululemon athletica inc., a Delaware corporation, and Bank of America, N.A., as administrative agent for the lenders parties to the Credit Agreement	X				
31.1	Certification of principal executive officer Pursuant to Exchange Act Rule 13a-14(a)	X				
31.2	Certification of principal financial and accounting officer Pursuant to Exchange Act Rule 13a-14(a)	X				
32.1*	Certification of principal executive officer and principal financial and accounting officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					
101	The following unaudited interim consolidated financial statements from the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 28, 2024, formatted in iXBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations and Comprehensive Income, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows (v) Notes to the Unaudited Interim Consolidated Financial Statements	X				
104	Cover Page Interactive Data File (formatted in iXBRL and contained in Exhibit 101)	X				

* Furnished herewith.

SIGNATURES

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

lululemon athletica inc.

By: /s/ MEGHAN FRANK

Meghan Frank
Chief Financial Officer
(principal financial and accounting officer)

Dated: August 29, 2024

Exhibit 10.1

ASSIGNMENT AND ASSUMPTION

This Assignment and Assumption (this "Assignment and Assumption") is dated as of the Effective Date set forth below and is entered into by and between each Assignor identified in item 1 below (each, an "Assignor") and the Assignee identified in item 2 below (the "Assignee"). It is understood and agreed that the rights and obligations of the Assignors hereunder are several and not joint. Capitalized terms used but not defined herein shall have the meanings given to them in the Credit Agreement identified below (as amended, the "Credit Agreement"), receipt of a copy of which is hereby acknowledged by the Assignee. The Standard Terms and Conditions set forth in Annex 1 attached hereto (the "Standard Terms and Conditions") are hereby agreed to and incorporated herein by reference and made a part of this Assignment and Assumption as if set forth herein in full.

For an agreed consideration, each Assignor hereby irrevocably sells and assigns to the Assignee, and the Assignee hereby irrevocably purchases and assumes from the respective Assignors, subject to and in accordance with the Standard Terms and Conditions and the Credit Agreement, as of the Effective Date inserted by the Administrative Agent as contemplated below (i) all of the respective Assignors' rights and obligations in their respective capacities as Lenders and/or Issuing Banks under the Credit Agreement and any other documents or instruments delivered pursuant thereto in the amounts and equal to the percentage interests identified below of all the outstanding rights and obligations under the respective facilities identified below (including, without limitation, the Letters of Credit included in such facilities) and (ii) to the extent permitted to be assigned under applicable law, all claims, suits, causes of action and any other right of the respective Assignors (in their respective capacities as Lenders and/or Issuing Banks) against any Person, whether known or unknown, arising under or in connection with the Credit Agreement, any other documents or instruments delivered pursuant thereto or the loan transactions governed thereby or in any way based on or related to any of the foregoing, including, but not limited to, contract claims, tort claims, malpractice claims, statutory claims and all other claims at law or in equity related to the rights and obligations sold and assigned pursuant to clause (i) above (the rights and obligations sold and assigned by any Assignor to the Assignee pursuant to clauses (i) and (ii) above being referred to herein collectively as an "Assigned Interest"). Each such sale and assignment is without recourse to any Assignor and, except as expressly provided in this Assignment and Assumption, without representation or warranty by any Assignor.

1. Assignors: Royal Bank of Canada, formerly HSBC Bank Canada

[Assignor is not a Defaulting Lender]

Bank of America, N.A.

[Assignor is not a Defaulting Lender]

2. Assignee: HSBC Bank USA, National Association

3. **Borrower(s): Lululemon Athletica Inc., Lululemon Athletica Canada Inc., Lulu Canadian Holding, Inc. and Lululemon USA Inc.**

4. Administrative Agent: Bank of America, N.A., as the administrative agent under the Credit Agreement

5. Credit Agreement: Credit Agreement, dated as of December 14, 2021, among Lululemon Athletica Inc., a Delaware corporation (the "Company"), Lululemon Athletica Canada Inc., corporation organized under the laws of British Columbia, Lulu Canadian Holding, Inc., a corporation organized under the laws of British Columbia, Lululemon USA Inc., a Nevada corporation, the Lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent, L/C Issuer and Swing Line Lender

6. Assigned Interests:

Assignors	**Assignee**	**Facility Assigned**	**Aggregate Amount of Commitment for all Lenders**	**Amount of Commitment Assigned**	**Percentage Assigned of Commitment**	**CUSIP Number**
Royal Bank of Canada, formerly HSBC Bank Canada	HSBC Bank USA, National Association	Revolver	$400,000,000	$85,000,000	21.30%	55002EAF8
Royal Bank of Canada, formerly HSBC Bank Canada	HSBC Bank USA, National Association	Letter of Credit Sub-Commitment	$50,000,000	$5,000,000	10.00%	N/A
Bank of America, N.A.	HSBC Bank USA, National Association	Letter of Credit Sub-Commitment	$50,000,000	$15,000,000	30.00%	N/A

Effective Date: June 28th, 2024

The terms set forth in this Assignment and Assumption are hereby agreed to:

ASSIGNORS

ROYAL BANK OF CANADA, formerly HSBC BANK CANADA

By: /s/ JENNY WANG
Title: Authorized Signatory

BANK OF AMERICA, N.A.

By: /s/ DAVID RAFFERTY
Title: Senior Vice President

ASSIGNEE

HSBC BANK USA, NATIONAL ASSOCIATION

By: /s/ JOHN HOUCK
Title: Associate Relationship Manager

Accepted:

BANK OF AMERICA, N.A., as
Administrative Agent

By: /s/ KYLE D HARDING
Title: Vice President

Consented to:

LULULEMON ATHLETICA INC.

By: /s/ TIM CARLSON
Title: VP, Corporate Development & Treasury

BANK OF AMERICA, N.A., as
L/C Issuer and Swing Line Lender

By: /s/ DAVID RAFFERTY
Title: Senior Vice President

ROYAL BANK OF CANADA, formerly HSBC BANK CANADA, as
L/C Issuer

By: /s/ JENNY WANG
Title: Authorized Signatory

LULULEMON ATHLETICA INC. CREDIT AGREEMENT

STANDARD TERMS AND CONDITIONS FOR
ASSIGNMENT AND ASSUMPTION

1. Representations and Warranties.

1.1. Assignor. Each Assignor (a) represents and warrants that (i) it is the legal and beneficial owner of the relevant Assigned Interest, (ii) such Assigned Interest is free and clear of any lien, encumbrance or other adverse claim, (iii) it has full power and authority, and has taken all action necessary, to execute and deliver this Assignment and Assumption and to consummate the transactions contemplated hereby and (iv) it is not a Defaulting Lender; and (b) assumes no responsibility with respect to (i) any statements, warranties or representations made in or in connection with the Credit Agreement or any other Loan Document, (ii) the execution, legality, validity, enforceability, genuineness, sufficiency or value of the Loan Documents or any collateral thereunder, (iii) the financial condition of the Company, any of its Subsidiaries or Affiliates or any other Person obligated in respect of any Loan Document or (iv) the performance or observance by the Company, any of its Subsidiaries or Affiliates or any other Person of any of their respective obligations under any Loan Document.

1.2. Assignee. The Assignee (a) represents and warrants that (i) it has full power and authority, and has taken all action necessary, to execute and deliver this Assignment and Assumption and to consummate the transactions contemplated hereby and to become a Lender under the Credit Agreement, (ii) it meets all the requirements to be an assignee under Section 11.06(b)(iii) and (v) of the Credit Agreement (subject to such consents, if any, as may be required under Section 11.06(b)(iii) of the Credit Agreement), (iii) from and after the Effective Date, it shall be bound by the provisions of the Credit Agreement as a Lender thereunder and, to the extent of the relevant Assigned Interest, shall have the obligations of a Lender thereunder, (iv) it is sophisticated with respect to decisions to acquire assets of the type represented by such Assigned Interest and either it, or the Person exercising discretion in making its decision to acquire such Assigned Interest, is experienced in acquiring assets of such type, (v) it has received a copy of the Credit Agreement, and has received or has been accorded the opportunity to receive copies of the most recent financial statements delivered pursuant to Section 6.01 thereof, as applicable, and such other documents and information as it deems appropriate to make its own credit analysis and decision to enter into this Assignment and Assumption and to purchase such Assigned Interest, (vi) it has, independently and without reliance upon the Administrative Agent or any other Lender and based on such documents and information as it has deemed appropriate, made its own credit analysis and decision to enter into this Assignment and Assumption and to purchase such Assigned Interest, and (vii) if it is a Non-U.S. Lender, attached hereto is any documentation required to be delivered by it pursuant to the terms of the Credit Agreement, duly completed and executed by the Assignee; and (b) agrees that (i) it will, independently and without reliance upon the Administrative Agent, any Assignor or any other Lender, and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Loan Documents, and (ii) it will perform in accordance with their terms all of the obligations which by the terms of the Loan Documents are required to be performed by it as a Lender.

2. Payments. From and after the Effective Date, the Administrative Agent shall make all payments in respect of each Assigned Interest (including payments of principal, interest, fees and other amounts) to the relevant Assignor for amounts which have accrued to but excluding the Effective Date and to the Assignee for amounts which have accrued from and after the Effective Date. Notwithstanding the foregoing, the Administrative Agent shall make all payments of interest, fees or other amounts paid or payable in kind from and after the Effective Date to the Assignee.

3. General Provisions. This Assignment and Assumption shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Assignment and Assumption may be executed in any number of counterparts, which together shall constitute one instrument. Delivery of an executed counterpart of a signature page of this Assignment and Assumption by telecopy shall be effective as delivery of a manually executed counterpart of this Assignment and Assumption. This Assignment and Assumption shall be governed by, and construed in accordance with, the law of the State of New York.

EXECUTION VERSION

AMENDMENT NO. 2 TO THE
CREDIT AGREEMENT

Dated as of June 28, 2024

AMENDMENT NO. 2 TO THE CREDIT AGREEMENT (this "Amendment") between LULULEMON ATHLETICA INC., a Delaware corporation (the "Company"), and BANK OF AMERICA, N.A., as administrative agent (the "Administrative Agent") for the lenders parties to the Credit Agreement (as defined below).

PRELIMINARY STATEMENTS:

(1) The Company, the other Loan Parties, the lenders parties thereto and the Administrative Agent have entered into an Amended and Restated Credit Agreement dated as of December 14, 2021 (as amended to date, the "Credit Agreement"). Capitalized terms not otherwise defined in this Amendment have the same meanings as specified in the Credit Agreement.

(2) Pursuant to Section 3.03(a)(ii) of the Credit Agreement, the Company and the Administrative Agent have determined that the Applicable Authority has made a public statement identifying June 28, 2024 as the date after which all tenors of the Canadian Dollar Offered Rate ("CDOR") will no longer be representative or made available, or used for determining the interest rate of loans denominated in Canadian Dollars, and that there is no successor administrator that will continue to provide CDOR.

(3) The Company and the Administrative Agent have agreed to certain amendments to the Credit Agreement in accordance with the terms and conditions of Section 3.03(a)(ii) of the Credit Agreement (the Credit Agreement as so amended, the "Amended Credit Agreement").

SECTION 1. Amendments to Credit Agreement. As of the Amendment Effective Date (as defined below), Section 1.01 of the Credit Agreement shall be amended as follows:

(a) The definition of "Canadian Prime Rate" is amended by deleting the phrase "the Bloomberg Screen CDOR Page" and substituting therefor the phrase "the applicable Reuters screen page".

(b) The definition of "CDOR" is deleted.

(c) The definition of "Interest Period" is amended by deleting the phrase "in the case of a Term Loan denominated in Canadian Dollars, one, two or three months" and substituting therefor the phrase "in the case of a Term Loan denominated in Canadian Dollars, one or three months".

(d) the definition of "L/C Issuer" is amended in full to read as follows:

"L/C Issuer" means Bank of America, Royal Bank of Canada and HSBC Bank USA, National Association, each in its capacity as issuer of Letters of Credit hereunder, or any successor issuer of Letters of Credit hereunder, and any Lender appointed by the Company (with the consent of the Administrative Agent and such Lender) as such by notice to the Lenders as a replacement for any L/C Issuer who is at the time of such appointment a Defaulting Lender, and each Designated L/C Issuer.

(e) the definition of "Letter of Credit Sub-Commitment" is amended in full to read as follows:

"Letter of Credit Sub-Commitment" means, as to (a) Bank of America in its capacity as an L/C Issuer, $10,000,000, (b) Royal Bank of Canada in its capacity as an L/C Issuer, $20,000,000 and (c) HSBC Bank USA, National Association in its capacity as an L/C Issuer, $20,000,000 and, as to any other L/C Issuer, such amount as may be agreed by such L/C Issuer and the Company.

(f) the definition of "Successor Rate" is amended in full to read as follows:

"Successor Rate" means a Canadian Benchmark Replacement, Alternative Currency Successor Rate (as defined in Section 3.03(a)(ii)) and Term SOFR Successor Rate (as defined in Section 3.03(b)(ii)).

(g) Clause (iii) of the definition of "Term Rate" is amended in full to read as follows:

(iii) denominated in Canadian dollars, Term CORRA, or a comparable rate or Alternative Currency Successor Rate which rate is approved by the Administrative Agent, as published on the applicable Reuters screen page (or such other commercially available source providing such quotations as may be designated by the Administrative Agent from time) two (2) Business Days prior to the first day of such Interest Period (or if such day is not a Business Day, then on the immediately preceding Business Day) with a term equivalent to such Interest Period plus the Term CORRA Adjustment for such Interest Period;

(h) The following definitions are added in the correct alphanumerical order:

"Canadian Available Tenor" means, as of any date of determination and with respect to the then-current Canadian Benchmark, as applicable, (x) if such Canadian Benchmark is a term rate, any tenor for such Canadian Benchmark (or component thereof) that is or may be used for determining the length of an interest period pursuant to this Agreement or (y) otherwise, any payment period for interest calculated with reference to such Canadian Benchmark (or component thereof) that is or may be used for determining any frequency of making payments of interest calculated with reference to such Canadian Benchmark pursuant to this Agreement, in each case, as of such date and not including, for the avoidance of doubt, any tenor for such Canadian Benchmark that is then-removed from the definition of "Interest Period" pursuant to Section 2.21(d).

"Canadian Benchmark" means, initially, the Term CORRA Reference Rate; provided that if a Canadian Benchmark Transition Event has occurred with respect to the Term CORRA Reference Rate or the then-current Canadian Benchmark, then "Canadian Benchmark" means the applicable Canadian Benchmark Replacement to the extent that such Canadian Benchmark Replacement has replaced such prior benchmark rate pursuant to Section 2.21(a).

"Canadian Benchmark Conforming Changes" means, with respect to the use or administration of a Canadian Benchmark or the use, administration, adoption or implementation of any Canadian Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of "Canadian Prime Rate," the definition of "Business Day," the definition of "Interest Period" or any similar or analogous definition (or the addition of a concept of "interest period"), timing and frequency of determining rates and making payments of interest, timing of Committed Loan Notices or prepayment, conversion or continuation notices, the applicability and length of lookback periods, the applicability of Section 3.05 and other technical, administrative or operational matters) that the Administrative Agent decides may be appropriate to reflect the adoption and implementation of any such rate or to permit the use and administration thereof by the Administrative Agent in a manner substantially consistent with market practice (or, if the Administrative Agent decides that adoption of any portion of such market practice is not administratively feasible or if the Administrative Agent determines that no market practice for the administration of any such rate exists, in such other manner of administration as the Administrative Agent decides is reasonably necessary in connection with the administration of this Agreement and the other Loan Documents).

"Canadian Benchmark Replacement" means, with respect to any Canadian Benchmark Transition Event, the sum of: (a) the alternate benchmark rate that has been selected by the Administrative Agent and the Company giving due consideration to (i) any selection or recommendation of a replacement benchmark rate or the mechanism for determining such a rate by the Relevant Canadian Financial Authority or (ii) any evolving or then-prevailing market convention for determining a benchmark rate as a replacement to the then-current Canadian Benchmark for Canadian Dollar-denominated syndicated credit facilities and (b) the related Canadian Benchmark Replacement Adjustment.

If the Canadian Benchmark Replacement as determined above would be less than the Canadian Floor, the Canadian Benchmark Replacement will be deemed to be the Canadian Floor for the purposes of this Agreement and the other Loan Documents.

"Canadian Benchmark Replacement Adjustment" means, with respect to any replacement of the then-current Canadian Benchmark with an Unadjusted Canadian Benchmark Replacement, the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected by the Administrative Agent and the Company giving due consideration to (a) any selection or recommendation of a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Canadian Benchmark with the applicable Unadjusted Canadian Benchmark Replacement by the Relevant Canadian Financial Authority or (b) any evolving or then-prevailing market convention for determining a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Canadian Benchmark with the applicable Unadjusted Canadian Benchmark Replacement for Canadian Dollar-denominated syndicated credit facilities at such time.

"Canadian Benchmark Replacement Date" means a date and time determined by the Administrative Agent, which date shall be no later than the earliest to occur of the following events with respect to the then-current Canadian Benchmark:

(a) in the case of clause (a) or (b) of the definition of "Canadian Benchmark Transition Event," the later of (i) the date of the public statement or publication of information referenced therein and (ii) the date on which the administrator of such Canadian Benchmark (or the published component used in the calculation thereof) permanently or indefinitely ceases to provide all Canadian Available Tenors of such Canadian Benchmark (or such component thereof); or

(b) in the case of clause (c) of the definition of "Canadian Benchmark Transition Event," the first date on which such Canadian Benchmark (or the published component used in the calculation thereof) has been determined and announced by the regulatory supervisor for the administrator of such Canadian Benchmark (or such component thereof) to be non-representative; provided that such non-representativeness will be determined by reference to the most recent statement or publication referenced in such clause (c) and even if any Canadian Available Tenor of such Canadian Benchmark (or such component thereof) continues to be provided on such date.

For the avoidance of doubt, the "Canadian Benchmark Replacement Date" will be deemed to have occurred in the case of clause (a) or (b) with respect to any Canadian Benchmark upon the occurrence of the applicable event or events set forth therein with respect to all then-current Canadian Available Tenors of such

Canadian Benchmark (or the published component used in the calculation thereof).

"Canadian Benchmark Transition Event" means the occurrence of one or more of the following events with respect to the then-current Canadian Benchmark:

(a) a public statement or publication of information by or on behalf of the administrator of such Canadian Benchmark (or the published component used in the calculation thereof) announcing that such administrator has ceased or will cease to provide all Canadian Available Tenors of such Canadian Benchmark (or such component thereof), permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Canadian Available Tenor of such Canadian Benchmark (or such component thereof);

(b) a public statement or publication of information by the regulatory supervisor for the administrator of such Canadian Benchmark (or the published component used in the calculation thereof), the Bank of Canada, an insolvency official with jurisdiction over the administrator for such Canadian Benchmark (or such component), a resolution authority with jurisdiction over the administrator for such Canadian Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for such Canadian Benchmark (or such component), which states that the administrator of such Canadian Benchmark (or such component) has ceased or will cease to provide all Canadian Available Tenors of such Canadian Benchmark (or such component thereof) permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Canadian Available Tenor of such Canadian Benchmark (or such component thereof); or

(c) a public statement or publication of information by the regulatory supervisor for the administrator of such Canadian Benchmark (or the published component used in the calculation thereof) announcing that all Canadian Available Tenors of such Canadian Benchmark (or such component thereof) are not, or as of a specified future date will not be, representative.

For the avoidance of doubt, a "Canadian Benchmark Transition Event" will be deemed to have occurred with respect to any Canadian Benchmark if a public statement or publication of information set forth above has occurred with respect to each then-current Canadian Available Tenor of such Canadian Benchmark (or the published component used in the calculation thereof).

"Canadian Benchmark Unavailability Period" means, the period (if any) (a) beginning at the time that a Canadian Benchmark Replacement Date has occurred if, at such time, no Canadian Benchmark Replacement has replaced the then-current Canadian Benchmark for all purposes hereunder and under any Loan Document in accordance with Section 2.21 and (b) ending at the time that a Canadian Benchmark Replacement has replaced the then-current Canadian Benchmark for all purposes hereunder and under any Loan Document in accordance with Section 2.21.

"Canadian Floor" means a rate of interest equal to 0.00%.

"CORRA" means the Canadian Overnight Repo Rate Average administered and published by the Bank of Canada (or any successor administrator).

"Periodic Term CORRA Determination Day" has the meaning specified in the definition of "Term CORRA".

"Relevant Canadian Financial Authority" means the Bank of Canada, or a committee officially endorsed or convened by the Bank of Canada, or any successor thereto.

"Term CORRA" means, for any calculation with respect to a Term Rate Loan denominated in Canadian dollars, the Term CORRA Reference Rate for a tenor comparable to the applicable Interest Period on the day (such day, the "Periodic Term CORRA Determination Day") that is two (2) Business Days prior to the first day of such Interest Period, as such rate is published by the Term CORRA Administrator; provided, however, that if as of 1:00 p.m. (Toronto time) on any Periodic Term CORRA Determination Day the Term CORRA Reference Rate for the applicable tenor has not been published by the Term CORRA Administrator and a Canadian Benchmark Replacement Date with respect to the Term CORRA Reference Rate has not occurred, then Term CORRA will be the Term CORRA Reference Rate for such tenor as published by the Term CORRA Administrator on the first preceding Business Day for which such Term CORRA Reference Rate for such tenor was published by the Term CORRA Administrator so long as such first preceding Business Day is not more than three (3) Business Days prior to such Periodic Term CORRA Determination Day; provided, further, that if Term CORRA shall ever be less than the Canadian Floor, then Term CORRA shall be deemed to be the Canadian Floor.

"Term CORRA Adjustment" means (i) 0.29547% (29.547 basis points) for an Interest Period of one-month's duration and 0.32138% (32.138 basis points) for an Interest Period of three-months' duration.

"Term CORRA Administrator" means Candeal Canadian Benchmark Administration Services Inc., TSX Inc., or any successor administrator.

"Term CORRA Reference Rate" means the forward-looking term rate based on CORRA.

"Unadjusted Canadian Benchmark Replacement" means the applicable Canadian Benchmark Replacement excluding the related Canadian Benchmark Replacement Adjustment.

(i) The following provisions are inserted as Section 2.21:

2.21 Canadian Benchmark Replacement Setting.

(a) Canadian Benchmark Replacement.

(i) Notwithstanding anything to the contrary herein or in any other Loan Document, if a Canadian Benchmark Transition Event and its related Canadian Benchmark Replacement Date have occurred prior any setting of the then-current Canadian Benchmark, then the Canadian Benchmark Replacement will replace such Canadian Benchmark for all purposes hereunder and under any Loan Document in respect of any Canadian Benchmark setting at or after 5:00 p.m. (Toronto time) on the fifth (5th) Business Day after the date notice of such Canadian Benchmark Replacement is provided to the Lenders without any amendment to, or further action or consent of any other party to, this Agreement or any other Loan Document so long as the Administrative Agent has not received, by such time, written notice of objection to such Canadian Benchmark Replacement from Lenders comprising the Required Lenders.

(b) Canadian Benchmark Conforming Changes. In connection with the use, administration, adoption or implementation of a Canadian Benchmark Replacement, the Administrative Agent will have the right to make Canadian Benchmark Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Canadian Benchmark Conforming Changes will become effective without any further action or consent of any other party to this Agreement or any other Loan Document.

(c) Notices; Standards for Decisions and Determinations. The Administrative Agent will promptly notify the Borrowers and the Lenders of (i) the implementation of any Canadian Benchmark Replacement and (ii) the effectiveness of any Canadian Benchmark Conforming Changes in connection with the use, administration, adoption or implementation of a Canadian Benchmark Replacement. The Administrative Agent will notify the Borrowers of (x) the removal or reinstatement of any tenor of a Canadian Benchmark pursuant to Section 2.21(d) and (y) the commencement of any Canadian Benchmark Unavailability Period. Any determination, decision or election that may be made by the Administrative Agent or, if applicable, any Lender (or group of Lenders) pursuant to this Section 2.21 including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection, will be conclusive and binding absent manifest error and may be made in its or their sole discretion and without consent from any other party to this Agreement or any other Loan Document, except, in each case, as expressly required pursuant to this Section 2.21.

(d) Unavailability of Tenor of Canadian Benchmark. Notwithstanding anything to the contrary herein or in any other Loan Document, at any time (including in connection with the implementation of a Canadian Benchmark Replacement), (i) if the then-current Canadian Benchmark is a term rate (including Term CORRA) and either (A) any tenor for such Canadian Benchmark is not displayed on a screen or other information service that publishes such rate from time to time as selected by the Administrative Agent in its reasonable discretion or (B) the regulatory supervisor for the administrator of such Canadian Benchmark has provided a public statement or publication of information announcing that any tenor for such Canadian Benchmark is not or will not be representative, then the Administrative Agent may modify the definition of "Interest Period" (or any similar or analogous definition) for any Canadian Benchmark settings at or after such time to remove such unavailable or non-representative tenor and (ii) if a tenor that was removed pursuant to clause (i) above either (A) is subsequently displayed on a screen or information service for a Canadian Benchmark (including a Canadian Benchmark Replacement) or (B) is not, or is no longer, subject to an announcement that it is not or will not be representative for a Canadian Benchmark (including a Canadian Benchmark Replacement), then the Administrative Agent may modify the definition of "Interest Period" (or any similar or analogous definition) as it relates to all Canadian Benchmark settings at or after such time to reinstate such previously removed tenor.

(e) Canadian Benchmark Unavailability Period. Upon the Borrowers' receipt of notice of the commencement of a Canadian Benchmark Unavailability Period, the Borrowers may revoke any pending request for a Borrowing of, conversion to or continuation of Loans, which are of the Type that have a rate of interest determined by reference to the then-current Canadian Benchmark, to be made, converted or continued during any Canadian Benchmark Unavailability Period and, failing that, the Borrowers will be deemed to have converted any such request into a request for a Borrowing of or conversion to, for a Canadian Benchmark Unavailability Period in respect of a Canadian Benchmark other than Term CORRA, Canadian Prime Rate Loans.

(j) Clause (a) of Section 3.03 is amended by deleting the phrase "Notwithstanding anything to the contrary in this Agreement or any other Loan Documents but solely with respect to" and substituting therefor the phrase "Subject to Section 2.21 of this Agreement but notwithstanding anything else to the contrary in this Agreement or any other Loan Documents and solely with respect to".

(k) Clause (a)(i)(A) of Section 3.03 is amended by deleting the phrase "the Administrative Agent reasonably determines that" and substituting therefor the phrase "the Administrative Agent reasonably determines, except in accordance with Section 2.21, that".

(l) Clause (a)(ii) of Section 3.03 is amended by deleting the phrase "Notwithstanding anything to the contrary in this Agreement" and substituting therefor the phrase "Except in connection with a Canadian Benchmark Transition Event but notwithstanding anything else to the contrary in this Agreement".

Section 11.01 is amended by deleting the phrase "Subject to Section 3.03" and substituting therefor the phrase "Subject to Section 3.03 and Section 2.21".

SECTION 2. Conditions of Effectiveness. This Amendment shall become effective when the Administrative Agent shall have received counterparts of this Amendment executed by the Company and each of the Lenders (the "Amendment Effective Date").

SECTION 3. Reference to and Effect on the Credit Agreement and Loan Documents. (a) On and after the effectiveness of this Amendment, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof" or words of like import referring to the Credit Agreement, and each reference in the Notes and the other Loan Documents to "the Credit Agreement", "thereunder", "thereof" or words of like import referring to the Credit Agreement, shall mean and be a reference to the Amended Credit Agreement.

(b) The Credit Agreement and the other Loan Documents, as specifically amended by this Amendment, are and shall continue to be in full force and effect and are hereby in all respects ratified and confirmed.

(c) The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of any Lender or the Administrative Agent under the Credit Agreement or any other Loan Document, nor constitute a waiver of any provision of the Credit Agreement or any other Loan Document.

(d) To the extent any Loan bearing interest at a rate derived in reference to CDOR (a "CDOR Rate") is outstanding as of the Amendment Effective Date, such Loan shall continue to bear interest at such CDOR Rate until the end of the then-current Interest Period or applicable payment period.

SECTION 4. Costs and Expenses. The Company agrees to pay on demand all reasonable costs and expenses of the Administrative Agent in connection with the preparation, execution, delivery, administration, modification and amendment of this Amendment (including, without limitation, the reasonable fees and expenses of counsel for the Administrative Agent) in accordance with the terms of Section 11.04 of the Credit Agreement.

SECTION 5. Execution in Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by electronic means shall be effective as delivery of a manually executed counterpart of this Amendment.

SECTION 6. Miscellaneous. Sections 11.14 (Governing Law; Jurisdiction; Etc.), 11.15 (Waiver of Jury Trial) and 11.17 (Electronic Execution; Electronic Records; Counterparts) of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

LULULEMON ATHLETICA INC., as Company

By: /s/ TIM CARLSON
Name: Tim Carlson
Title: VP, Corporate Development & Treasury

BANK OF AMERICA, N.A., as Administrative Agent

By: /s/ KYLE D HARDING
Name: Kyle D Harding
Title: Vice President

BANK OF AMERICA, N.A., as a Lender, L/C Issuer and Swing Line Lender

By: /s/ DAVID RAFFERTY
Name: David Rafferty
Title: Senior Vice President

BANK OF AMERICA, N.A., CANADA BRANCH, as a Lender and L/C Issuer

By: /s/ DAVID RAFFERTY
Name: David Rafferty
Title: Senior Vice President

HSBC BANK USA, NATIONAL ASSOCIATION

By: /s/ JOHN HOUCK

Name: John Houck

Title: Associate Relationship Manager

CITIBANK, N.A., CANADIAN BRANCH

By: /s/ DALJEET LAMBA
Name: Daljeet Lamba
Title: Authorized Signatory

ROYAL BANK OF CANADA

By: /s/ JENNY WANG
Name: Jenny Wang
Title: Authorized Signatory

WELLS FARGO BANK, N.A., CANADIAN BRANCH

By: /s/ SEAN BUCHAN
Name: Sean Buchan
Title: Director

BNP Paribas

By: /s/ ROD O'HARA
Name: Rod O'Hara
Title: Managing Director

By: /s/ ENIOLA ADEOJO
Name: Eniola Adeojo
Title: Vice President

INDUSTRIAL AND COMMERCIAL BANK OF CHINA (CANADA)

By: /s/ KEVIN YUAN
Name: Kevin Yuan
Title: Sr. Manager

By: /s/ RICHARD CHENG
Name: Richard Cheng
Title: Sr. Business Manager

Exhibit 31.1

I, Calvin McDonald, certify that:

1. I have reviewed this quarterly report on Form 10-Q of lululemon athletica inc.;

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

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

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

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

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

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

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

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

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

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

By: /s/ CALVIN MCDONALD
Calvin McDonald
Chief Executive Officer and Director
(principal executive officer)

Date: August 29, 2024

Exhibit 31.2

I, Meghan Frank, certify that:

1. I have reviewed this quarterly report on Form 10-Q of lululemon athletica inc.;

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

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

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

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

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

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

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

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

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

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

By: /s/ MEGHAN FRANK
Meghan Frank
Chief Financial Officer
(principal financial and accounting officer)

Date: August 29, 2024

Exhibit 32.1

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

In connection with the Quarterly Report of lululemon athletica inc. (the "Company") on Form 10-Q for the second quarter of fiscal 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

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

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

By: /s/ CALVIN MCDONALD
Calvin McDonald
Chief Executive Officer and Director
(principal executive officer)

Date: August 29, 2024

By: /s/ MEGHAN FRANK
Meghan Frank
Chief Financial Officer
(principal financial and accounting officer)

Date: August 29, 2024

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.